

**BY-LAWS
OF THE
AMERICAN VOLLEYBALL COACHES ASSOCIATION**

A California Non-Profit Corporation

JANUARY, 2017

As amended

May 7, 2015, December 15, 2015, December 13, 2016

May 16, 2017, December 17, 2019

AVCA's bylaws and the governing rules of the association. The bylaws set the standards for membership, committee and board service and much more. Members are encouraged to read the bylaws to become better informed of their association. A copy of the current AVCA Bylaws will be maintained and published on the AVCA website at www.avca.org and will be distributed to all newly elected or appointed members of the AVCA Board of Directors during their orientation process. In the event of amendments being adopted, the amended copy will be distributed electronically to all sitting members of the Board of Directors, to all standing AVCA Committee leadership teams, and to the AVCA staff.

ARTICLE I – NAME AND PRINCIPAL OFFICE

1.01 NAME.

The name of this organization shall be the American Volleyball Coaches Association, and may also be known as the AVCA.

1.02 PRINCIPAL OFFICE.

The principal office for the transaction of business of the organization is hereby fixed at the AVCA's association management company, Associations International home office at 2365 Harrodsburg Road, Suite A325, Lexington, Kentucky 40504. The Board of Directors is hereby granted full authority to change the principal office from one location to another with consideration of any binding contractual and/or legal agreements.

ARTICLE II – MISSION, VISION, AND CORE VALUES.

2.01 MISSION.

The Mission Statement of the organization shall be:

To advance the sport of volleyball with AVCA coaches at the epicenter of leadership, advocacy, and professional development.

2.02 VISION.

The Vision for the organization shall be:

Volleyball is a major sport in America.

2.03 CORE VALUES.

The Core Values for the organization shall be:

- A. **Diversity** – We are inclusive of all levels of our sport and value the diversity of our members and other stakeholders.
- B. **Integrity** – We set and demonstrate the highest standards both for the coaching profession and our organization.
- C. **Service** – We are knowledgeable and accessible. We listen and share. We put people first, without compromising standards, policies and quality.
- D. **Influence** – We represent a strong voice for the profession and the sport promoting exposure, understanding and appreciation for the sport of volleyball.

ARTICLE III – MEMBERSHIP.

3.01 CATEGORIES.

There shall be five (5) categories of membership, all of them non-stockholding members:

- A. **Regular Membership** shall consist of coaches (including assistant coaches) who are actively engaged in coaching scholastic, recreational, club, collegiate, international, or professional volleyball. Regular members shall have the privilege of voting.
- B. **Associate Membership** shall consist of volleyball enthusiasts, members of a recognized officials association or any other interested individuals. Associate members may not vote in the AVCA elections, but may serve on the Board of Directors or on an AVCA Committee.
- C. **Life Membership** shall be conferred upon the President of the AVCA at the completion of the term in office and to all AVCA Hall of Fame inductees. The Board of Directors may vote to confer Life Membership for an individual. Life members shall have all the privileges of Regular Membership, but are exempt from paying membership dues.
- D. **Honorary Membership** may be conferred on any individual who has made a valuable contribution to the AVCA. A person recommended for Honorary membership shall be approved by the Executive Committee. Honorary members shall not pay dues but shall not vote.
- E. **Patron Membership** may be conferred on any individual, institution, or business who has shown an interest in supporting the growth of volleyball. Patron members shall pay dues, but shall not vote.

3.02 ADMISSION TO MEMBERSHIP.

Membership to the AVCA may be attained by any qualified person or organization. There are no credentials required and there is no waiting period, other than customary administrative processing, for AVCA membership. Applications for membership may be completed by contacting the organization (Membership Services) via phone or e-mail or membership applications may be completed manually upon request or online via the organization's website or authorized portal. Completed membership applications submitted to the AVCA imply acknowledgement with all AVCA rules, regulations, and policies related to membership with the organization. Applications for membership will not be complete without full payment of any invoiced dues and/or fees. All AVCA memberships are non-transferrable. Disputes arising over membership issues shall be resolved by the organization's membership services staff and/or Board of Directors.

