

*BY-LAWS (updated August 10, 2022)*

**ARTICLE I. NAME.**

The name of the Corporation shall be **PIONEER REGION, INC.**

**ARTICLE II. OFFICES.**

The principal office of the Corporation within the Commonwealth of Kentucky shall be located at 1820 Taylor Ave., Louisville, Kentucky 40213. The Corporation may have such other offices, either within or outside the Commonwealth of Kentucky, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

**ARTICLE III. PURPOSE.**

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

- (a) To teach the sport of volleyball to children and adults by holding clinics conducted by qualified instructors in schools, playgrounds, parks and other sports facilities;
- (b) To provide practice volleyball sessions, classroom lectures, seminars, and panel discussions through which selected trainees may be schooled in competitive coaching, playing, officiating, and scouting techniques;
- (c) To foster and conduct area, regional, state and national amateur volleyball competition;
- (d) To act as the official representative of the United States Volleyball Association within an area designated as the Pioneer Region;
- (e) To select and train suitable candidates in the techniques of volleyball in national and international competition and thereby improve the caliber of candidates representing the United States in Olympic, Pan American, and World Game competitions; and
- (f) To foster and conduct amateur volleyball programs in the United States and foreign nations for the exchange and training of suitable candidates in the techniques and practices of volleyball in countries other than their own.

In order to carry out the purposes of this corporation, the corporation shall have the power to receive and hold money or other property, tangible or intangible, real or personal, for any of the purposes of the corporation, from whatever source derived. The corporation shall also have the power to borrow money and to mortgage or pledge real or personal property as security therefore, to use, borrow, or expend the funds and property of the corporation and do all things necessary to carry out the powers granted.

**ARTICLE IV. MEMBERSHIP OF THE BOARD OF DIRECTORS**

Membership on the Board of Directors shall be open to all persons who are interested in furthering the purposes of this corporation as expressed in Article III of these Bylaws. Any Adult Pioneer Region member in good standing may be included on the docket for election to the Board of Directors by submitting his/her name to the Election Committee designee of the Pioneer Region on or before a date thirty (30) days prior to the elections of Board Members. Any Director may be removed from the Board by a two-thirds vote of the Directors present and voting at any special or annual meetings at which a quorum is present.

**ARTICLE V. BOARD OF DIRECTORS**

**GENERAL STATEMENT.** The Board of Directors, in furtherance of the specific and primary purpose of this nonprofit corporation as expressed in its Articles of Incorporation, may perform such acts as necessary to exercise the powers of this nonprofit corporation stated in its Articles of Incorporation, and generally may do or perform, or cause to be done or performed,

any act which the corporation lawfully may do or perform in the furtherance of its purposes stated in its Articles of Incorporation.

**POLICY GOVERNING THE EXERCISE OF POWERS BY THE BOARD OF DIRECTORS.** It shall be the policy of this corporation to budget and disburse each year sufficient funds to carry out its purposes as stated in its Articles of Incorporation. It also shall be the policy of this corporation that this corporation shall not engage in any of the following transactions:

(1) Lending any part of its income or principle without adequate security or at unreasonable rates of interest to contributors, to members of the families of contributors, or to corporations controlled by contributors or members of contributors' families.

(2) Making any part of this corporation's services available, on a preferential basis, to contributors, to members of the families of contributors, or to corporations controlled by contributors or members of contributors' families.

(3) Making any substantial purchase of securities or other property from contributors, members of families of contributors, or from corporations controlled by contributors or members of families of contributors for more than adequate consideration.

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

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

(6) The corporation shall not, except to an insubstantial degree, carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributors to which are deductible under Section 170(b)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(7) This corporation is not organized nor shall it be operated for pecuniary gain or profit. No part of the net earnings of this nonprofit corporation shall inure to the benefit of any member or individual. No substantial part of the activities of the nonprofit corporation shall consist of carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

**SECTION 1.** A Board of Directors composed of appointed and elected members shall manage the business, property, and affairs of this corporation.

The appointed positions to the Board of Directors shall be; Commissioner, Assistant Commissioner, Referee Chair.

Elected positions shall be a minimum of One (1) member from each area of the region (currently Louisville, Lexington, Northern KY and Western KY), One (1) member to represent the adult population, and One (1) Junior at large representative.

