

BADGER REGION VOLLEYBALL ASSOCIATION BY-LAWS

ARTICLE I *NAME*

This corporation will be known as the Badger Region Volleyball Association, Inc. (hereafter referred to as “The Corporation”) A Wisconsin Non-Stock, Non-Profit Corporation.

ARTICLE II *OFFICES*

The principle office of the Corporation is located at 2831 N. Grandview Blvd, Suite 105, Pewaukee, WI 53072. The Corporation may have such other offices, either within or outside the state of Wisconsin, as the Board of Directors may designate or as the business or the Corporation may require from time to time.

ARTICLE III *PURPOSE*

The purpose for which this organization is formed is to promote local and regional, appreciation and participation in the sport of volleyball. Involvement should be solicited from all those seeking participation regardless of race, creed, religion or ethnic background. In furtherance of this purpose, we set forth additional purposes:

- To be recognized as the premier authority for the sport of volleyball in the state of Wisconsin;
- To grow the number of players, coaches, officials, spectators and other volleyball enthusiasts;
- To provide the highest quality experience in education, training and competition in the sport of volleyball while emphasizing high standards of ethical and moral values;
- To provide advocacy, support, recognition and administration of services to the volleyball community.

In order to carry out the purposes of this organization, the Corporation will 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 sources derived. The Corporation will 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.

ARTICLE IV *AFFILIATION*

The Corporation is affiliated with USA Volleyball (a/k/a USAV) as a group D Member organization as provided in the USA Volleyball Operating Code, hereinafter referred to as the “Code”. The Code, as presently constituted, will be construed to be an integral part of these By-Laws. In the event of any conflict between these By-Laws and the code, the Code will take precedence. In the event of amendment to the Code by USA Volleyball, subsequent to the adoption of these By-Laws, all such amendments will be deemed incorporated into these By-laws until and unless expressly disapproved by

the Board of Directors of this Corporation within 60 days after the conclusion of the next Annual Meeting of this Corporation held after such amendment to the Code becomes effective.

ARTICLE V MEMBERS AND MEETING OF MEMBERS

Section 1(a): The Corporation will have one class of members consisting of those persons who are registered with, and have paid the Corporation the registration fee prescribed by its Board of Directors. The members of the Corporation will be referred to as Badger Region Members. Membership is not transferable.

Section 2 (a): The annual meeting of Badger Region Members to receive reports of officers will be on a date and at a time and place within the Region determined by the Board of Directors provided, or as otherwise determined by the Corporation.

Section 2(b): Notice of the annual meeting will be posted on the official website of the Corporation and emailed at least 30 days prior to the meeting date to all adult regular members with a valid email address on file, or as otherwise determined by the Corporation.

Section 3(a): The following membership resolution was passed on April 25, 2011:

RESOLUTION Of the Badger Region Volleyball Association BOARD OF DIRECTORS

WHEREAS, the Badger Region Volleyball Association is recognized as a Regional Volleyball Association of USA Volleyball (the “Corporation”) in accordance with the Corporation’s Bylaws; and

WHEREAS, the Badger Region Volleyball Association affirms its compliance with the Corporation’s Bylaws; and

WHEREAS, the Corporation’s Board of Directors took action to amend the Corporation’s Bylaws as its duly constituted meeting held on January 24, 2011; and

WHEREAS, one of the amended Bylaws states that a Regional Volleyball Association of USA Volleyball “Registers participants only with the Corporation”;

NOW THEREFORE, be it resolved by the Board of Directors of the Badger Region Volleyball Association that it will register participants only with the Corporation.

APPROVED and attested to this 25th day of April, 2011 as witnessed by:

Julie Voeck, Commissioner, Badger Region Volleyball Association
Chris Haworth, Secretary, Badger Region Volleyball Association

ARTICLE VI

BOARD OF DIRECTORS

General Statement: The Board of Directors is vested with original and concomitant jurisdiction over the affairs of the Corporation and is empowered to perform or to authorize performance of any and all lawful acts that are permitted to the corporation under its Articles of Incorporation. It will have discretionary power to approve or disapprove policies established by Officers or Standing Committees of the Corporation in all matters relating to its finances, programs and/or relationships with the community at large. These powers may be delegated as provided in these By-Laws when deemed necessary or desirable to promote the objectives of The Corporation. Relationship with national volleyball associations will be as provided in their specific Operating Codes.

Policy Governing the Exercise of Powers by the Board of Directors: It will be the policy of this Corporation to budget and disburse each year, substantially all of its ordinary net income in furtherance of its primary purposes as stated in the Articles of Incorporation. It will also be the policy for the corporation not to engage in any of the following transactions in relation to donors, members of donor families or to Corporations controlled by donors or members of donor's families:

- Lending any part of its ordinary income or principal without adequate security or at unreasonable rates of interest;
- Making any part of this Corporation's services available on a preferential basis;
- Making any purchases of securities or other property for other than adequate and reasonable compensation;
- Selling of substantial part of the property of the Corporation for less than adequate compensation or;
- Engaging in any transaction that results in a substantial diversion of the income or corpus of this Corporation.

