

***REVISED BYLAWS OF THE  
IROQUOIS-EMPIRE VOLLEYBALL ASSOCIATION, INC.***

A New York State Not-for-profit Corporation  
(As amended through February 1998)

**ARTICLE I: NAME**

*1.1:* The name of the organization is Iroquois-Empire Volleyball Association, Inc. Reference in these bylaws to Iroquois-Empire Volleyball Association, IREVA, the Association, or the Corporation shall be deemed to be reference to Iroquois-Empire Volleyball Association, Inc., unless the context requires otherwise.

**ARTICLE II: PURPOSE**

*2.1:* In furtherance of the purposes set forth in its Certification of Incorporation, the Corporation shall be a Group D Member Organization (Regional Volleyball Association) of USA Volleyball (USAV). Reference in these bylaws to the Region shall mean the district denominated the "Iroquois-Empire Region" as its boundaries are now established and as may be changed from time to time.

**ARTICLE III: MEMBERS AND MEETINGS OF MEMBERS**

*3.1(a):* The Corporation shall have one class of members consisting of those persons who (i) are registered with the USAV in accordance with its Operating Code and (ii) have paid Corporation the additional local registration fee prescribed by its Board of Governors.

*3.1(b):* Membership shall be effected and evidenced by a current USAV registration certificate endorsed by the Regional Commissioner. Membership and registration certificates are not transferable.

*3.2 (a):* The annual meeting of members to receive reports of officers and to conduct elections shall be on a date and at a time and place within the Region determined by the Board of Governors provided, however, that the date shall be not *more than 12 weeks prior* to the annual meeting of Delegates of Member Organizations of the USAV. The powers, rights, and privileges of members at the annual meeting shall be exercised by the Members' Council (the Council).  
[Revised 11/24/96]

*3.2(b):* The Council shall be comprised of Councilors selected by each of the several volleyball clubs active in the Region. Each club, in the manner of its own choosing, shall select a number of Councilors equal to the number of its teams plus one additional Councilor for each whole multiple of three teams, based upon the number of teams of record as of January 31 of each year. A club shall forthwith notify the secretary of the selection of its Councilors, but failure so to notify shall not disqualify any Councilor from sitting in the Council. For the purpose of this subsection, a club is an organization composed of one or more teams voluntarily affiliate with each other and which by its name, acts, and other indicia holds itself out to be a club. A team is a basic playing unit within a club for which the appropriate team registration fee has been paid in accordance with the Operating Code of the USAV and the policies and procedures of this Corporation.

*3.2(c):* Members not within a club as defined in 3.2(b) are constituted the Club-at-Large, which shall choose one Councilor. Such Councilor shall be that person who earliest after January 31 of each year files with the secretary a nominating petition containing the signatures of five members of the Club-at-Large or, if its members number seven (7) or fewer, a majority of them.

3.2(d): Notice of the annual meeting shall be published in the newsletter of the Corporation most nearly preceding it and personal notice shall be mail using ordinary mail to all Councilors whose names have been provided to the secretary. The notices required by this section shall be made not less than thirty days prior to the meeting.

3.2(e): One-third of the authorized number of Councilors, present in person or by proxy, shall constitute a quorum for the transaction of the business of the Council, including elections. The Council shall be the judge of the credentials of the Councilors.

3.3: Special meetings of Members may be called by the Board of Governors upon reasonable notice or upon the call of ten percent of the total number of Members. A quorum at a special meeting of Members shall be the lesser of 100 Members or one-tenth of the total number of members. Members may attend and vote in person or by proxy.

#### **ARTICLE IV: BOARD OF GOVERNORS AND MEETINGS OF THE BOARD**

4.1 (a): The Corporation shall be managed by its Board of Governors (the Board). The Board shall consist of not more than twenty-five persons as follows:

- i) nine Directors;
- ii) the President, Vice-President, Secretary, Treasurer;
- iii) the subordinate officers having charge of registration, referees, scorers, age group development, and eligibility; and
- iv) such appointees, not to exceed seven, as may be appointed by the Commissioner for particular purposes.[Effective 9/1/92. Resolution 12/6/91]

4.1 (b): The Directors, President, Vice-President, Secretary, and Treasurer collectively comprise the “elected governors.” The other members of the Board collectively comprise the “appointed governors.”

4.2 (a): A governor may hold only one elected office of the Corporation, but may at the same time hold one or more appointed office of the Corporation. Holding office within a club or serving as a Councilor shall not be deemed holding an office of the corporation. Regardless of the number of offices of the Corporation held, a governor shall be entitled to but one vote.

