

Article 1 - DEFINITIONS

1.1 Definitions of terms used in these Bylaws include:

a) **Corporation** or **SCVL** - Synonymous terms that refer to the legal entity of the Steel City Volleyball League (SCVL).

b) **SCVL Year** - The SCVL Year will begin on the day of the Annual Meeting, and will end on the day before the Annual Meeting.

c) **SCVL Season** - A period of time consisting of no less than 6 and no more than 16 weeks of play.

d) **Members** - All persons who meet the requirements for Membership set forth in Article 4.

e) **Directors** or **Board Members** - Synonymous terms that indicate the elected representatives who, as a whole, compose the Board of Directors.

f) **Officers** - Four elected positions within the Board of Directors consisting of President, Vice President, Secretary and Treasurer.

g) **Committee** - A subgroup of the SCVL members. There are two types of committees: standing and ad-hoc. Standing committees must be chaired by a member of the Board. Ad-hoc committees may be chaired by any SCVL Member.

1.2 **Gender Neutrality.** Wherever used in this document, the singular will include the plural, the plural the singular, and the use of any gender will be applicable to all genders.

1.3 **Use of the Term GLBT.** The use of the term GLBT includes gay, lesbian, bisexual, transgender, and gay-friendly individuals.

Article 2 - NAME AND LOGO

2.1 **Name.** The legal name of the Corporation is the Steel City Volleyball League and will be referred to in these bylaws as the Corporation or SCVL.

2.2 **Logos, trademarks, etc.** The Board of Directors may establish and register logos, fictitious names, trademarks, trade names, and other symbolic devices, images, and typestyles for the Corporation.

Article 3 - PURPOSE

3.1 The Corporation is organized to:

a) Provide the GLBT community with an educational opportunity to participate in, learn, and develop skills in the organized sport of recreational and competitive volleyball while maintaining the integrity of the game.

b) Provide positive GLBT image in the community through good sportsmanship.

c) Do all things necessary, proper, and convenient for the accomplishment of these purposes that are not forbidden by applicable law or by the Corporation's Articles of Incorporation, Bylaws, or Policies.

d) Exercise all the powers conferred upon a Corporation formed under Commonwealth of Pennsylvania law to accomplish its purposes, including, but not limited to, the power to accept donations of money or property, whether real or personal, or any interest in such property.

Article 4 - MEMBERSHIP

4.1 **Requirements.** A person is included in the Membership if she or he has paid dues during the SCVL year, and has played on a team during the SCVL year. If a Member is physically unable to play, that Member may continue to pay dues and remain a Member for a period of one year. If the Member has paid dues for the then-current SCVL Season, a verbal or written request for a dues refund may be made to any Board member. The Board will decide whether or not a refund, in whole or part, will be granted.

4.2 **Rights.** A Member has the right to attend all meetings of the Board of Directors except when the Board of Directors determines the need to go into executive session. A group of Members also has the right to call a Special Meeting as described in Article 5.4 below.

4.3 **Resignation.** A Member may resign at any time by giving verbal or written notice to their Team Captain or any Board member. If the Member has paid dues for the then-current season, a verbal or written request for a dues refund may be made to any Board member. The Board will decide whether or not a refund, in whole or part, will be granted.

4.4 **Revocation.** A membership can be revoked by a two-thirds vote of the

Board. Written charges must be made against that Member specifying the reasons why, in the best interest of the SCVL, the person's membership should be revoked. These charges will be filed with the Secretary or the President of the Board of Directors. The Secretary or President will serve a copy to the Member charged. Charges may be made only by an SCVL Member in good standing, and they must be signed. A Special Meeting of the Board will be held no less than two weeks, and no more than four weeks after the charges have been served to decide whether the charges are sufficient to revoke the membership of the Member charged. A vote of two-thirds majority of the Board of Directors will effect the revocation.

Article 5 - ANNUAL AND SPECIAL MEETINGS

5.1 **Annual Meeting Timing.** The Annual Meeting will be held after the end of the Winter Season during the second calendar quarter on a date and at a time to be determined by the Board of Directors. The Annual Meeting will normally coincide with the SCVL Banquet.

5.2 **Annual Meeting Purpose.** The purpose of the Annual Meeting will be a business meeting of the general Membership wherein the annual reports of officers and standing committees are presented, the election of the Directors is held, and other SCVL business is transacted.

5.3 **Annual Meeting Notice.** The Membership will be provided with notice of the date of the Annual Meeting at least 8 weeks prior to that date. The Annual Meeting notice should coincide with the call for nominations.