3.03 DUES.

The dues for Regular, Associate, and Patron members shall be determined by the Board of Directors. Life members and Honorary members shall be exempt from the payment of dues.

3.04 MEMBERSHIP MEETINGS.

- A. **Annual Report.** An Annual Report of the organization will be provided to the membership through at least one of the AVCA's print or electronic publications with supplemental reminders about how to access this information included in regular AVCA communications to the membership.
- B. **Other Meetings.** Special and other meetings of the membership may be called by the Board of Directors upon reasonable notice or by request of at least 25% of the voting membership.

3.05 CODE OF ETHICS AND CONDUCT, MEMBERSHIP MISCONDUCT, AND GRIEVANCE PROCEDURES

Membership in the AVCA is a privilege granted by the AVCA. Where the conduct of an individual or organization is determined to be inconsistent with the AVCA's Code of Ethics and Conduct, as adopted by the Board of Directors, or the best interest of the sport of volleyball, or of the individuals and organizations the AVCA serves, that membership may be prevented, suspended or terminated by the Executive Committee. The Executive Committee, or a subsequent Executive Committee, may reinstate membership privileges should circumstances warrant that reinstatement. The Board of Directors shall be provided with a summary report of membership terminations, suspensions, bans and reinstatements at the meeting following such action by the Executive Committee. The full Board, by majority vote, may override a decision of the Executive Committee to suspend, terminate, ban or reinstate membership with the AVCA. Notice of Executive Committee and Board decisions is the responsibility of the AVCA executive director. *(Revised by vote 12/13/2016).*

ARTICLE IV – BOARD OF DIRECTORS

4.01 COMPOSITION.

The business and affairs of the AVCA shall be governed by the Board of Directors (hereinafter, "the Board"). **The Board shall consist of (13) elected and (4) appointed members.**

- A. **Elected Members.** One person shall be elected from each of the following groups:
 - 1. President will assume the presidency after having served as:

PRESIDENT-ELECT:

- 1. President-Elect elected by all members eligible to vote.
- 2. Past President will assume the office after having served as President.

SECRETARY/TREASURER:

- 1. Secretary/Treasurer elected by the Board of Directors **from within the seated elected members of the Board.**

COACHES OF NCAA WOMEN'S TEAMS MEMBERS:

- 1. NCAA Women's Division I head coaches elected by the NCAA Women's Division I head coach active members.
- 2. NCAA Women's Division II head coaches elected by the NCAA Women's Division II head coach active members.
- 3. NCAA Women's Division III head coaches elected by the NCAA Women's Division III head coach active members.

OTHER AFFILIATIONS:

1. Two-Year College head coaches elected by the Two-Year College head coach active members;
2. NAIA head coaches elected by the NAIA head coach active members;
3. Beach head coaches elected by the active Beach head coach members *(Revised by vote 12/15/2015; 12/17/2019)*

COACHES OF COLLEGIATE MEN'S TEAM MEMBERS:

1. NCAA Men's DI/DII head coach elected by the NCAA DI and DII active member men's coaches.
2. NCAA Men's DIII head coach elected by the NCAA DIII active member men's coaches.

CLUB DIRECTORS AND CLUB COACHES:

1. A Grassroots member who shall represent the club and junior segments of the membership elected by active member club coaches & directors.

SCHOLASTIC:

1. A Grassroots member who shall represent scholastic (secondary, middle, or elementary) coaches elected by scholastic active members;

COLLEGIATE ASSISTANT COACH:

1. Any Assistant Coach collegiate member who shall represent assistant college coaches elected by the active collegiate assistant coach members.

B. APPOINTED MEMBERS.

Four (4) members shall be appointed. *(Eliminated Legislative Representative by vote 12/15/2015.)*

1. At-Large representative from any membership category. This representative shall have voting rights and be appointed by the President and approved by the Board at their next regularly scheduled meeting.
2. At-Large representative that shall represent minority coaches and the diversity development initiatives of the Association. This representative shall have voting rights and be appointed by the President and approved by the Board at their next regularly scheduled meeting. *(Amended by vote 5/16/2017.)*
3. An Education and Publications representative, who may be from any membership category. This representative shall be appointed by the President and approved by the Board at their next regularly scheduled meeting; shall be a non-voting member.
4. An Awards representative, who shall be an NCAA Women's Division I head coach and shall have been actively involved in the awards program. This representative shall be appointed by the President and approved by the Board at their next regularly scheduled meeting; shall be a non-voting member.