4.2 (b): Whenever as a result of a governor’s holding multiple office the voting strength of the Board is reduced, the governors may temporarily appoint any other subordinate officer or officers of the Corporation or the Delegates to the USAV or any combination thereof as alternate governors so as to bring the Board to its authorized voting strength. An alternate governor shall have all of the rights and privileges of other appointed governors during the period of the temporary appointment. The last appointed alternate governor shall be the first removed.

4.3: The Board shall hold regular meetings at least four (4) times in each membership year and more frequently as the business of the Corporation may require. One of the four required meetings shall take place in August, September or October, one in November or December; one in January or February; and one in March, April, or May. Notice of a regular meeting may be written or verbal, delivered in person, by telephone, by mail, or by other appropriate means, and made not less than five nor more than fifteen days in advance of the meeting.

4.4: Special meeting of the Board may be called by the President or by any three governors. Special meetings may be called twenty-four hours notice provided by any reasonable means.

4.5: At any regular or special meeting of the Board a quorum shall be eight, of whom five shall be elected governors. The vote of a majority of governors present at the time of the vote, a quorum being present, shall be the act of the Board. [Effective 9/1/92. Resolution of 12/6/91.]

4.6: Any action required or permitted to be taken by the Board or its committees may be taken without a meeting if all the members thereof consent in writing to the adoption of a resolution authorizing the action.

4.7: Governors shall be Members of the Corporation at the time of their election or appointment and shall reregister annually. IREVA will pay for their memberships.

#### **ARTICLE V: OFFICERS AND THEIR SELECTION**

5.1: The elected officers of the Corporation shall be the nine Directors, the President, the Vice-President, the Secretary and the Treasurer.

5.2: Directors shall be elected by the Council at the annual meeting. They shall be divided into three classes for the purpose of staggering their terms. Within each class one director shall be chosen from the eastern portion of the Region, one from the western portion of the Region, and one from the Region at large. It shall be the custom, but shall not be required, that at least one Director in each class be male and at least one be female. The term of a Director shall be three years and shall run concurrently commencing on the first day of August next succeeding the election. Directors shall serve until their successors have been elected and have qualified. Vacancies in the office of Directors may be filled by a vote of the majority of the Board then in office. A Director so elected shall serve until the next annual meeting at which time the Council shall fill the vacancy for the unexpired term. A Director may be removed in the manner prescribed by law.

5.3: The President, Vice-President, Secretary, Treasurer shall be elected by the Council at the annual meeting in 1992 and every four years thereafter. The terms of each office shall be four years and shall commence on the first day of August next succeeding the election. The corresponding officers incumbent at the time of the adoption of these bylaws are continued in office and their terms extended accordingly. Officers shall hold office until their successors have been elected and have qualified. Vacancy in any such office may be filled by the majority vote of Governors then in office and the persons so elected shall serve until the next annual meeting at which time the Council shall fill the office for the unexpired term. The elected officers may be removed in the manner prescribed by law.

5.4: The President:

- i) shall have the powers and duties customarily associated with the office of the President and shall be chief executive officer of the Corporation.
- ii) shall be Regional Commissioner, have the powers and duties thereof as defined by the USA Volleyball Association, and be principal representative to the USA Volleyball Association.
- iii) shall preside at meetings of the Board and of the membership, including the Council.
- iv) shall, with the advice and approval of the elected governors, appoint and define the duties of subordinate officers including;
  - a) those having charge of registration, referees, scorekeepers, age group development, and eligibility;
  - b) any assistant commissioners and;
  - c) such other subordinate officers as may be required; such appointments shall be made on a yearly basis, and as needed during the season to replace appointees who have resigned or been

replaced by the Commissioner. Replacement of appointees during the season shall be at the discretion of the Commissioner for reason of nonperformance of assigned duties.

- v) shall annually nominate for the approval of the Council the Delegates, other than himself/herself, to the Delegate Assembly of the USA Volleyball Association;
- vi) shall prepare or cause to be prepared a budget to be submitted to the Board for its approval at its last regular meeting prior to the start of the fiscal year;
- vii) shall be, ex officio, a member of all committees except the Committee on Nominations; and
- viii) shall have other such duties, not inconsistent with law or with these bylaws, as may be delegated to him/her by the Board.