**SECTION 2.** Elected directors shall be elected for three (3) year terms or until such time as their successors are duly elected or qualified. One third (1/3) of the Board of Directors shall be elected each year (group #1 Adult population representative and Louisville area representative, group #2 Western Kentucky Representative and Junior at Large Representative, and Group #3 Lexington area Representative and Northern KY area representative) in a time frame from August 1 – November 1 to be decided upon by the Board of Directors. There shall be no limit as to the number of terms that a Director may serve. All members elected shall assume office November 1 of that year.

**SECTION 3.** A vacancy on the Board because of death, resignation, disqualification, or otherwise, may be filled by a vote of the Board of Directors for the unexpired portion of the term by a majority vote of a quorum. Members of the Board of Directors may be removed for cause by a majority vote of the Board of Directors.

**SECTION 4.** The chairman of all standing or special committees shall be appointed by the Commissioner of the corporation from members of the Board of Directors.

**SECTION 5.** Regular or special meetings of the Board of Directors may be held upon giving at least three (3) days written notice at such times and at such places, as shall from time to time be determined by the Board of Directors or as may be determined by the Commissioner.

**SECTION 6.** Each Director shall be entitled to one (1) vote. The appointed Commissioner shall be a non-voting Director of the Corporation except in the case of a tie vote. There are no proxies allowed. Any director who feels they may have a conflict of interest shall recuse themselves from any vote.

**SECTION 7.** Directors (functioning as private contractors) may be compensated for their services, only with advance Board approval. Directors may be reimbursed for any reasonable expenses incurred in the performance of their duties to this Corporation with approval of the Board. No person who now is, or later becomes, a director for this nonprofit corporation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of this nonprofit corporation shall look only to the assets of this nonprofit corporation for payment.

**SECTION 8.** In the event of the dissolution of this nonprofit corporation, after its just debts and obligations have been paid or adequately provided for, its remaining assets will be distributed as the current Board of Directors see fit for the express purpose of regenerating interest in amateur volleyball competition, benefiting those persons in the present geographical boundaries of the Pioneer Region, provided the organization continues to be dedicated to the exempt purpose as specified in Internal Revenue Code 501(C) (3).

**SECTION 9.** The Board of Directors is authorized, if they so choose, to adopt an operating code by which the Pioneer Regional Volleyball Association, Inc. shall be governed with regard to more specific decisions and activities.

**SECTION 10.** Directors shall attend all regularly scheduled meetings and any special meetings, and any member who misses two consecutive meetings is subject to removal. Notice shall be given to the Commissioner when failing to attend any meeting.

**SECTION 11.** The USAV Operating Code for Regional Operations Division shall be constructed to be an integral part of these By-laws.

#### **OFFICERS.**

**SECTION 1.** This Corporation shall have as its officers a Commissioner, an Asst. Commissioner/ Secretary/Registrar, and a Treasurer. In addition, the Corporation may have such other officers as are appointed by the Commissioner and approved by the Board of Directors. Officers shall be elected, at the first meeting of the Board of Directors after the general election, for a One (1) year term of office. There shall be no limit as to the number of terms an Officer may serve.

**SECTION 2.** Any officer elected or appointed by the Board of Directors may be removed by a majority vote of the Board of Directors whenever in its judgment the best interests of the corporation would be served.

**SECTION 3.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Commissioner for the unexpired portion of the term. The Board of Directors at the first meeting following the appointment must approve all such appointments.

**SECTION 4.** The Commissioner shall be a director of the corporation. He shall be the principal officer of the corporation: and, subject to the control of the Board of Directors, shall in general supervise and control all the business and affairs of the corporation. He shall, when

present, preside at all meetings of the Board of Directors. He may sign, with the Asst. Commissioner or any other proper 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 shall be expressly delegated by the Board of Directors or by these By-laws to some other officer or agent of the corporation, or shall be required by law to otherwise signed or executed; and in general shall perform all duties as may be prescribed by the Board of Directors from time to time.

**SECTION 5.** The Asst.-Commissioner shall be a director of the corporation. In the absence of the Commissioner or in the event of the Commissioners' death, resignation, removal, disqualification or otherwise inability or refusal to act, the Asst.-Commissioner shall perform the duties of the Commissioner, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Commissioner. The Asst.-Commissioner shall perform such other duties as from time to time may be assigned by the Commissioner or the Board of Directors.