4.02 ELIGIBILITY.

To be eligible for election or appointment to the Board, candidates shall be at least 21 years old and shall be active members in good standing on the date of election or appointment and through their terms on the Board. All current members have the right to seek election as an Officer or Director of the organization if they are active members at the time of the election and be actively coaching within the group they will represent for the life of the appointed term(s).

4.03 POWERS.

The Board of Directors shall have the following powers:

- A. Establish policies of the organization including fiscal policy.
- B. Select and evaluate the performance of the Executive Director.
- C. Approve the President's appointments for the Education and Publications representative, the Awards Representative, the Legislative Representative, the At-Large Minority Coaches representative, and the At-Large Membership Representative.

4.04 TERMS OF OFFICE.

The President-Elect and the Past President shall serve a one-year term. The President shall serve a two-year term.

All other elected and appointed Directors shall serve for three-year terms, and may be re-elected or re-appointed for additional three year terms.

4.05 ELECTIONS.

Nomination Committee. Will be appointed as an ad hoc committee by the President when necessary.

(Revised by vote on 05/06/2016.)

- A. A **Nomination Committee** of three (3) persons shall be appointed by the President. **The Nomination Committee shall consist of two (2) members of the Board with one appointed to serve as Chair of the Nomination Committee.**
- B. **Elections.** The election of the Board may either be held at the Annual Convention of the organization or made by mail or email ballot in accordance with procedures established and approved by the Board. Persons, not on the Nomination Committee, desiring to be a candidate for office not nominated by the Nomination Committee shall present their names in writing to the President for inclusion on the ballot. In either election scenario, the Nomination Committee shall work closely with the AVCA office to develop the appropriate timeliness and process.

4.06 VACANCIES.

Should there be vacancy on the Board, including vacancies resulting from an increase in the number of Directors, between normal elections, it shall be filled with persons appointed by the President and approved by the majority vote of the remaining Directors at the next Board meeting. The Nomination Committee shall be responsible for soliciting candidates for the replacement position and assisting the President in managing the process of securing the required majority approval from the remaining Directors. Each person so elected shall be a Director for the remaining term of the position and shall be a Director until that person or a successor is elected by the membership during the regular election cycle of the organization. Nominees for filling any vacancies shall meet all eligibility requirements for the position of Director. Selection of Directors to fill any such vacancy may be made by mail ballot or email ballot.

Should there be a vacancy in the position of President in the first year of the two-year term, the Past President will serve in the role of President for the remaining calendar year. An election will be held in

the fall for President. The person elected as President will begin his/her term immediately on January 1. The Past President will be asked to serve second year as Past President. If the Past President declines, then the NCAA D-I Representative shall serve as Interim Board President.

Should there be a vacancy in the position of President in the second year of the two-year term, the President-Elect will immediately assume the role of President and begin the first year of his/her two-year Presidential term. An election will be held in the fall to fill the position of President-Elect. In the event both Board members in the Presidential line are unable to fulfill their responsibilities in the same year, the NCAA Division I Board Representative will serve as Interim Board President for the remaining calendar year. An election will be held in the fall for President. The person elected as President will begin his/her two-year term on January 1.

4.07 MEETINGS.

- A. **Regular Meetings.** The Board shall meet regularly but not less than once per year at which time a quorum of the Board shall be present in person. Regular meeting of the Board may be held at such times and places as shall be determined from time to time by resolution of the Board at a duly convened meeting, or by a two-thirds majority of the Directors giving written consent. Notice of each regular meeting of the Board shall be written, shall specify the date, place, and hour of the meeting and shall be delivered to each Director at least five (5) days before the meeting, either personally or by mail, fax, or response-requested e-mail.
- B. **Special Meetings.** Special Meetings of the Board may be called by the President or Secretary/Treasurer on twenty-four (24) hours written notice to each Director, either personally or by mail, fax, or response-requested e-mail. Special meetings may be called, in like manner, upon the written request of two (2) or more Directors. Notice of each special meeting of the Board shall specify the date, place, and hour of the meeting. The notice should, but need not, state the general nature of the business to be conducted at such special meeting. Special meetings of the Board may be conducted through telephone conferences, coordinated by the President, if a quorum of the Directors can participate in the discussion.

