

# NERVA BYLAWS

## ARTICLE 1. NAME

The name of the corporation shall be The New England Region Volleyball Association (hereafter known as NERVA).

## ARTICLE 2. LOCATION

The principal office of the corporation in the Commonwealth of Massachusetts shall be located at the address of the current Commissioner. The directors may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.

## ARTICLE 3. CORPORATE SEAL

The directors may adopt and alter the seal of the corporation.

## ARTICLE 4. FISCAL YEAR

The fiscal year of the corporation shall unless otherwise decided by the directors, end on August 31 each year.

## ARTICLE 5. PURPOSE

The purpose for which this corporation is organized is to foster regional, national and international amateur volleyball competition. In furtherance of this main purpose, the following sup-purposes are set forth:

- (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 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, national and international amateur competitions in New England;
- (d) To act as the official representative of the United States Volleyball Association, the national governing body of the sport of volleyball, within the New England area;
- (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 in Olympic, Pan American and World Games competition;
- (f) To foster and conduct amateur volleyball programs between the United States and foreign nations for the exchange and training of suitable candidates in the techniques and practices of volleyball in countries other than their own.

In order to carry out the purposes of this corporation, the corporation shall have the power to receive and hold money or other property, tangible or intangible, real or personal, for any of the purposes of the corporation, from whatever source derived. The

corporation shall also have the power 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 or convenient to carry out the powers expressly granted. This corporation is organized and operated exclusively for purposes described in Section 501 (c) (3) of the Internal Revenue Code. As such, the corporation shall abide by any restrictions on its operations described in the aforementioned Section of the Internal Revenue Code.

## ARTICLE 6. MEMBERSHIP OF THE BOARD OF DIRECTORS

Membership on the Board of Directors shall be made up of the Commissioner of NERVA (hereafter known as the Regional Commissioner), the Chair of Junior Assembly, the President of the Yankee Volleyball Association (hereafter known as the Yankee President), the Vice President of the Yankee Volleyball Association and the Associate Chair of the Junior Assembly. The Board is expected to further the purposes of the corporation as expressed in Article 5 of these By-Laws. Each department will elect all Board members with the exception of the Regional Commissioner, with a majority or plurality of votes from that department. The Board of Directors will appoint the Commissioner of the Region. Any director may be removed from the Board by a three-quarters (3/4) vote of the Directors.

An Executive Committee of the Board of Directors is empowered to run the day-to-day operations of the Region between Board Of Directors meeting dates. The Committee will be composed of the Regional

Commissioner, Junior Assembly Chair, and the Yankee President.

They will inform the Board Of Directors of meetings and forward agendas to the Board Of Directors in advance.

The Executive Committee meetings will be chaired by the Regional Commissioner.

## ARTICLE 7. BOARD OF DIRECTORS

General Statement: The Board of Directors, in furtherance of the specific and primary purpose 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, except those powers reserved to the members by law, the Articles of Organization, or these By-Laws.

## ARTICLE 8. POLICY GOVERNING THE EXERCISES OF POWER BY THE BOARD OF DIRECTORS

It shall be the policy of this corporation to budget and disburse each year substantially all of its ordinary net income in the furtherance of its primary and specific purposes as stated in its Articles of Incorporation.

Section 1. The business, property and affairs of this

corporation shall be managed by a Board of Directors composed of not less than three (3) or more than five (5) members.

Section 2. The chairman of all standing or special committees shall be appointed by the Regional Commissioner of the corporation from the members of the Board of Directors.

Section 3. Each Director shall be entitled to one vote. No cumulative voting shall be permitted. Voting may be written, electronic or oral ballot.

Section 4. Directors shall not receive compensation for their services as directors or as members of a standing or special committee of the Board but may receive reimbursement for expenses incurred on behalf of the Corporation or in attending meetings of the Board of Directors and may receive compensation for serving the Corporation in any other capacity. No person who now is, or who later becomes, a Director of this nonprofit corporation shall 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 asset of this nonprofit corporation for payment.

Section 5. It also shall be the policy of this corporation that this corporation shall not engage in any of the following transactions:

(a) Lending any part of its income or principal without adequate security or at unreasonable rates of interest to donors, to members of the families of donors, or to corporations controlled by donors or to members of

donors' families.

(b) Making any part of this 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.

(c) 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.

(d) Selling any substantial part of the property of this corporation to donors, members of donors' families, or corporations controlled by donors or members of donors' families for less than adequate consideration.

(e) Engaging in any transaction, which results in a substantial diversion of the income or corpus of this corporation to donors, members of donors' families, or corporations controlled by donors or members of donors' families.

## ARTICLE 9. RESIGNATION

A director may resign by delivering his/her written resignation to the Regional Commissioner, treasurer or clerk of the corporation, to a meeting of the members or directors or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

## ARTICLE 10. REGULAR MEETINGS

Regular meetings of the directors may be held at such places and at such times as the directors may determine.

