

**Bylaws
Of the
Columbia Empire Region Volleyball Association**

ARTICLE I

Section 1.

Name. The name of the corporation shall be The Columbia Empire Region Volleyball Association hereinafter referred to as the Region.

Section 2.

Offices. The principal office of the corporation in the State of Oregon shall be located within the boundaries of the Region. The corporation may have such other offices, either within or without the State of Oregon, as the Board of Directors may designate or as the business of the corporation may require from time to time.

Section 3.

Voting Members. Persons 18 years of age or older designated on the date of registration as a coach or adult member of the region.

ARTICLE II

Section 1.

Purpose. The purpose for which this corporation is organized is to foster regional, national, and international amateur volleyball competition. In order to effectuate these corporate purposes, this corporation shall enjoy the powers as provided by the Oregon Non-Profit Corporation Law that are not inconsistent with its articles of Incorporation.

Section 2.

Objectives. Specific objectives and purposes of this corporation are:

- a) To teach the sport of volleyball to children and adults by holding clinics conducted by qualified instructors in schools, playgrounds, and parks;
- b) To provide practice volleyball sessions, classroom lectures, seminars, and panel discussions through which selected trainees may be schooled in competitive coaching, playing, officiating, and scouting techniques;
- c) To foster and conduct area, regional, state, and national amateur volleyball competitions;
- d) To act as the official representative of USA Volleyball (USAV) within the area designated as the Columbia Empire Region;
- e) To select and train suitable candidates in the techniques of volleyball in national and international competition and thereby improve the caliber of candidates representing the United States;

- f) To foster and conduct amateur volleyball programs between the United States and other nation for the exchange and training of suitable candidates in the techniques and practices of volleyball in countries other than their own;
- g) To engage in other activities related to educating the public regarding volleyball.

ARTICLE III

Section 1.

Board of Directors Membership. The Board of Directors shall be composed of not less than six (6) nor more than eleven (11) members.

Section 2.

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

Section 3.

Membership-Elected Directors. Six (6) Directors shall be elected by a majority vote of the ballots cast by the dues-paying members of the Region in general election by written ballot. These Directors, who shall be referred to as membership-Elected, shall represent the following membership constituencies:

<u>Elected in Even Years</u>	<u>Elected in Odd Years</u>
Adult Representative	Junior Coordinator
Junior Representative, 12U and 14U	Junior Representative, 16U and 18U
Geographical Representative	Officials' Representative

Section 4.

Membership-Elected Director Qualifications.

- a) Must be a current Regular member of the Columbia Empire Volleyball Association.
- b) Must act as an intermediary for members to express ideas to the Board.
- c) Must be interested in and willing to promote CEVA programs.
- d) Must be willing and reasonably able to attend regular and special Board meetings.
- e) Must be affiliated with the membership constituency that the specific position represents.

Section 5.

Board-Elected Directors. The Board of Directors may elect up to five (5) additional Directors, designated as Board-Elected Directors. The Board-Elected Directors shall provide professional expertise deemed necessary by the Board of Directors, as well as represent the best interests of the sport of volleyball. The Board-Elected Directors shall be nominated by the Nominating/Elections

Committee. They may be elected by the Board of Directors at any regular or special Board meeting. They will serve until the first meeting of the new board.

Section 6.

Director Term of Office. Directors shall be elected to serve for a two (2) year term. They may be elected to serve for two (2) full consecutive terms. After two full terms the Director must leave the board for at least a one (1) year period.

Section 7.

Director Vacancy. All vacancies on the Board of Directors shall be referred to the Nominating/Elections Committee. The Nominating/Elections Committee shall submit a list of qualifying applicants for the vacancies to the Board of Directors at the next regular or special meeting.

Section 8.

Mid-Term Director Vacancy. The Board of Directors shall vote on nominees to fill the mid-term Director vacancies according to the following protocol:

Membership-Elected vacancies:

- a) If the remaining term of the vacant position is for less than one (1) year, the position is to be filled until the next membership election.
- b) If the remaining term of the vacant position is for more than one (1) year, the position is to be filled until the next membership election. At the next membership election, the position will be filled for a one year term.