Section 1 – Management

A Board of Directors (hereafter referred to as the Board) will manage the business, property and affairs of this Corporation in a prudent manner including hiring paid staff as required to manage the Corporation. The term "Board of Directors" will refer to the combination of the Executive Committee and the Board of Directors, unless otherwise specified.

Section 2 – Organization

The Board will consist of thirteen Board Members: Treasurer, Northwest Wisconsin Representative, Northeast Wisconsin Representative, Southwest Wisconsin Representative, Southeast Wisconsin Representative, Metro Milwaukee Representative, three (3) At-Large Representatives, Junior Representative, Independent Representative, Official's Representative and Coach Representative.

Section 3 – Selection of Board Members

There are three ways that Board Members can join the board: appointment, elected by a special election of a specific demographic, or elected by majority vote of registered adult regular members in good standing in a general election. Adult members are members of the Corporation as defined in Article 5 that have registered with the Corporation as an adult, have reached a minimum of 18 years of age at the time of the election and have not played on a junior volleyball club team during the Corporation's current fiscal year. Voting for Board Members will take place via electronic voting procedures or as otherwise provided in the By-Laws. For purposes of this election, a registered adult

regular member is considered to be a member in good standing on the current Adult Regular Member Registration List of the Corporation.

An election of Board Members will be held annually. Notification of candidates running and election period will open May 1 and close May 10. This notification will be made via a prominent location on the current Badger Region website and via email to all regular adult members.

Candidates may not run for more than one position on the Board of Directors in the same election. An existing Board Member may run concurrently for his/her existing elected-board position as well as one other elected board position in the same election. Should an existing Board Member win both positions, one position will become vacant and will be filled by an appointee. Each Board Member may only hold one voting position on the Board.

Results of the election will be posted within 48 hours of the close of the election by a posting on the Region website and an email to all adult members of the Region. Newly-elected Board Members will begin their term on June 1 following the election.

Section 4 – Term of Service

Board Members will be elected or appointed to serve for the terms as listed in Board Member Terms Table. Board Members may be elected or appointed to successive terms. There is no limit to how many terms a Board Member may serve. To maintain continuity on the Board, all elections or appointments will be consistent with these By-Laws.

The regular term for all Board Members will begin on June 1 following the appointment or annual or special election and expire on May 31 after the period listed in the Board Member Terms Table, unless re-elected to the same position.

Board Member Terms Table

Position	Term
Official's Representative	3 years
Coach Representative	3 years
Treasurer (appointed)	4 years
At Large	3 years
Northwest Representative	3 years
Northeast Representative	3 years
Southwest Representative	3 years
Southeast Representative	3 years
Metro Milwaukee Representative	3 years
At Large	3 years
At Large	3 years
Junior Representative	3 years
Independent Representative (appointed)	1 year

Section 5 – Meeting Attendance

Board Members are expected to attend all board meetings per the Badger Region Board of Directors Attendance Policy. Each board member will be provided a copy of the policy. The policy will also be posted on the Badger Region website. The Board may make changes to the policy from time-to-time by a majority vote of the Board of Directors at a regularly scheduled board meeting.

Section 6 – Resignation

A Board Member may resign at any time by giving written notice to the President, Secretary or Executive Director, who will advise the Board of Directors of such resignation. Such resignation will take effect on the date specified therein or, if no date is specified, then upon receipt of the resignation by the President, Secretary or Executive Director.

Section 7 – Removal

- a) Any Board Member may be removed from the Board, for cause, by a two-thirds vote of the Board Members present and voting, at any Board or Annual meeting or special meeting held for this purpose.
- b) Any current Badger Region Member in good standing may appear on the agenda of any scheduled or special meeting to state their case for removal of a Board Member, in a presentation not to exceed thirty (30) minutes. The Badger Region Member will provide notification, in writing, to the President of their intended action and request to appear before the Board. Included with the notification must be a statement of the reason or reasons for which the removal is sought and accompanied by a petition signed by fifty (50) current Badger Region Members. A meeting date, time and place will be established upon receipt of the written notification.
- c) The Board Member sought to be removed must be given at least thirty (30) days notice prior to the next scheduled meeting, or meeting scheduled expressly for this purpose, of the impending action. The Board Member will be afforded an opportunity to speak on his/her behalf in the presence of the Board before a vote on any removal action is taken. Any removal will be without prejudice to the contract rights, if any, of the person so removed.

