

# **Puget Sound Region** **By-Laws**

## **Article I – Name**

The name of the corporation shall be: “Puget Sound Volleyball Association, d.b.a. Puget Sound Region Volleyball (hereinafter referred to as the “Corporation” and/or the “PSR”).

## **Article II – Offices**

The principal office of the corporation within the state of Washington shall be:

4210 198<sup>th</sup> St. S.W.; Suite 111  
Lynnwood, WA 98036

## **Article III – Mission**

The Purpose for which this Corporation is organized is to foster the development and growth of amateur volleyball competition by:

1. Teaching the sport of volleyball to children and adults by holding clinics conducted by qualified instructors;
2. Aiding in the development and growth of volleyball throughout the region through player, officiating (referee and scorekeeping), and coaching development;
3. Providing practice sessions, classroom sessions, seminars and clinics;
4. Fostering and conducting area, regional, zonal and national amateur volleyball competitions for both youth and adult player levels throughout the region;
5. Acting as the official representative of USA Volleyball within the area designated as the Puget Sound Region;
6. Selecting and training suitable candidates in the techniques of volleyball in National and International competitions in areas of playing, coaching, and officiating; and
7. Supervising and monitoring conduct of competitions and individuals involved in volleyball within the region.

In order to carry out the purpose of this Corporation, the Corporation shall have the ability to receive and hold money or other property, tangible or intangible, real or personal for any purpose of the Corporation.

The Corporation shall be empowered to borrow money and to mortgage or pledge real or personal property as security therefore, to use, borrow, or expend the funds and property of the Corporation and do all things necessary to carry out the powers expressly granted.

#### **Article IV- Membership**

Membership shall be open to all persons who are interested in furthering the purposes of this Corporation as expressed in Article III of these By-Laws. Memberships shall be available to all who have met approved criteria and upon payment of applicable dues, fees and charges. A member in good standing is an individual, team, or organization whose membership privileges have not been suspended following the procedures set forth in these By-laws or by processes and rules promulgated by the Board of Directors, or USA Volleyball.

#### **Article V – Directors**

The powers and affairs of the Corporation shall be governed by a Board of Directors whose members are selected without regard to race, creed, color, religion, gender, or national origin. The Board of Directors shall consist of an Executive Board and an Advisory Board, explained more fully below.

The Executive Board of Directors shall be composed of no more than sixteen (16) and no less than six (6) individuals, at least four (4) of whom are elected by the general membership of the Corporation.

##### **A. General Qualifications**

1. Must have a desire and interest in furthering the mission of the Puget Sound Region.
2. Must attend (in person or via telephone or on-line communication) 75% of all scheduled Board meetings.
  - a. Failure to attend may be grounds for removal by a majority vote of the Board.
  - b. Circumstances may allow for an excused absence in extreme situations.
3. If a Board member is removed or in the process of being removed before resigning, they will be unable to be elected or voted back onto the Board.

**B. Elections**

1. By General Membership  
On a three-year rotating basis, at least one Board position shall be elected by the Adult Affiliated Members of the Corporation.
2. By Board of Directors  
On a three-year rotating basis, at least one Board position shall be elected by the Board of Directors of the Corporation.

**C. Term of Office**

Term of office shall be three years for all positions. Terms may be adjusted or extended.

**D. Meetings**

The Board of Directors shall meet at least once each calendar quarter on a schedule set and published by the Board. Special meetings or Executive meetings may be called by the Chairman or by written notice delivered to a majority of the Board of Directors as required. During any Special or Executive meeting, the discussions which take place are subject to confidentiality.

**E. Vacancy**

1. A vacancy of office because of death, resignation, removal, sanction or otherwise may be filled by the Board for the unexpired portion of the term by a majority vote of a quorum.

**F. Officers**

The principal officers of this Corporation shall be a Chairman, a Vice Chairman, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors annually at the first Board Meeting following the General Elections. The same person shall hold no two elected positions simultaneously.

1. Chairman
  - a. The Board shall elect its Chairman from among its membership by a majority vote of the members.
  - b. The Chairman shall set meetings and meeting agendas for the Board, preside at all meetings of the Board and see that all Board commitments, resolutions, and oversight are carried into effect.