Board-Elected vacancies:

- a) The Board of Directors shall vote on the nominees to fill a Board-Elected vacancy. The position is to be filled until the first meeting of the new Board of Directors.

Section 9.

Removal of Directors. Any Director may be removed from the Board by a two-thirds vote of the Directors present and voting at any special or annual meeting. The removal shall be without prejudice to the contract rights, if any, of the person so removed. Prior to any removal, the Director sought to be removed must be given reasonable prior notice of the impending action and a reasonable opportunity to speak on his/her own behalf before the Board of Directors at that meeting.

ARTICLE IV

Section 1.

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

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

Additionally, each member of the Board of Directors:

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

ARTICLE V

Section 1.

Officers. The principal officers of this corporation shall consist of a President, a Vice President, a Secretary and a Treasurer. Each officer will be a current member of the Board of Directors. No two offices may be held by the same person.

Section 2.

Officer Elections. The officers of this corporation shall be elected annually by the Board of Directors at its first meeting after the annual meeting of this corporation. Each officer shall hold office for a one (1) year term, and may serve two (2) consecutive terms.

After two terms the officer must leave office for at least a one (1) year period. Each officer shall hold office until his successor shall have been duly elected and qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3.

Officer Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby.

Section 4.

Vacancy. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5.

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

Section 6.

President's Duties.

- a) The President shall be the chief executive officer of the corporation.
- b) The President shall preside at all meetings of the Board of Directors.
- c) The President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any legal instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, these Bylaws, or the Oregon Nonprofit Corporation Act to some other officer or agent of the corporation.
- d) The President shall perform such other duties as may be prescribed by the Board of Directors.

Section 7.

Vice President's Duties.

- a) In the absence of the President, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.
- b) The Vice President shall be the chairperson of the Nominating/Elections Committee.

Section 8.

Secretary's Duties.

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

Section 9.

Treasurer's Duties

- a) The Treasurer shall have the authority and responsibility assigned by the Board of Directors, which shall include general oversight of the following:
 - 1) The keeping of all funds and securities of the corporation;
 - 2) The filing of all necessary financial reports to be filed with any government;
 - 3) The receipt of monies due and payable to the corporation from any source whatsoever, and the deposit of all such monies in the name of the corporation in such banks or other depositories as shall be selected by the Board of Directors;
 - 4) The disbursement of the funds of the corporation as ordered by the Board of Directors, including proper vouchers, checks or drafts for such disbursements;
 - 5) The preparation of written statements of the financial standing of the corporation;
 - 6) The performance of such other activities assigned by the Board of Directors.
- b) The employees of the corporation shall have the responsibility and authority (to the extent granted by the Board of Directors) to perform the actual duties described above, and the Treasurer shall provide general oversight of such actions; and as provided in the Articles of Incorporation,

the Treasurer's liability for such oversight shall be limited to the extent allowed by Oregon Law.

- c) The Treasurer shall be the chairperson of the Finance Committee.
- d) In the event of his resignation, retirement, or removal from office, the Treasurer shall return to the corporation or turn over to his successor all monies, securities, vouchers, books, paper, and property of every kind and description in his possession or under his control belonging to the corporation.

ARTICLE VI

Section 1.

Indemnification. The corporation shall indemnify any person who was or is a party to or is threatened with being made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, including all appeals, by reason of the fact that he is or was a Director or officer of the corporation, or is or was serving at the request of the corporation as Director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, decrees, fines, penalties, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in the manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his action was unlawful. Indemnification may include, but is not limited to the following:

- a) The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in the manner which he reasonable believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding that he had reasonable cause to believe that this conduct was unlawful.
- b) To the extent that a Director or officer of the corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 1 or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.
- c) Unless indemnification is ordered by a court having jurisdiction therein, any indemnification shall be made by the corporation only as authorized in the specific case upon determination that indemnification of the Director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1. Such determination shall be made: (1) by the Board of Directors on a majority vote of quorum consisting of Directors who were not parties to such action, suit, or proceeding; or (2) if such a quorum is not obtainable, or even if obtainable,

if a majority of such quorum of disinterested Directors so directs, by independent legal counsel (compensated by the corporation) in written opinion.