Section 8 – Vacancy

The President will nominate an individual to fill a vacancy occurring on the Board because of death, resignation, removal, disqualification, or election to another position on the Board. The nomination of the Board President must be approved by a majority vote of the remaining Board Members. The vote may take place during a regular or special meeting of the Board called for that purpose or via an email or survey vote conducted by the President or his/her designee. One-third of the remaining Board Members must respond to the vote to comprise a quorum. The appointed Board member may only serve up to two years of the remaining term. After the second year, the appointed board member must run for office for the remainder of the term at the next regular election.

Section 9 – Compensation

Board members will serve with or without compensation. No person who is now, or later becomes a Board member of this Corporation, will be personally liable to its creditors for any indebtedness or liability. Any and all creditors of this Corporation will look only to the assets of this Corporation for payment of bills, judgments or any other debts or liabilities that may be incurred for any reason.

Section 10 – Appointees

The President will make any necessary appointments (such other officers, assistants, agents, administrators or others) to the Board with approval by majority vote of the Board of Directors. Appointees will have such authority and perform such duties as will be determined by the Board.

Section 11 – Qualifications

Qualifications for Board membership are outlined under **Article XII** of the By-Laws.

ARTICLE VII

EXECUTIVE COMMITTEE

The Executive Committee will be considered the principal officers of this Corporation and consist of the elected President, Vice President, Secretary, Treasurer and the Commissioner (also known as Officers of the Corporation). The President, Vice President, and Secretary will be elected by a majority of Board of Directors voting members. The Treasurer is an appointed member of the Executive Committee. The Commissioner is the Principle Executive Officer of the Corporation, hired by the Board of Directors, and serves as an ex-officio member of the Executive Committee. The following sections reference the elected officers.

Section 1 – Election

Election for the Executive Committee positions will take place two weeks prior to the scheduled third quarter board meeting. The election will be done electronically, will be open for one week and will be open to all voting board members. The Executive Director will solicit nominations from the current Board of Directors for the available position, as well as run the election. A member of the board not involved in the election will verify results received from the Executive Director prior to the results being announced. Interested members can self-nominate, or accept a nomination from someone else on the Board of Directors.

If a new President is selected, the outgoing President will have a debrief with the new President and Executive Director about duties and responsibilities of the position in advance of the third quarter board meeting. The outgoing President will preside over the agenda approval for the third quarter meeting while the new President will run the fourth quarter and following meetings.

Section 2 - Term

After election, each officer will hold office for four years as determined by the Schedule of Elections held by the Executive Director and Secretary, or until his/her successor has been duly elected and qualified, until their death, resignation or removal in a manner provided in the By-Laws.

Section 3 – Management

The Executive Committee will have and exercise control of the affairs and business of the Corporation as may be directed from time to time by the Board except such matters, which by these By-Laws or the laws of the State of Wisconsin, must be reserved to the Board or to the membership of the Corporation, or both. The Executive Committee is empowered to disburse funds of the Corporation up to one thousand five hundred dollars (\$1,500.00) and make decisions regarding employees of the Badger Region without first consulting the Board of Directors.

Section 4 – Rules

The Executive Committee may fix its rules of procedure by a majority of the Board Members. All actions, except those detailed in Article VI, Section 2 of these By-Laws, will be subject to revision, alteration, and approval by the Board; provided, however, that no rights or acts of third parties will be affected by such revision or alteration. All actions taken by the Executive Committee will be approved by a majority vote of those serving on the committee. The Executive Committee will keep records of its activities and proceedings, as it will deem appropriate. All actions by the Executive Committee will be reported and approved by a majority of the full board at the next regular meeting, except as stated in Article VII, Section 2.

Section 5 – Meeting Notices

Meetings of the Executive Committee will be called, from time to time, upon the request of any member thereof. Notice of such meetings, unless waived, will in each instance be given to each member of the Executive Committee at least seven (7) days prior to the meeting by any of the following methods: mail, telephone, facsimile, in person, electronic mail or other form of wire or wireless communication. In each case the date, place and time of the meeting will be specified.

Section 6 – Qualifications

Qualifications for Executive Committee membership are outlined under **Article XII** of the By-Laws.

ARTICLE VIII ADVISORY COMMITTEE

There will be an Advisory Committee of the Board of Directors of this Corporation which will consist of: Adult Player Chair, Junior Girls Chair, Junior Boys Chair, Officials' Liaison to USAV, Scorers' Liaison to USAV, Past President, Grassroots Chair, and any other position deemed necessary by the Board. Each Advisory Committee Chair will be nominated by the President and approved by a majority of the Board of Directors, except for the Junior Girls and Junior Boys Chairs, who are elected by a majority of the Junior Club Directors at the annual fall meeting or any other approved electronic procedure.

Section 1 – Management

The Advisory Committee will administer and advise the Board in all matters designated by virtue of their title and position. Advisory Committee Members are expected to attend all board meetings per the Badger Region Board of Directors and Attendance Policy. Each Advisory Committee Member will be provided a copy of the policy.