4.08 VOTING.

Each Director, with the exemption of the Education and Publications representative, the Awards representative, and the Legislative representative, shall be entitled to one vote. The President may not vote except to break a tie. The Past President or President-Elect shall not vote if acting as President except to break a tie; only while acting as President per Article 4.06.

4.09 WAIVER OF NOTICE.

Whenever written notice of a meeting of the Board is required to be given, a waiver thereof, in writing, signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance or participation in any meeting of the Board shall constitute a waiver of notice of such meeting except where the person attends or participates for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

4.10 QUORUM.

At all meetings of the Board, whether the Board is meeting as a Committee of the whole or in regular or special session, at least **ten (10)** Directors shall be necessary to constitute a quorum for the transaction

of business. The acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board, except as may be otherwise specifically provided by law, by the Articles of Incorporation or these Bylaws. It shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted other than by announcement at the meeting at which such adjournment is taken.

4.11 RULES OF ORDER.

Robert's Rules of Order Newly Revised shall be followed.

4.12 ACTIONS WITHOUT A MEETING.

Any action which may be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by a majority of the Directors. Such consents shall be filed with the Executive Director.

4.13 CONFLICT OF INTEREST.

No Director or Officer of the organization, member of any committee, employee, paid consultant to or agent/representative of the organization shall participate in the negotiation, evaluation or approval by the organization of any contractual arrangement to which it is proposed that the organization become a party, if such individual would financially benefit, directly from the organization becoming a party to such arrangement. Individuals with a conflict of interest, upon learning that the organization is proposing to enter into an arrangement in which they have a financial interest, shall promptly notify the President in writing of the existence of such interest, and the President in turn shall disclose such interest to the Board. The Board may approve further participation by the individual upon an affirmative vote of the Board and recommendation of the President. In the event of a violation of this Section 4.13, the organization shall have the right to recover from the individual in question his or her financial benefit and to void the arrangement.

ARTICLE V – OFFICERS

5.01 OFFICERS.

The officers of the organization shall be the President, President-Elect, Past President, and Secretary/Treasurer.

5.02 ELECTION.

The President-Elect shall automatically advance to the office of the President after one year of service on the Board. He/She will serve as President for a two-year term, and then Past President for one year. A new President-Elect shall be elected from the membership of the organization every other year.

5.03 TERM.

The term of office for the President shall be two years and that of the President-Elect and the Past President shall be one year. The Secretary/Treasurer shall serve a three-year term. Any officer may resign at any time by giving written notice to the Board or the Secretary/Treasurer of the organization. Any officer may be removed by a majority of the Board whenever in its judgment; the best interest of the organization shall be served thereby. Such removal shall be without prejudice to the contractual rights, if any, of the person so removed. Any vacancy shall be filled by appointment by the President

with approval by a majority vote of the Board at the next meeting, such person serving until the next annual election.

5.04 DUTIES.

- A. **President.** The President shall preside at all meetings of the organization, the Board and the Executive Committee, shall appoint all committees not otherwise provided for and shall act as general chair for the Annual Convention.
- B. **President-Elect.** The President-Elect shall act as President in case of absence or physical disability of the President.
- C. **Past President.** The Past President shall act as President in case of absence or physical disability of the President and the President-Elect.
- D. **Secretary of the Treasury.** The Secretary/Treasurer shall have the following duties:
 - 1. Maintain knowledge of and communication about the organization's funds and make sure the management company is keeping adequate and correct accounts of the organization's properties and business transactions;
 - 2. May assign fiscal management duties to the Executive Director.
 - 3. Perform such other duties as the Board or the President shall prescribe.
 - 4. Review the annual audit with the Executive Director and Chief Financial Officer of the association management company and address with the Board of Directors any discrepancies or variations from standard financial accounting principles.