2. Vice Chairman
  - a. The Board shall elect its Vice Chairman from among its membership by a majority vote of the Board.
  - b. The Vice Chairman will act on the Chairman's behalf in the absence of the chairman.
  
3. Treasurer
  - a. The Board shall elect its Treasurer from among its membership by a majority vote of the members.
  - b. The Treasurer shall be responsible, or cause another to keep, the accounting records of the Corporation. At the request of the Chairman or a majority of the Board, the Treasurer shall prepare, or cause others under supervision to prepare and submit to the Board statements of the financial condition of the Corporation, including any investment portfolio. Periodically the Treasurer shall review the budget to ensure compliance with requirements for specified approval of expenditures and financial policy. The Treasurer shall be the Chair of Finance Committee, as described below.
  
4. Secretary
  - a. The Board shall elect its Secretary from among its membership by a majority vote of the members.
  - b. The Secretary shall be responsible, or cause another (1) to keep the minutes of the Corporation and its Committees,(2) to see that all notices are duly given in accordance with these By-Laws, and (3) to be the custodian of corporate records.

#### **G. Committees**

1. There shall be the following standing committee of the Corporation, which shall be chaired by a member of the Board of Directors: Finance Committee: Responsible for developing and overseeing the administration of the annual budget and addressing other fiduciary matters of the Corporation.
  
2. Special or Ad Hoc Committees  

The Chairman and/or Board of Directors may appoint special or ad hoc committees as needed, such as ethics, nominations and elections. Each committee shall have such powers and shall perform such duties as may be delegated or assigned to that committee by the Chairman or the Board.
  
3. Committee Membership

Membership of each standing and special or ad hoc committee shall include at least one Director. Committee membership shall be open to all members in good standing of the Corporation.

4. Committee Chair Appointments
  - a. The Chair of each standing committee shall be appointed by the Chairman from among the Directors.
  - b. The Chair of each special or ad hoc committee shall be appointed by the Chairman and may be any member of the Corporation in good standing.
  - c. All such appointments shall be subject to the approval of the Board of Directors.
  
5. Approval of Committee Actions

Any matter transacted by any committee in the name of the Corporation shall be submitted to the Board of Directors for ratification or approval at the next meeting.

#### H. Removal of a Director

1. Removal of a Director may be initiated in one of two ways – by petition from the general membership of the Corporation or by Board of Director motion.
  - a. Any current member of the Corporation, upon ten (10) days notification in writing to the Commissioner, and accompanied by a petition signed by twenty percent (20%) of current PSR members in good standing may appear on the agenda of the next regular Board meeting, and in a presentation not to exceed ten (10) minutes state their case for removal of a Board member. The Commissioner shall notify the Board member that they shall be given a time not to exceed ten (10) minutes for rebuttal. The matter shall then be tabled until the next regular Board meeting at which time discussion and vote shall be taken. The vote to remove a Board member must equal at least two-thirds of the Directors and may be made in person, or by written and signed proxy.
  - b. The Board of Directors may make a motion to remove a Director for the following reasons:
    1. For failure to attend a sufficient number of meetings (See, Article V(A)(2), *supra*);
    2. If a Director cannot pass a background screening test at any time;
    3. For non-performance of duties as described by corporate documents; or

4. For violating the current Code of Conduct, as defined from time to time by the Corporation.
2. Process for removal shall be:
  - a. Written notice of reason for removal shall be delivered to the Director; then
  - b. A vote shall be taken at the next regularly-scheduled Board meeting, which vote shall require two-thirds (2/3) of the Directors voting in the affirmative to remove the Director.

**I. Indemnification**

Board members shall be specifically indemnified by the Organization:

1. No person who serves as a Board member shall be personally liable to the organization's creditors for any indebtedness or liability;
2. Any and all creditors of this non-profit corporation shall look only to the assets of the Corporation for payment for any indebtedness or liability; and
3. Board members shall be reimbursed their costs and expenses for attending meetings or events as authorized by Board.

**J. Conflict of Interest**

Board members shall recuse themselves from discussing or voting on issues where they have an actual or perceived conflict of interest.

**K. Compensation**

The Directors shall receive no compensation for their services as Directors but may receive reimbursement for expenditures incurred on behalf of the corporation.

**L. Action by Board Without a Meeting**

Any action that could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting. Such written consent may be delivered by electronic mail.