Section 2 – Voting Rights

The Advisory Committee Members will not have any voting rights.

Section 3 – Qualifications

Qualifications for Advisory Committee membership are outlined under **Article XIII** of the By-Laws.

ARTICLE IX OTHER COMMITTEES

The Board of Directors may, from time to time, appoint committees for such purposes as designated by the Board. Each committee appointed will have such powers and will perform such duties as may be delegated and assigned to the committee by the Board of Directors, except such powers as are prohibited under Wisconsin State law. However, all matters transacted by any committee in the name of the Corporation will be reported to and approved by a majority of the Board of Directors at its next meeting.

Section 1 – Management

The Chair of all Standing or Special Committees will be appointed by the President of the Corporation from among the Board Members, or if no Board Member should accept such appointment, selection

may come from the current Badger Region Members in good standing with the approval of the Board of Directors. The exception is the Junior Advisory Committee, comprised of all of the Junior Club Directors, who will choose their own Girls and Boys Chair during a special election.

Section 2 – Standing Committees

The Corporation will have the following standing committees:

- 1) Finance Committee
- 2) Nominating Committee
- 3) Junior Advisory Committee
- 4) Diversity & Inclusion Committee
- 5) Officials' Advisory Committee

Section 3 – Nominating Committee

The Board Secretary serves as Nominating Committee Chair in all years except that the Secretary is up for election. In that year, the Treasurer will serve as Committee Chair. The Chair will then select two Board members who are not up for election to serve on the committee.

Prior to the election in March and April, the Nominating Committee will work with Region staff to put out a call for nominations, including self-nomination. The call will be posted on the Region website and emailed to all adult members in good standing, as well as any other channel that is deemed applicable. Nominees will complete a "Nomination Bio Form" and return that to the Region staff. Once nominees are collected, the Nominating Committee will vet the candidates to ensure compliance with posted qualifications and duties. The Nominating Committee will attempt to place a minimum of two individuals on the ballot for each position up for election.

The Region staff will also facilitate the nomination and election process to ensure timely completion.

Section 4 – Diversity & Inclusion Committee

The Diversity & Inclusion Committee reports to the Badger Region Board of Directors and Executive Director and consists of volunteers affiliated with Badger Region (region membership, family, and others) with an interest in the success and advancement of Diversity & Inclusion.

The Diversity & Inclusion Committee's focus and concentration will continuously adjust and evolve as needs and opportunities are identified and documented in the working document titled Badger Region D&I Resolution.

Section 5 – Officials' Advisory Committee

The BG Officials' Advisory Committee will act as a resource and expert advisors to the Badger Region Staff regarding officiating, referee and scorer training, referee and scorer assigning, referee and scorer mentoring, referee and scorer advancement, and all other issues regarding officiating and scoring.

The BG Officials' Advisory Committee will consist of the Official's Representative to the Board of Directors, Officials Liaison to USAV, the Scorer Liaison to USAV, and two other officials who are appointed by the Badger Region Staff. It is recommended that a Regional official and a Provisional official be selected for the two remaining positions in order to gain perspectives from all levels of officials.

ARTICLE X

PROFESSIONAL STAFF

Employees of the Corporation may serve in ex-officio, non-voting capacities on any structure or sub-structure of the Corporation concurrent with their term of employment. Specific requirements for employee attendance at board meetings is addressed in the Badger Region Employee Handbook.

ARTICLE XI

MEETINGS

The Annual Meeting of this Corporation will be held at such time or place as may be designated by the President or Vice President. The purpose of this meeting will be to receive annual reports and such other business will be transacted as may be properly brought before the meeting.

Section 1 – Voting

Each Board Member will be entitled to one vote. No cumulative or proxy voting will be permitted. Voting may be by voice or secret ballot. Voting may also take place by telephone, electronic mail or postal mail and will be as valid as though had in-person at a meeting duly held, if a quorum is present and if minutes thereof are made part of the corporate minute book.

Section 2 - Regular or Special Meetings

Special Meetings of the Board, for any purpose or purposes, will be held whenever called by the President. If the President is absent, is unable to act or refuses to act, the Vice President or a majority of the Board Members may call a Special Meeting at such time and place as may be designated. Notice for any Special Meeting may be given by any method set forth in the By-Laws.

Regular Meetings of the Board will be held, at such time and place as the Board may designate, at least once per quarter per the following schedule:

First Quarter	10/1-12/31
Second Quarter	1/1-3/31
Third Quarter	4/1-6/30
Fourth Quarter	7/1-9/30

The President will preside over all Board or Executive Committee meetings. In the absence of the President, the Vice President, Secretary or Treasurer, in that specific order, will preside.