5.5: The Vice-President:

- i) shall in the event of the President's absence, incapacity, or unavailability be Acting President;
- ii) shall have such other duties, not inconsistent with law or these bylaws, as may be assigned by the Board or by the President.

5.6: The Secretary:

- i) shall have charge of the records of the corporation;
- ii) shall keep the minutes of the meetings of the Board and of the membership, including the Council;
- iii) shall give such notice and perform such other acts as may be required by law or these bylaws;
- iv) shall carry on the correspondence of the Corporation, and;
- v) shall have such other duties, not inconsistent with law or these bylaws, as may be assigned by the Board or by the President.

In the event of the absence or disability of the Secretary, the Board may appoint an assistant secretary to temporarily perform the duties of the Secretary.

5.7: The Treasurer:

- i) shall maintain custody of the Corporation's fund and keep or cause to keep adequate and correct accounts of the Corporation's business;
- ii) shall prepare and submit to the Board as it may require statements of the financial condition of the Corporation, and;
- iii) shall have such other duties, not inconsistent with law or these bylaws, as may be assigned by the Board or by the President.

In the event of the absence or disability of the Treasurer, the Board may appoint an assistant treasurer to temporarily perform the duties of the Treasurer.

**ARTICLE VI: COMMITTEES**

6.1: The Board may by resolution designate from among its members an Executive Committee consisting of three or more persons, one of whom shall be the President who shall be its chair. The Executive Committee shall have all the authority of the Board except as provided in the resolution or in law. The committee shall serve at the pleasure of the Board.

6.2: There shall be the following standing committees of the Board:

- i) Awards and Recognitions
- ii) Nominations

The Board shall provide for the composition and operation of each such committee except as otherwise provided in these bylaws.

6.3: The class of Directors in the middle of its term shall be constituted the Committee on Nominations. The Director elected at large shall be the chair. The committee shall report to the Board at the regular meeting required to be held in January or February a single slate of candidates for the offices to be filled at the annual meeting. Upon such report the names shall be deemed in nomination before the Members Council. In the event that a vacancy or vacancies in the class of Directors constituting the Committee is to be filled at the annual meeting, the corresponding Director from the class next junior shall serve on the Committee instead. [Effective 9/1/92. Resolution 12/6/91.]

6.4: The Board may establish and provide for such special committees of the Board as it may deem desirable.

6.5: There shall be an Eligibility Committee which shall be a committee of the Corporation. It shall be composed of the officer in charge of eligibility (as chair), the officers in charge of officials, and two players, appointed by the Regional Commissioner in consultation with the chair, from each level of competition within the Region. The committee shall meet at least once prior to the regional championship tournaments for the purpose of assigning teams to their respective levels of play in those tournaments and shall report its findings to the Board. The Eligibility Committee shall have such other duties pertaining to the eligibility and classifications of teams and players as the Board may assign.

## **ARTICLE VII: CALENDAR**

7.1: The Membership Year commences on the first day of November and ends the succeeding thirty-first day of October. [Effective 2/2/92. Resolution 2/2/92.]

7.2: The Sanction Season commences the first day of November and ends on the later of the first day of August or the conclusion of the United States Championship. The Fellowship Season is that portion of the calendar year not within the Sanctioned Season.

7.3: The Fiscal Year of the Corporation begins on the first day of November and ends the succeeding thirty-first day of October. [Effective 2/2/92. Resolution 2/2/92.]

## **ARTICLE VIII: MISCELLANEOUS PROVISIONS**

8.1: The failure to literally comply with any provision of these bylaws as to notice shall not affect any action otherwise validly taken unless it is determined by the body taking or proposing to take an action that the failure is significant in nature and prejudicial to the affected member or members.

8.2: The Board is authorized and directed:

- i) to develop a policy manual by which the conduct of volleyball within the Region shall be governed;
- ii) to periodically distribute a newsletter;

iii) to prepare or cause to be prepared a Guidebook and to periodically update it.

8.3: Matters of organization and procedure shall not otherwise provided for in law, the certificate of incorporation, these bylaws, or in resolutions and policies made pursuant thereto shall be governed by the Sturgis Standard Code of Parliamentary Procedure.

#### **ARTICLE IX: ADOPTION AND AMENDMENT**

9.1: These revised bylaws shall be effective upon the close of the meeting at which they are adopted in accordance with the bylaws then in effect. All bylaws previously adopted are hereby REPEALED.

9.2: These bylaws may be amended or repealed by the Board or by the Council on thirty days' notice subject to any limitations in law.