- d) Expenses of each person indemnified hereunder incurred in defending a civil, criminal, administrative, or investigative action, suit, or proceeding (including all appeals) or threat thereof, may be paid by the corporation in advance of final disposition of such action, suit, or proceeding as authorized in Section 4 upon receipt of an undertaking by or on behalf of the Director or officer to repay such expenses unless it shall ultimately be determined that he is entitled to be indemnified by the corporation.
- e) The indemnification provided by the Article shall not be deemed exclusive of or in any way limit any other rights to which any person indemnified may be or may become entitled as a matter of law, by the Articles of Incorporation, or otherwise, with respect to action in another capacity while holding such office and shall continue as to a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.
- f) If any part of this Article shall be found, in any action, suit or proceeding, to be invalid or ineffective, the validity and the effect of the remaining parts shall not be affected.

ARTICLE VII

Section 1.

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

- a) All bank checks drawn against the corporation's checking accounts shall be signed by the President or Treasurer or by such other person or persons as the Board of Directors may from time to time determine.
- b) Deeds, mortgages, leases, and contracts may be signed by both the President and the Secretary or by such other person or persons as the Board of Directors may authorize.
- c) No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.
- d) All funds of the corporation not otherwise employed 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 of Directors may select.

ARTICLE VIII

Section 1.

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

Section 2.

Duties. The Executive Committee shall exercise such control of the affairs and business of the corporation as may be directed to it from time to time by the Board of Directors except such matters which by these Bylaws or by the laws of the State of Oregon must be reserved to the Board of Directors or to the membership of the corporation or both except as provided in ORS 65.301.

Section 3.

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

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

All actions taken by the Executive Committee shall be by a majority of those serving on the Committee if taken at a meeting or by unanimous written approval if take without a meeting. The Executive Committee shall keep records of its activities and proceedings as deemed appropriate.

Section 4.

Conflict of Interest. The purpose of the conflict of interest policy is to protect the Columbia Empire Volleyball Association (CEVA) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an employee, principal officer or director of CEVA or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Definitions

1. Interested Person

Any employee, director, or principal officer, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which CEVA has a transaction or arrangement,
- b. A compensation arrangement with CEVA or with any entity or individual with which CEVA has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which CEVA is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Procedures

1. Duty to Disclose

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

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

- b. The person presiding over the Board of Directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board of Directors shall determine whether CEVA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

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

Records of Proceedings

The minutes of the Board of Directors meeting shall contain:

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

Compensation

- a. A voting member of the Board of Directors who receives compensation, directly or indirectly, from CEVA for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from CEVA for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from CEVA, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Annual Statements

Each employee, director, and principal officer shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands CEVA is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Periodic Reviews

To ensure CEVA operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects: a. Whether compensation arrangements and benefits are reasonable based on competent information.

b. Whether partnerships, joint ventures, and arrangements with other organizations conform to CEVA written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Use of Outside Experts

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

ARTICLE IX

Section 1.

Standing Committees. There shall be six (6) standing committees of this corporation as listed below: Each standing committee shall have a minimum of three (3) committee members and a maximum of seven (7) committee members.

Finance Committee: Concerned with budgets and overall financial operations. The Finance Committee shall be chaired by the Treasurer of the Board of Directors.

Policy and Appeals Committee: Responsible for developing and maintaining the policies and rules of the Region and addressing appeals. The Policy and Appeals Committee shall be chaired by the Secretary of the Corporation.

Junior Committee: Responsible for developing and maintaining policies, procedures formats and budgets within the junior constituency of the Region, as defined by USA Volleyball. The Junior Committee shall be chaired by the Junior Coordinator. This committee shall consist of the 12U & 14U Junior Representative, the 16U & 18U Junior Representative of the Board of directors and no less than two (2) non-Board regular members of the Region, with emphasis in small clubs or clubs outside the geographical area of Portland.