5.4 **Special Meetings.** Special Meetings may be called by the President of the Board of Directors, or will be called by a petition of 10 or more Members. The petition must be submitted in writing (hardcopy or e-mail), must state the purpose of the meeting, and must provide the names of those calling the meeting. The petition will be presented to the President or the Secretary of the Board of Directors. A Special Meeting of the Board will be held no less than two weeks, and no more than four weeks, after the petition has been submitted. Notice of a Special Meeting will be provided at least two weeks in advance of the meeting, stating the date, time, place, and agenda for the meeting.

5.5 **Quorum.** For both a Special Meeting and the Annual Meeting, a quorum of the Membership will consist of 15 Members.

5.6 **Proxy.** Proxy votes will not be permitted for voting that occurs at a Special Meeting or at the Annual Meeting.

5.7 **Manner of Notice.** For both a Special Meeting and the Annual Meeting, any time Notice is required, Notice will be provided to every Member by e-mail. If a Member does not have access to e-mail, Notice will be provided by a phone call to the phone number specified by the Member on her or his registration form.

Article 6 - BOARD OF DIRECTORS

6.1 **Composition.** The SCVL will have a Board of Directors that consists of no fewer than 5, and no more than 15 Members. Prior to the call for nominations, the existing Board will decide how many members it will have.

6.2 **Purpose.** The Board of Directors will manage the business, property, and affairs of the Corporation. In that management, the Board of Directors may exercise all powers of the Corporation and perform all lawful acts not prohibited by law, the Articles of Incorporation, or these Bylaws.

6.3 **Terms.** A member of the Board of Directors is elected by the Membership for a period of two years. The terms of the Directors will be staggered to ensure continuity. A Board member may hold the office of President for a period of 4 years. If a Board member holds the office of President for 4 years, one year must pass before that Board member can again hold the office of President.

6.4 **Meeting Attendance.** A Board member must be present for 50% of the board meetings in an SCVL year. One or more members of the Board of Directors may participate in a meeting by conference call or similar electronic communications equipment so that all Directors participating in the meeting can hear each other at the same time. Participation by such means will constitute presence at the meeting.

6.5 **Frequency of Meetings.** A meeting of the Board of Directors will be held no less than every 8 weeks.

6.6 **Quorum.** A quorum of the Board of Directors will consist of more than one-half of the members of the Board of Directors. Board members attending by conference call or similar electronic communications equipment will be counted for the purposes of the quorum. Proxies, however, will not be counted for the purposes of the quorum.

6.7 **Proxy.** Proxy votes are permitted by members of the Board of Directors. The proxy vote of a Board member will be conveyed in writing, via e-mail or hardcopy, to another member of the Board of Directors.

6.8 **Indemnification.** Any person who has served or is serving as a member of the Board of Directors of the Corporation will be indemnified by the Corporation against actual or necessary expenses incurred in connection with any claim, action, suit, or proceeding in which the Director may be involved by reason of being such a Director. The expenses against which the Director is indemnified will include amounts paid on a judgment and amounts paid in a reasonable settlement. The Corporation will not, however, indemnify such Director with respect to matters of fraud, self-dealing, willful misconduct, recklessness, or gross negligence in the performance of the member's duties as a Director. The foregoing right to indemnity will not exclude any other right to which such person will be entitled as a matter of law.

6.9 **Elections.** The Board of Directors will provide for the election of the Board of Directors in the following manner:

a) **Election Committee.** The Board of Directors will appoint members of the Board of Directors, its Committees, or the Membership-at-large to conduct an annual election of the Board of Directors. This special ad-hoc committee is known as the Election Committee. At least one member of this committee will be a member of the Board of Directors.

b) **Nominations.** The Election Committee will issue a call for nominations to the Board of Directors. Notice of the call for nominations will be sent to the Membership no less than 8 weeks before the Annual Meeting, and should coincide with the Annual Meeting notice. The call for nominations will start when notice is sent, and will continue for a period of 4 weeks. Individuals interested in running for the Board of Directors will convey their interest in writing to the Election Committee. Notice of the nominees will be provided to the Membership no less than 3 weeks before the Annual Meeting.

c) **Ballots.** The Election Committee will draw up and distribute appropriate ballots for those running for the Board of Directors. The ballots will be distributed to the Membership at the Annual Meeting.

d) **Voting.** A Member may vote for none, any, or all of the candidates, but no voter may cast more than one vote for each candidate.

e) **Proxy.** As covered in Article 5.6, proxy votes will not be permitted for the election of the Board of Directors.

f) **Ballot Counting.** Ballots will be counted by the Election Committee and the results verified by the Secretary. The Election Committee and Board of

Directors will settle any dispute or contention.

g) **Outcome.** The candidates who receive the highest number of votes will be elected.

h) **Tie.** In the event of a tie between candidates, the tie will be broken by random draw of the ballots cast and verified by the Election Committee.