Section 3 – Action without Meeting

Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board of Directors or a committee have been notified and a majority of the Directors or committee consent to the adoption of a resolution authorizing the action. Consent to the action may be in writing, in-person, by telephone, facsimile, electronic mail or by any other wire or wireless communications. The resolution and the consents thereto by the members of the Board of Directors or committee will be filed with the minutes of the proceedings of the Board of Directors or committee. Such consent will have the same force and effect as a vote of such Board Members at a regularly convened meeting and may state as such in any articles or documents filed with the Corporation Commissioner of the State of Wisconsin, or any other governmental authority or person or entity.

Section 4 – Quorum

One third of the members of the Board of Directors will constitute a quorum for the transaction of business, provided however, that at least five (5) Board Members are present. No Board Member may vote by proxy. The act of a majority of the Board Members present at any meeting in which a quorum is present will be the act of the Board.

Section 5 –Electronic Meeting

The transaction of any meeting, however called and noticed, may be held by telephone or video conference or any similar communication device by which all Board Members participating may simultaneously hear each other during the course of the meeting. This meeting will be as valid as though the meeting was held in person, if a quorum is present and if minutes thereof are made part of the corporate minute book.

Section 6 – Meeting Notification

- a) With the exception of Special Meetings, notice of any meeting of the Board of Directors or Executive Committee will be given to each Board Member or Officer by delivering notice by any of the following methods: mail, telephone, facsimile, in person, electronic mail or other form of wire or wireless communication. Regardless of the method used the date, place and time of the meeting will be specified. Notice will be given at least thirty (30) days before the time set for such a meeting or, if notification is via email, by posting such notice at least thirty (30) days before the time set for such meeting on the official region website. If mailed, such notice will be deemed to be delivered when deposited in the US Postal Service mail, with postage prepaid, and addressed to the Board Member at the Board Member's address as it appears on the records of the Badger Region.
- b) If by facsimile or electronic mail, such notice will be deemed to be delivered when it is determined that the document was sent successfully by the sender to the Board Member's facsimile number or electronic mail address as it appears on the records of the Badger Region.

Section 7 – Waiver of Notice

Notice of any such meeting may be waived in writing by any member if the waiver sets forth in reasonable detail the purpose or purposes, for which the meeting is called, and the time and place thereof. A Board Members' attendance at or participation in a meeting waives any required notice of the meeting.

Section 8 – Meeting Agenda

The Region Office will distribute a meeting agenda and other supporting materials to the Board of Directors seven days prior to any board meeting. The materials will also be posted on the Region website seven calendar days prior to the meeting. Agenda items may be requested up to 10 calendar days prior to the meeting. Any request for an agenda item that is made after the agenda is posted will be considered new business. A 2/3rd majority of voting members of the Board of Directors present at the board meeting is required to consider any new business items for motions/voting. New business agenda items will be voted on under regular voting procedures.

Section 9 – Conflict of Interest

Board members shall disclose conflicts of interest and shall recuse themselves from discussing or voting on issues for which they have an actual or perceived conflict of interest; provided, however, that the Board may invite a conflicted member to speak about an issue for which she or he might offer an informed alternative perspective. A conflict of interest is defined as "a situation in which a person is in a position to derive personal benefit from actions or decisions made in their official capacity." Each Board Member, Advisory Member, Committee Member, Staff Member or any other person involved in

sensitive topics will be required to sign both a Conflict of Interest statement and a Non-Disclosure Agreement prior to the first quarter board meeting each season.

ARTICLE XII

VOTING BOARD OF DIRECTORS POSITION QUALIFICATIONS & DUTIES

Section 1 – Executive Committee

President

A. Qualifications

- 1) The President must be a current Badger Region Adult Regular Member in good standing at the time of his/her election, and
- 2) Must have served on the Board of Directors of the Badger Region for a minimum of two (2) years of the eight (8) years immediately preceding the election

B. Duties

- 1) The President will be the principal executive officer of the Board of Directors;
- 2) When present, preside at all meetings of the Board;
- 3) May sign, with the Secretary or any other officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or any other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof will be expressly delegated to the Board of Directors or by the By-Laws to some other officer or agent of the Corporation, or will be required by law to be otherwise signed or executed, and in general;
- 4) Perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors;
- 5) Work closely with the Commissioner to monitor the operation of the organization;

Vice President

A. Qualifications

- 1) The Vice President must be a current Badger Region Adult Regular Member in good standing at the time of his/her election; and
- 2) Must have served on the Board as an elected or appointed member prior to election.

B. Duties

- 1) Will be a member of the Board of Directors of the Corporation, and in absence of the President, or in the event of his/her death, inability or refusal to act, the Vice President will perform the duties of the President, and when so acting, have all the powers of and be subject to all the restrictions upon the President; and
- 2) Perform such other duties as may be assigned to them by the President or the Board of Directors.