ARTICLE VI – EXECUTIVE DIRECTOR

6.01 DUTIES OF THE EXECUTIVE DIRECTOR.

The Executive Director shall direct the day-to-day business of the organization. The Executive Director shall perform the duties of the Secretary or may assign these duties to another party. The Executive Director shall perform such other duties prescribed by the Board or the President.

6.02 SELECTION.

The Executive Director shall be selected by the Board of Directors. An annual evaluation shall be conducted by the Board and coordinated with the Human Resources Manager and/or President-CEO of the AVCA's association management company.

ARTICLE VII – COMMITTEES

7.01 EXECUTIVE COMMITTEE.

The Executive Committee shall be composed of the President, the President-Elect or the Past President, the Secretary-Treasurer, the NCAA Division I Representative and a 5th member to be elected by the Board to serve for term of no more than four (4) years. The Executive Director shall serve in an ex-officio non-voting capacity. The Executive Committee, to the extent provided in these Bylaws, shall have and exercise the authority of the Board in the management of the business and affairs of the organization between Board meetings.

7.02 STANDING COMMITTEES.

(Eliminated Grassroots, Convention Program, and Legislation Committees; added Beach Committee by vote 12/15/2015.)

There shall be the following standing committees of the organization, the members of which, except as otherwise stated, may include any member of the organization in good standing.

- A. **NCAA Women's Division I Committee.** The NCAA Women's Division I Committee shall consist of members who are NCAA Division I **head** coaches. A Director, elected by all Women's Division I coach members, shall act as the Chair or may appoint a Division I college coach to serve as Chair, while the Director acts as an advisor. This Committee shall cooperate with Division I coaches and Division I college associations and conferences to encourage interest in volleyball and the Committee will also encourage active AVCA membership and attendance at the meetings of the organization.
- B. **NCAA Women's Division II Committee.** The NCAA Women's Division II Committee shall consist of members who are NCAA Women's Division II **head** coaches. A Director, elected by all Women's Division II coach members, shall act as Chair or may appoint a Division II college coach to serve as Chair, while the Director acts as an advisor. This Committee shall cooperate with Division II coaches and Division II college associations and conferences to encourage interest in volleyball and the Committee will also encourage active AVCA membership and attendance at the meetings of the organization.
- C. **NCAA Women's Division III Committee.** The NCAA Women's Division III Committee shall consist of members who are NCAA Division III **head** coaches. A Director, elected by all Women's Division III coach members, shall act as Chair or may appoint a Division III college coach to serve as Chair, while the Director acts as an advisor. This Committee shall cooperate with Division III coaches and Division III college associations and conferences to encourage interest in volleyball and the Committee will also encourage active AVCA membership and attendance at the meetings of the organization.
- D. **Two-Year College Committee.** The Two-Year College Committee shall consist of members who are junior/community college **head** coaches. A Director, elected by all junior/community college coach members, shall act as Chair or may appoint a Two-Year college coach to serve as Chair, while the Director acts as an advisor. This Committee shall cooperate with Two-Year college coaches, associations, and conferences to encourage interest in volleyball and the Committee will also encourage active AVCA membership and attendance at the meetings of the organization.
- E. **NAIA Committee.** The NAIA Committee shall consist of members who are NAIA college coaches. A Director, elected by all NAIA college **head** coach members, shall act as Chair or may appoint an NAIA college coach to serve as Chair, while the Director acts as an advisor. This Committee shall cooperate and work with NAIA coaches and the NAIA National Office and conferences to encourage interest in volleyball and the Committee will also encourage active AVCA membership and attendance at the meetings of the organization.
- F. **Men's Committee.** The Men's Committee shall consist of members who are college **head** coaches of men's teams. A Director, elected by members who are college coaches of men's teams, shall act as Chair or may appoint a Men's college coach to serve as Chair, while the Director acts as an advisor. This Committee shall cooperate with coaches of men's teams to encourage interest in volleyball and the Committee will also encourage active AVCA membership and attendance at the meetings of the organization.
- G. **Beach Committee.** *(Eliminated Grassroots, Convention Program, and Legislation Committees; added Beach Committee by vote 12/15/2015. Revised Beach Committee description by vote 12/17/2019)*

The Beach Committee shall consist of members who are **Beach coaches of college, high school and club beach teams**. A Director, elected by members who are coaches of Beach teams, shall act as Chair or may appoint a Beach coach to serve as Chair, while the Director acts as an advisor. The Committee shall cooperate with coaches of Beach teams to encourage interest in Beach volleyball and the Committee will also encourage active AVCA membership and attendance at the meetings of the organization.