Adult Committee: Responsible for developing and maintaining policies, procedures, formats and budgets within the adult constituency of the Region, as defined by USA Volleyball. The Adult Committee shall be chaired by the Adult Representative.

Officials Committee: Responsible for developing and maintaining policies, procedures, formats and budgets with regards to referees, scorekeepers and tournament Directors within the Region. The Officials Committee shall be chaired by the Officials' Representative. This committee shall consist of the Referee Director, the Scorekeeper Director, as well as representation from Head Officials and Regional Officials.

Nominating/Elections Committee: The Nominating/Elections Committee shall be chaired by the Vice President of the Board of Directors. This committee shall consist of no more than one (1) additional Board member and no less than three (3) non-Board regular members of the Region:

The main function of the Nominating/Elections Committee are to:

- a) Continually recruit for Board member positions.
- b) Verify that applicants meet Board position qualifications.
- c) Present nominations to the Board of Membership-Elected and Board-Elected Director positions
- d) Coordinate the general election process of the Membership-Elected Director positions.

The Nominating/Elections Committee shall be informed of all Board of Director openings and potential candidates for Director Positions.

Actions and decisions by all Committees shall be brought to the Board of Directors and are subject to approval by the Board of Directors before being implemented.

Section 2.

Appeal Committees. Responsible for hearing appeals from sanctioned members. The Commissioner, from the Appeals Committee list maintained at the CEVA office, shall select this committee. The Appeal Committee shall consist of eight CEVA members with no interest or bias in the matter under appeal. From the 8-member Appeal Committee, the sanctioned person may choose five (5) members to hear the appeal. The Board of Directors shall review sanction decisions, by the Appeal Committee. The Board of Directors has full authority to accept, deny, or modify all decisions, if necessary.

Section 3.

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

ARTICLE X

Section 1.

Fiscal Year. The fiscal year of this corporation shall begin on July 1 and end on June 30.

ARTICLE XI

Section 1.

Meetings. The Annual Meeting of this corporation shall be held each year during the month of August. At this time, the newly elected Directors shall take office, annual reports shall be given, and such other business shall be transacted as may properly be brought before the meeting.

Immediately after the Annual Meeting, the Board of Directors shall hold its first meeting to elect the Board-Elected Directors, to elect the officers of the corporation, and to conduct the initial organization of the Board of Directors.

Section 2.

Elections. The General Election shall include election of six (6) members to fill the Director positions voted on by the general membership. Of these six (6) positions, three (3) shall be up for general election each year; Three (3) in each even year and three (3) in each odd year as specified within these Bylaws in Article III, Section 3.

In addition, the General Election shall include elections to fill vacancies of unexpired terms. In this situation, Director positions shall be elected for a one (1) year term of service.

General Elections shall occur once a year in April/May with results tabulated and finalized before the Annual Meeting. The General Election shall be by written ballot. The Nominating/Elections Committee shall oversee the election process.

ARTICLE XII

Section 1.

Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a vote of such Directors at a regularly convened meeting and may be stated as such in any articles or documents filed with the Secretary of State of Oregon, any other governmental authority, person, or entity.

ARTICLE XIII

Section 1.

Waiver of Notice. Whenever any notice is required to be given to any member or Director of this corporation under the provisions of these Bylaws, or under the provisions of the Oregon Nonprofit Corporation Law, a waiver thereof in writing, signed by the person or persons entitled to such notice, or by telegram sent by them, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice. The presence of a Director at any meeting shall constitute a waiver of any notice required for such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE XIV

Section 1.

Quorum. One-third of the members of the Board of Directors, but never less than four (4), shall constitute a quorum for the transaction of business. No Director may vote by proxy. The act of a majority of the Directors present at any meeting in which a quorum is present shall be the act of the Board of Directors.

ARTICLE XV

Section 1.

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

ARTICLE XVI

Section 1.

Rules of Procedure. In all cases not otherwise provided for by these Bylaws, this corporation shall be governed by Robert's Rules of Procedure.

ARTICLE XVII

Section 1.

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

Bylaws created 1980
Amended January 2007