Secretary

A. Qualifications

- 1) The Secretary must be a current Badger Region Adult Regular Member in good standing at the time of his/her election
- 2) Must have served on the Board as an elected or appointed member prior to election.

B. Duties

- 1) Will serve as the chair of the Nominating Committee in the years that the Secretary position is not up for election.

- 2) Perform all duties inherent to the position of Secretary and other duties as may be assigned by the President or Board of Directors.

Treasurer

- A. This is an appointed position by the Board President, with approval by the Board
- B. Qualifications
 - 1) The Treasurer must be a current Badger Region Adult Regular Member in good standing.
 - 2) It is required that the Treasurer have a background and/or experience in one or more of the following areas: finance, internal controls, sound financial management policies, and record keeping.
- C. Duties
 - 1) Serve as the Board Liaison and Chair to the Finance Committee.
 - 2) Serve as the chair of the Nominating Committee in the year that the Secretary position is up for election.
 - 3) Perform any duties as may be assigned by the President or Board of Directors.
 - 4) Serve as a voice to the Board of Directors on all issues and policy related to the finances of The Corporation;
 - 5) Oversee the Corporation's Budget Process, assisting the Executive Director;
 - 6) Make quarterly reports to the Board of Directors;
 - 7) Nominate two additional persons, along with the Executive Director, to serve on the Finance Committee to be approved by a majority of the Board Members.
 - 8) Communicate with the Executive Director on all matters that need advisement;

Commissioner

- A. Qualifications
 - 1) The Commissioner is a hired position by the Board of Directors to serve as the principle executive officer of the Corporation.
- B. Duties
 - 1) Serve as an ex-officio member of the Executive Committee and Finance Committee
 - 2) Perform any duties as may be assigned by the President or Board of Directors or outlined in the job description for the position, maintained by the Corporation.
 - 3) Represent the organization at national or regional meetings, including but not limited to USA Volleyball RVAA (Regional Volleyball Association Assembly) meetings.

Section 2 – Board Members

At-Large Representatives (3)+

Coach Representative^

Independent Representative#

Junior Representative^

*Metro Milwaukee Representative**

*Northwest Representative**

*Northeast Representative**

Official's Representative^

*Southwest Representative**

*Southeast Representative**

Treasurer (duties above, within Executive Committee)

Area Representatives*

A. Qualifications

- 1) The Area Representative must be a Badger Region Adult Regular Member in good standing at the time of his/her election,
- 2) Currently reside in the area of the Badger Region they will represent.
- 3) The above noted positions will represent the Badger Region Volleyball Association in his/her respective geographic area and/or respective area of responsibility within the Region.

B. Duties

- 1) Communicate with the constituents of their area on a regular basis,
- 2) Report quarterly to the Board regarding matters that may require the attention of the Board of Directors,
- 3) Administer, regulate, and advise the Board of Directors in all matters designated by virtue of their title and position.

Demographic Representatives^

A. Qualifications

- 1) The Demographic Representative must be a Badger Region Adult Regular Member in good standing at the time of his/her election,
- 2) Be an active member in the noted demographic group
- 3) The above noted positions will represent the Badger Region Volleyball Association in his/her respective area of responsibility within the Region.

B. Duties

- 1) Communicate with the constituents of their demographic on a regular basis,
- 2) Report quarterly to the Board regarding matters that may require the attention of the Board of Directors,
- 3) Administer, regulate, and advise the Board of Directors in all matters designated by virtue of their title and position.

At-Large Representatives+

A. Qualifications

- 1) The At-Large Representatives must be a Badger Region Adult Regular Member in good standing at the time of his/her election,

B. Duties

- 1) Communicate with any constituents or respond to concerns on a regular basis,
- 2) Report quarterly to the Board regarding matters that may require the attention of the Board of Directors,
- 3) Administer, regulate, and advise the Board of Directors in all matters designated by virtue of their title and position.

Independent Representative#

A. Qualifications

- 1) The Demographic Representative must be a Badger Region Adult Regular Member in good standing at the time of his/her appointment,
- 2) It is required that the Independent Representative have a background and experience in legal, human resources or another area of expertise deemed necessary by the Board of Director.
- 3) The above listed positions will represent the Badger Region Volleyball Association in his/her respective area of responsibility within the Region.

B. Duties

- 4) Communicate with the Executive Director on all matters that need advisement;

- 5) Report quarterly to the Board regarding matters that may require the attention of the Board of Directors,
- 6) Administer, regulate, and advise the Board of Directors in all matters designated by virtue of their title and position.