6.10 Resignations and Removals.

a) **Resignation.** Any Director may resign at any time by giving notice to the Board of Directors or to the Secretary of the Corporation. Unless otherwise specified in such written notice, the resignation will be effective upon delivery to the Board or to the Secretary.

b) **Removal.** A Director can be removed by a two-thirds vote of the Board. Written charges must be made against that Director specifying the reasons why, in the best interest of the SCVL, the Director should be removed. These charges will be filed with the Secretary or the President of the Board of Directors. The Secretary or President will serve a copy to the Director charged. Charges may be made only by an SCVL Member in good standing, and they must be signed. A Special Meeting of the Board will be held no less than two weeks, and no more than four weeks after the charges have been served to decide whether the charges are sufficient to remove the Director charged. A vote of two-thirds majority of the Board of Directors will affect the removal.

c) In the event that a member of the Board of Directors resigns or is removed, a non-elected nominee from the previous year's ballot may be added to the Board of Directors to replace the outgoing member. This nominee must have been on the most recent ballot for Board of Directors and must have received at least one vote. This option will be available to the Board of Directors only until the end of Fall season. After that time, if the Board of Directors chooses to replace an outgoing member, a special election will be held.

Article 7 - OFFICERS OF THE BOARD OF DIRECTORS

7.1 **Requirements.** All Officers will be members of the Board of Directors. The Officers will be the President, Vice President, Treasurer and Secretary.

7.2 **Elections.** The Officers will be elected by the Board of Directors at the first Board meeting following the Annual Meeting of the Membership.

7.3 **Duties.** The duties of the Officers are:

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a) **The President** will chair the Board of Directors and Executive Committee. The President may participate in debate, but will vote only when that vote will affect the outcome of the Board of Directors' decision. The President will be the Chief Executive Officer of the Corporation and ensure that orders and resolutions of the Board of Directors are carried into effect. In the absence of both the President and the Vice President, the President will appoint a Director to chair a meeting of the Board of Directors. In the absence of the Secretary, the President will appoint a Secretary-of-Record for the meeting.

b) **The Vice President** will exercise the functions of the President in the absence of, or at the request of, the President. The Vice President will also undertake such tasks as delegated by the President or the Board of Directors. In the absence of the Treasurer, the Vice President will collect and receive financial receipts and forward them to the Treasurer.

c) **The Secretary** will be responsible for keeping and publishing minutes or reports of the Meetings of the Board of Directors and the Executive Committee and will also send out notices as required by these Bylaws. The Secretary will undertake duties as outlined in these Bylaws and undertake such tasks as delegated by the President or the Board of Directors. The Secretary will be responsible for maintaining a roster of all Members of the Corporation.

d) **The Treasurer** will ensure that appropriate financial books and records are kept and will present an accounting to the Board of Directors at Regular Meetings and to the Membership at the Annual Meeting. The Treasurer will be responsible for collecting and disbursing funds. The Treasurer will undertake such tasks as delegated by the President or the Board of Directors.

7.4 **Vacancies.** In the event of a vacancy of any officer position other than the President, a special election will be held at the next regularly scheduled Board Meeting. If the position of President becomes vacant, the Vice President will serve as President until the term is completed or until a special election can be held.

7.5 **Staggered election of Officers**

a) In order to ensure continuity of leadership, Officers of the Board of Directors will be elected to two-year terms in staggered pairs. The President and Treasurer will be elected or re-elected in even-numbered years, and the Vice President and Secretary will be elected or re-elected in odd-numbered years.

b) If, for any reason, a member of the Board of Directors is unable to serve out a full two-year term as Officer, another member of the Board of Directors will be elected by the Board of Directors to serve out the remainder of that Officer's term.

c) If a member of the Board of Directors is elected as an Officer with one year or less remaining in his or her term as a member of the Board of Directors, the member may continue to serve as an Officer if he or she is re-elected to the Board of Directors.

Article 8 - STANDING COMMITTEES

8.1 **Oversight.** Members of the Board of Directors will oversee and/or participate in the following six standing committees. Each standing committee must be chaired by a Board member. Other than the chair, standing committee members may be non-Board Members.