## **Article VI – Powers**

It shall be the policy of this Corporation to budget and disburse each year a substantial portion of its ordinary net income in the furtherance of its primary and specific purposes as stated in the Articles of Incorporation. It also shall be the policy of this Corporation that this Corporation shall not engage in any of the following transactions:

1. Lending any of its income or principle to Directors, members of Director's families, or to corporations controlled by Directors or members of Director's families;
2. Making any part of this Corporation's services available on a preferential basis to Directors, or to members of Director's families, or to corporations controlled by Directors or members of Director's families;
3. Making any substantial purchases of securities or other property from Directors, members of Director's families, or corporations controlled by Directors or members of Director's families for more than adequate consideration;
4. Selling any substantial part of the property of this Corporation to Directors, members of Director's families, or corporations controlled by Directors or members of Director's families for less than adequate consideration;
5. Engaging in any transaction which results in substantial diversion of income or assets of this Corporation to Directors, or members of Director's families, or corporations controlled by members of Director's families; and
6. No member of any Committee shall utilize his or her position to profit personally or influence others in the furtherance of personal gain as a result of their position on any Committee.

## **Article VII – Assets**

1. All bank checks drawn against the Corporations checking accounts shall be signed by the Commissioner, Chairman or Treasurer.
2. Deeds, mortgages, leases and contracts may be signed by the Commissioner with prior approval of the Chairman or Treasurer.

3. No loans shall be contracted for on behalf of the Corporation nor any evidence of indebtedness shall be issued in its name unless specifically authorized by a resolution of the Board.
4. All funds of the Corporation shall be deposited as received in the Corporation's checking account or in a savings account with such bank or banks, or other depositories as the Board may authorize through resolution.
5. The Treasurer shall, on the close of the annual accounting period, place all bank records and Corporate records with the Regional office.

#### **Article VIII – Seal**

A corporate seal is not required for this Corporation

#### **Article IX – Quorum**

A simple majority of the members of the Board constitute a quorum. The transaction of any meeting of the Board, however called and noticed, or wherever held, whether in person or by electronic means, shall be valid if a quorum is present.

#### **Article X – Commissioner**

There shall be a chief executive officer of the Corporation whose title shall be Commissioner and who shall, subject to the control of the Board of Directors, exercise general supervision, direction and control of the day-to-day business operations and activities of the Corporation pursuant to the policies and programs established by the Board and subject to terms and conditions of employment, as set forth in an Employment Agreement signed by an Officer of the Board.

The Commissioner shall have full authority for the direction of the employees of the Corporation, including hiring, supervision, and if necessary, termination. The Commissioner shall be compensated for his/her services in that capacity in such amount and manner as the Board of Directors shall determine.

The Commissioner shall report at each meeting of the Board on activities of the Corporation. The Commissioner shall be responsible to the Board and shall serve at the pleasure of the Board

The Board will select, hire, and annually evaluate the performance in October of the Commissioner. A Commissioner shall not be hired or terminated without an affirmative vote of at least two-thirds (2/3) of the total voting power of the Board.

## **Article XI - Due Process**

All regular members of the PSR shall have the rights of appeal and due process in any sanctions rendered by the Board or its duly authorized representatives as outlined in the PSR Member Handbook.

## **Article XII – Amendment**

These By-Laws may be amended, altered or repealed and new By-Laws may be adopted by a two-thirds vote of the Board of Directors.

1. Notice of a proposed amendment must be submitted to the Commissioner and/or Corporate office in writing at least ten (10) days prior to the said meeting.
2. If less than one half of the total members of the Board are present, the amendment must be tabled until at least one-half of the total Board is present.

## **Article XIII – Rules of Order**

In all cases not otherwise provided for in these By-Laws, this Corporation shall be governed by Robert’s Rules of Order.

These By-Laws adopted this 30th day of April, 2020, as amended, by the Board of Directors of the Puget Sound Volleyball Association.

1. Maria Lisenko
2. Jerry Ashby
3. Elise Quinn
4. Linda Clapham
5. Bart Foley
6. Maria Brauner
7. Shannon Pratt
8. Steven Petesch
9. Zach Calles
- 10.
- 11.
- 12.
- 13.
- 14.
- 15.
- 16.