ARTICLE XIII

ADVISORY COMMITTEE POSITION QUALIFICATIONS & DUTIES

Section 1 – Advisory Committee Member Selection

The President shall appoint individuals to serve as Advisory Committee Members for terms of three (3) years. All appointees must be approved by the Board:

The following Advisory Committee Members will be appointed for initial three-year terms:

Adult Player Chair
Diversity & Inclusion Chair
Finance Chair
Grassroots Chair
Officials Liaison to USAV
Past President
Scorer Liaison to USAV

The following Advisory Committee Members will be elected annually:

Junior Girls Chair
Junior Boys Chair

Section 2 - Terms

The term for all appointed Advisory Committee Members will begin on June 1 following initial appointment and will expire on May 31 after the term is complete. Advisory Committee Members may be reappointed.

Section 3 – Advisory Committee Members Responsibilities

Adult Player Chair
Grassroots Chair
Junior Girls Chair
Junior Boys Chair
Officials Liaison to USAV
Past President
Scorer Liaison to USAV
Diversity & Inclusion Chair

Adult Player Chair

A. Qualifications

- 1) The Adult Player Chair must be a current Badger Region Adult Player Member in good standing.

B. Duties

- 1) Serve as a voice to the Board of Directors on all issues, program and policy affecting adult programming and adult members,
- 2) Make quarterly reports to the Board of Directors.
- 3) Work with Region staff to promote and expand adult volleyball offerings throughout the state and work to reach under-represented areas and demographics

Grassroots Chair

A. Qualifications

- 1) The Grassroots Chair must be a current Badger Region Adult Regular Member in good standing,

B. Duties

- 1) Provide information to the Board of Directors on issues, program and policy affecting grassroots efforts;
- 2) Be an active voice for new and developing programming with regards to funding and implementation;
- 3) Work with the Program Director to develop and aid in implementation of new programming to expand Badger Region's offerings to different areas of the state and under-represented demographics;
- 4) Make quarterly reports to the Board of Directors

Junior Girls Chair (One-year term)

A. Qualifications

- 1) The Junior Girls Chair must be a current Badger Region Adult Regular Member in good standing.
- 2) Must be elected by a majority vote of the Junior Advisory Committee in a special election and approved by a majority of the Board of Directors.

B. Duties

- 1) Serve as a voice to the Board of Directors on all issues, program and policy affecting junior programming and junior female members;
- 2) Serve as the Co-Chair of the Junior Advisory Committee with the Junior Boys Chair; and
- 3) Make quarterly reports to the Board of Directors.

Junior Boys Chair (One-year term)

A. Qualifications

- 1) The Junior Boys Chair must be a current Badger Region Adult Regular Member in good standing.
- 2) Must be elected by a majority vote of the Junior Advisory Committee in a special election and approved by a majority of the Board of Directors.

B. Duties

- 1) Serve as a voice to the Board of Directors on all issues, program and policy affecting junior programming and junior male members;
- 2) Serve as the Co-Chair of the Junior Advisory Committee with the Junior Girls Chair; and
- 3) Make quarterly reports to the Board of Directors

Officials Liaison to USAV

A. Qualifications

- 1) The Officials Liaison to USAV must be a current Badger Region Adult Regular Member in good standing.

- 2) Have a current referee certification of Regional, or higher.

B. Duties

- 1) Acts as the main point of contact for USAV to the BG Region for officiating matters.
- 2) Acts as the main point of contact for BG staff for questions regarding officiating.
- 3) Serves on the Badger Region Officials' Advisory Committee.
- 4) Identifies potential members for positions on the Officials' Advisory Committee.
- 5) In coordination with Badger Region staff, advises on content for annual rules clinics for referees and players and cooperate with staff to arrange joint Scorer clinics when appropriate.
- 6) Advises staff on USAV officiating matters, including post-USAV meeting reports.

Past President

A. Qualifications

- 1) The Past President is appointed by the President with the approval of the majority of the Board Members.
- 2) Must be a current Badger Region Member in good standing at the time of his/her appointment.
- 3) Must have served as the President of the Corporation.

B. Duties

- 1) Provide advice and guidance to the President;
- 2) Provides for continuity of board decisions and policies when a new President is elected; and
- 3) Perform such duties as assigned by the President.

Scorer Liaison to USAV

A. Qualifications

- 1) The Scorer Liaison to USAV must be a current Badger Region Adult Regular Member in good standing.
- 2) Have a current scoring certification Regional, or higher.

B. Duties

- 1) Acts as the main point of contact for USAV to the Badger Region for scoring matters.
- 2) Acts as the main point of contact for BG staff for questions regarding scoring.
- 3) Serves as a member of the Badger Region Officials' Advisory Committee.
- 4) In coordination with Badger Region staff, advises on content for annual scoring clinics for referees and players.
- 5) Advises staff on USAV scoring matters, including post-USAV meeting reports.

Diversity & Inclusion Chair

A. Qualifications

- 1) Must be a current Badger Region Adult Regular Member in good standing.