8.2 **Committees.** The following Standing Committees will be established:

1. Executive
2. Steel City Classic
3. Membership
4. Finance and Fundraising
5. Facilities and Equipment
6. Communications
7. Skills and Development

8.3 **Executive Committee.** The Executive Committee is composed of the Officers of the Board of Directors. The duties of the Executive Committee will include, but will not be limited to:

- a) Overseeing and reviewing ongoing operations.
- b) Acting between meetings of the Board of Directors on any matter requiring immediate action.
- c) Attending to matters specifically delegated to the Executive Committee by the Board of Directors.

8.4 **Steel City Classic Committee.** The Steel City Classic Committee is responsible for planning, coordinating, and running a NAGVA-sanctioned volleyball tournament in the Greater Pittsburgh area.

8.5 **Membership Committee.** The Membership Committee is responsible for promoting the SCVL, recruiting new Members, retaining existing Members, and registering Members at the beginning of each SCVL Season.

8.6 **Finance and Fundraising Committee.** The Finance and Fundraising Committee is chaired by the Treasurer. The committee is responsible for the

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collection of dues at the start of each SCVL Season, the financial oversight of the SCVL, the development of an annual budget, and the development of strategies to raise funds for the SCVL. In addition, the committee will work closely with Steel City Classic Committee to provide assistance with financing and fundraising.

8.7 Facilities and Equipment Committee. The Facilities and Equipment Committee is responsible for procuring one or more venues for league play. The committee will ensure that the necessary equipment is available and maintained for league play.

8.8 Communications Committee. The Communications Committee is responsible for correspondence with the Membership, interested parties, and third parties. The committee will work closely with other committees to promote the league.

8.9 Skills and Development Committee. The Skills and Development Committee is responsible for fostering the development of volleyball skills for all SCVL members, and for evaluating skill levels of SCVL members for appropriate placement in SCVL Divisions.

Article 9 - MISCELLANEOUS

9.1 Conflicts of Interest. No Members of the Corporation, Director, or Officer of the Corporation will be interested, directly or indirectly, in any contract relating to the operations of the Corporation, or in any contract for furnishing services or supplies to the Corporation, unless such contract be authorized by the Board of Directors and unless the facts of interest have been disclosed or known to the Board of Directors at the meeting that such contract is approved and authorized. No Director may vote on a question in which that Director holds an interest.

9.2 Bank Accounts. Separate bank accounts will be kept for the SCVL and the Steel City Classic. Both accounts will be managed by, and will be the responsibility of, the Treasurer of the Board of Directors.

9.3 Financial Signature Requirements. All checks, drafts, or orders for the payment of money issued in the name of the SCVL or the Steel City Classic will be signed by the Treasurer and one other Officer of the Board of Directors if the amount of the check exceeds \$250.00. In the event that the Treasurer is unavailable, the signatures of the President and one other Officer of the Board of Directors will suffice.

9.4 Fiscal Year. The Fiscal year of the Corporation will be July 1 through June 30.

9.5 **Compensation.** No Director of the Corporation or Officer of the Corporation may receive compensation merely for acting as a Director or Officer.

9.6 **Adoption of Bylaws.** These Bylaws will be adopted and effective when approved by two-thirds majority of voting Members present at a meeting called by the Board of Directors for the purpose of adopting these Bylaws. The Board of Directors will be authorized to take any steps necessary to implement and disseminate these Bylaws.

9.7 **Amendments to Bylaws.** Amendments may be made to these Bylaws by the approval of two-thirds majority of the Directors present at a Board meeting and approval by two-thirds majority of the voting Members present at a meeting called for the purpose of amending the Bylaws. The Board of Directors will be authorized to take any steps necessary to implement and disseminate the Amendments.

9.8 **Severability of Bylaws.** Any portion or section of these Bylaws found to be illegal or invalid will only affect that portion or section and in no way will affect the validity of the remaining portions or sections of these Bylaws.

9.9 **Manner of Notice.** For all other purposes when Notice is required, Notice will be provided to every Member by e-mail. If a Member does not have access to e-mail, Notice will be provided by a phone call to the phone number specified by the Member on her or his registration form. The timing of the Notice will be determined at the discretion of the Board of Directors.

Article 10 - DISSOLUTION OR FINAL LIQUIDATION

10.1 **Payment of Debts.** The Board of Directors, after paying or making provision for the payment of all lawful debts and liabilities of the Corporation upon dissolution or final liquidation, will distribute all of the assets of the Corporation to one or more of the categories or recipients authorized by this Article.

10.2 **Distribution to Non-Profit Organization.** The Board of Directors may distribute remaining assets to a non-profit organization or organizations having similar aims and objectives as the Corporation.

10.3 **Distribution to Succeeding Organization.** The Board of Directors may distribute remaining assets to a non-profit organization or organization created to succeed the Corporation.