- H. **Assistant Coach Committee.** The Assistant Coach Committee shall consist of members who are collegiate/high school or club assistant coaches. A Director, elected by the collegiate/high school or club assistant coaches. A Director, elected by the college/high school or club assistant coach members, shall act as Chair or may appoint an assistant coach to serve as Chair, while the Director acts as an advisor. This Committee shall cooperate with assistant coaches to encourage interest in volleyball and the Committee will also encourage active AVCA membership and attendance at the meetings of the organization.
- I. **Diversity Development Team.** The Diversity Development Team shall be chaired by the At-Large Diversity Development representative. The Team/Committee shall actively foster and promote the diversity development initiatives of the Association by devising unique professional and personal development opportunities for aspiring female and male minority volleyball coaches designed for the advancement of the coaching profession and the sport of volleyball. The Committee will also encourage active AVCA membership and attendance at the meetings of the organization. *(Amended to reflect change from Minority Coaches Committee to Diversity Development Team effective 5/16/2017.)*
- J. **Awards Committee.** The Awards Director shall act as advisor and appoint Chairs for each of the AVCA awards programs. The Awards Director shall oversee all AVCA awards programs in conjunction with the AVCA office staff. In consultation with the Awards Committee, the Awards Director, with approval from the Executive Director, shall have authority in the selection of awards under the all-America, coach of the year programs and all other AVCA awards. The Awards Director shall work with the AVCA office to select the types of awards that shall be presented and the dates and times of the presentations.
- K. **Education and Publications Committee.** The Education and Publications Committee shall consist of members representing all membership categories, divisions and associations. The Education and Publications Director shall act as advisor and appoint a Chair. This Committee shall recommend changes to current AVCA publications, formats for publication of items of interest to volleyball coaches, publication and education ideas to the Executive Committee and shall critique education and publication projects of the organization.
- L. **Ethics Committee.** The President-Elect or the immediate Past President of the Board of Directors shall serve as the Chair of the Ethics Committee. The Ethics Committee shall consist of five to seven members, representing any membership category, divisions or associations, appointed by the President as needed. The Ethics Committee shall administer the Code of Ethics and Conduct, including the Code of Ethics Enforcement, Membership Misconduct and Grievance Procedures established by the Board of Directors and outlined in the AVCA Policy Manual.

7.03 AD HOC COMMITTEES.

The President and individual Directors shall have the power to appoint ad hoc committees as needed.

ARTICLE VIII – INDEMNIFICATION

This organization, to the fullest extent permitted by law, shall indemnify all persons made or threatened to be made a party to any civil or criminal action or proceeding by reason of the fact that they are or were Directors or Officers of this organization or served as a member of any committee hereof.

ARTICLE IX - FISCAL YEAR

The fiscal year of the AVCA shall start on July 1 and end on June 30.

ARTICLE X – AMENDMENTS

These Bylaws may be amended or revised at the Annual Convention and/or mid-year meeting of the organization by a two-thirds vote of the Board. Between the Annual Convention and/or mid-year meeting, these Bylaws may be changed by a two-thirds proxy vote of the Board. Proposed amendments must be submitted in writing prior to the Annual Convention or mid-year meeting or a proxy vote.

ARTICLE XI – DISSOLUTION

Upon the dissolution of this organization, the Board shall, after paying or making provisions for the payment of all the liabilities of the organization, dispose of all of the assets of the organization to such an organization, preferably volleyball-related, that shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954. Any such assets not disposed of shall be disposed of by a court of general jurisdiction of the State of California according to law.