## ARTICLE 11. SPECIAL MEETINGS

Special meetings of the directors may be held at any time and at any place when called by the president, or by two or more directors.

## ARTICLE 12. CALL AND NOTICE

### Section 1. Regular Meetings

No call or notice shall be required for regular meetings of directors, provided that reasonable notice (i) of the first regular meeting following the determination by the directors of the times and places for regular meetings shall be given to absent members, (ii) specifying the purpose of a regular meeting shall be given to each director if either contracts or transactions of the corporation with interested persons or amendments to these By-laws are to be considered at the meeting and (iii) shall be given as otherwise required by law, the Articles of Organization or these By-laws.

### Section 2. Special Meetings.

Reasonable notice of the time and place of special meetings of the directors shall be given to each director. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the

Articles of Organization or these bylaws or unless there is to be considered at the meeting (i) contracts or transactions of the corporation with interested persons, (ii) amendments to these bylaws, (iii) an increase or decrease in the number of directors, or (iv) removal or suspension of a director.

### Section 3. Reasonable and Sufficient Notice

Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a director to send notice by mail at least forty eight (48) hours or by email at least twenty four (24) hours before the meeting addressed to him/her at his/her usual or last known business or residence address, or to give notice to him/her in person or by telephone at least twenty four (24) hours before the meeting.

### Section 4. Waiver of Notice

Whenever notice of a meeting is required, such notice need not be given to any director if a written waiver of notice, executed by him/her (or his attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him/her. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

## ARTICLE 13. QUORUM

At any meeting of the directors a majority of the directors then in office shall constitute a quorum. Any



meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

#### ARTICLE 14. ACTION BY VOTE

When a quorum is present at any meeting, a majority of the directors present and voting shall decide any question, including election of officers, unless otherwise provided by law, the Articles of Organization, or these By-Laws.

#### ARTICLE 15. ACTION BY WRITING

Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors' consent to the action in writing and the written consents are filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting.

#### ARTICLE 16. APPOINTED POSITIONS (OFFICERS)

Section 1. The Board of Directors shall appoint the officers of this corporation. Each officer shall hold office until his successor shall have been duly appointed, or until his death or until he/she shall resign or shall have been removed in the manner hereinafter provided. The officers will not have a vote on the Board of Directors.

Section 2. An officer or agent elected in the manner above or appointed by the Board of Directors may be removed by a 3/4 vote of the Board of Directors

whenever in its judgment the best interests of the corporation would be served thereby.

Section 3. 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 4. The Officials Coordinator shall be responsible for overseeing all certified officials in New England according to the rules of the USAV.

Section 5. The Bookkeeper shall have charge and custody of and be responsible for all funds and securities of the corporation.

- a. Prepare all financial statements required of the corporation.
- b. In general perform all of the duties incident to the bookkeeper and the Board of Directors may assign such other duties as from time to time to them by the Commissioner or.

Section 6. The Registrar shall be responsible for all membership registrations for the Region and will work directly with USAV on all membership issues.

Section 7. The Assignor of Officials shall assign officials to all NERVA sanctioned events as requested by the Board of Directors.

## ARTICLE 17. ASSETS

Section 1. Except as the directors may generally or in particular cases authorize the execution thereof in

some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the Regional Commissioner or by the treasurer.

Section 2. Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by two of its officers, of whom one is the Regional Commissioner and the other is the treasurer or an assistant treasurer shall be binding on the corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provision of the Articles of Organization, By-Laws, resolutions or votes of the corporation.

Section 3. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

## ARTICLE 18. PERSONAL LIABILITY

The members, directors and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the corporation, may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due and payable to them from the corporation.

## ARTICLE 23. COMMITTEES

The Regional Commissioner, with the approval of the Board of Directors, shall have the authority to appoint such other committees as deemed appropriate.

## ARTICLE 24. SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISERS, FRIENDS FO THE CORPORATION

The directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisers or friends of the corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the directors shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

## ARTICLE 25. AMENDMENTS

These By-Laws may be amended, altered or repealed and new By-Laws may be adopted by a majority vote of the individual New England members of the United States Volleyball Association by mailed or electronic ballot, provided however that notice of the proposed amendment has been submitted to the Regional Commissioner and Secretary in writing at least thirty (30) days prior to said meeting, and that the Regional Commissioner provide a written copy of the proposed amendment to all New England members of the Region at least ten (10) days prior to said meeting.

## ARTICLE 26. DISSOLUTION

All the property of this corporation and accumulations thereof shall be held and administered exclusively to effectuate the purposes set forth herein. In the event of dissolution, all assets, real and personal, shall be distributed as dictated by the Board of Directors to such other New England organizations as are qualified as tax exempt under Section 501 © (3) of the 1954 Internal Revenue Code as amended, or the corresponding future United States Internal Revenue Law.

## ARTICLE 27. RULES OF PROCEDURE

In all cases not otherwise provided for by these By-Laws, this corporation shall be governed by Roberts' Rules of Procedure.