B. Duties

- 1) Serve as the Chair of the Badger Region Diversity & Inclusion Committee
- 2) Serve as a voice to the Board of Directors on all issues, program and policy affecting programming for under-represented areas and demographics.
- 3) Work with Region staff to promote and expand adult volleyball offerings throughout the state and work to reach under-represented areas and demographics.
- 4) Make quarterly reports to the Board of Directors.

ARTICLE XIV ***COMMISSIONER***

The Commissioner is a hired position by the Board of Directors to serve as the principle executive officer of the Corporation and also serves as the Executive Director of the Corporation, in charge of day to day operations. The Commissioner is an ex-officio member of the Executive Committee and is the principle representative to USA Volleyball. The Commissioner will perform any duties as noted in the job description maintained by the Corporation and as directed by the President or Board of Directors. The duties of the Commissioner may be reassigned from the Executive Director staff position upon majority vote of the full Board of Directors.

ARTICLE XV ***ASSETS***

Section 1 – Bank Accounts

All bank checks drawn against the Corporation's checking accounts will be signed by the President, Commissioner or Treasurer, or by such other person or persons as the Board may authorize.

Section 2 – Signatures

Deed, mortgages, leases and other contracts may be signed by the President, Commissioner and the Secretary or by such other person or persons as the Board may authorize.

Section 3 – Loans

No loans will be contracted on behalf of the Corporation, and no evidence of indebtedness will be issued in its name unless authorized by a resolution of the Board.

Section 4 – Funds

All funds of the Corporation not otherwise employed will be deposited as received in the Corporation's checking account or in a financial instrument with such bank or banks, or other depositories, as the Board may select.

ARTICLE XVI ***INDEMNIFICATION***

Section 1

The Corporation will indemnify any person who was or is a party to any threatened, pending, or completed legal action, suit or proceeding, whether civil or criminal, administrative, or investigative, including all appeals by reason of the fact that they are or were a Board Member of the Corporation, or is or was serving at the request of the Corporation as a 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 them in connection with such action, suit or proceeding if they acted in good faith and in the manner they believed reasonably 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 their action was unlawful.

Section 2

The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, will not, of itself, create a presumption that the person did not

act in good faith and in the manner which they reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding that they had reasonable cause to believe that their conduct was unlawful.

Section 3

To the extent that a Board Member of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to Section 1, or in defense of any claim, issue, or matter therein, they will be indemnified against expenses (including attorney's fees) actually and reasonably incurred by them in connection therewith.

Section 4

Unless indemnification is ordered by a court having jurisdiction therein, any indemnification will be made by the Corporation only as authorized in the specific case upon determination that indemnification of the Board Member is proper in the circumstances because they have met the applicable standard of conduct set forth in Section 1. Such determination will be made by (a) the Board Members who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if a majority of such quorum of disinterested Board Members so directs, by independent legal counsel (compensated by the Corporation in written opinion).

Section 5

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 under-taking by or on behalf of the Board Member to repay such expenses unless it will ultimately be determined that they are entitled to be indemnified by the Corporation.

Section 6

The indemnification provide by this Article will not be deemed exclusive of or in any way to 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, By-Laws, regulations, agreements, insurance or vote of disinterested Board Members or otherwise, with respect to action in their official capacity and with respect to action in another capacity while holding such office and will continue as to a person who has ceased to be a Board Member and will inure to the benefits of their heirs, executors and administrators of such person.

Section 7

If any part of this Article will be found, in any action, suit or proceeding, to be invalid or ineffective, the validity and effect of the remaining parts will not be affected.

ARTICLE XVII ***BY-LAW AMENDMENT PROCEDURE***

These By-Laws may be amended by a two-thirds favorable vote of all Directors present at a duly announced regular Meeting or a special electronic meeting; provided, however, notice of the proposed amendment(s) has been submitted to the President and Secretary and to each member of the Board of Directors in writing at least fifteen (15) days prior to said meeting. Any current Badger Region Member in good standing may submit a proposal to amend these By-Laws through the Secretary, and said proposal will be placed on the agenda of the next regular meeting of the Board consistent with the provisions for amendment contained herein. All references and language companion to the approved

amendments to the By-Laws will be also considered as amended, provided the intent of the amended Article/Section is not changed.

ARTICLE XVIII ***CORPORATE SEAL***

A Corporate seal is not required for this Corporation, but may be utilized if necessary.

ARTICLE XIX ***RULES OF PROCEDURE***

In all cases not otherwise provided by these By-Laws, this Corporation will be governed by Roberts' Rules of Order, Newly Revised.

ARTICLE XX ***CALENDAR***

The Membership Year commences on September 1st and ends on August 31st of the following year. The fiscal year begins on October 1st and end on September 30th of the following year.

Rewritten and Amended

May 10, 2023