**SECTION 6.** The Secretary shall:

- (a) Keep minutes of the Directors meetings;
- (b) See that all notices are given as provided for in these By-laws or as required by law;
- (c) Be custodian of the corporate records and perform registration duties of the region; and,
- (d) In general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the Commissioner of the Board of Directors.

**SECTION 7.** The Treasurer shall:

- (a) Have charge and custody of and be responsible for all funds and securities of the corporation, receive, and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such bank, trust, companies or other depositories as shall be selected in accordance with the provisions of these By-laws; and
- (b) In general, perform all the duties incident to the office of Treasure and such other duties as from time to time may be assigned by the Commissioner of the Board of Directors.

## **ARTICLE VII. ASSETS**

**SECTION 1.** All bank checks drawn against the corporation's checking account shall be signed by the Commissioner, Asst. Commissioner or Treasurer or by such other person or persons as the Board of Directors may from time to time determine.

**SECTION 2.** Deeds, mortgages, leases and contracts may be signed by both the Commissioner, Asst. Commissioner and Treasurer or by such other person or persons as the Board of Directors may authorize when necessary.

**SECTION 3.** No loans may be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution adopted by a majority of the Board of Directors.

**SECTION 4.** All funds of the corporation not otherwise employed shall be deposited as received in the corporation's checking account or in a savings account with such bank or banks or other depositories as the Board of Directors may select. At the conclusion of each fiscal year a complete Financial Report of the Region shall be published in its entirety and provided to all Board members. Any member of the Pioneer Regional Volleyball Association shall be allowed to view this financial report at the Region's main office.

## **ARTICLE VIII. EXECUTIVE COMMITTEE**

**SECTION 1.** There shall be an Executive Committee of the Board of Directors of this corporation, which shall consist of the elected officers of the corporation.

**SECTION 2.** The Executive Committee shall have and exercise such control of the affairs and business of the corporation as may be directed to it from time to time by the Board of Directors, except such matters which by these By-laws or by the laws of the Commonwealth of Kentucky must be reserved by the Board of Directors or the membership of the Corporation, or both.

**ARTICLE IX. FISCAL YEAR**

The fiscal year of this corporation shall begin on January 1 and shall end on December 31.

**ARTICLE X. MEETINGS**

Annual meetings of this corporation shall be held yearly. A meeting shall be held in August (exact date to be determined each year) to discuss the past and upcoming season and such other business as may properly be brought before the meeting. In addition, the Board of Directors shall have the power to call for a special meeting to discuss matters of importance, which cannot wait for the Annual meeting.

**ARTICLE XI. SEAL**

A corporate seal is not required for this corporation.

**ARTICLE XII. WAIVER OF NOTICE**

Whenever any notice is required to be given to any member or Director of this corporation under the provisions of these By-laws or under the Article of Incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, or by telegram sent by them, weather before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice.

**ARTICLE XIII. QUORUM**

One third of the members of the Board of Directors shall constitute a quorum for the transaction of business.

**ARTICLE XIV. COMMITTEES**

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

**ARTICLE XV. AMENDMENTS**

These By-laws may be amended, altered or repealed and new By-laws adopted by a two-thirds vote of Board of Directors present at any regular or special meeting; provided however, notice of the proposed amendment has been submitted to the Commissioner and Secretary in writing at least ten (10) days prior to said meeting.

**ARTICLE XVI. RULES OF PROCEDURE**

In all cases, not otherwise provided for by these By-laws, this Corporation shall be governed by Robert's Rules of Order.

**ARTICLE XVII. DISCRIMINATION PROHIBITED**

Pioneer Regional Volleyball Association shall not, nor shall anyone acting on behalf of the Association, discriminate against any person or group of persons on the basis of age, sex, sexual orientation, race, religion, nationality, or physical disability.

**ARTICLE XIX. Whistleblower**

Any whistleblower weather employee or Pioneer Region Board member is **protected from retaliation** by any Pioneer Region Board of Director by state and federal laws after reporting suspected illegal activities being perpetrated by a member of the Pioneer Region BOD.

## **ARTICLE XX. Sexual Harassment**

Pioneer Region will not tolerate unwelcome verbal, visual, or physical conduct of a sexual nature that is severe or pervasive and affects working conditions or creates a hostile work environment for any member of the Pioneer Region.