

# Bylaws of the Arizona Power League APL

## Article I: Name and Principal Office

1.01 Name. The name of this organization shall be the Arizona Power League and may also be known as the APL. The APL is a membership association of directors, coaches and tournament professionals involved in the growth and development of Junior Volleyball. APL provides advocacy, education, resources, and events to member groups. Members are joined to APL through their membership in a Junior Volleyball Club or related business.

1.02 Principal Office. The principal office for the transaction of business of the organization is hereby fixed in Phoenix Arizona. The Board of Directors is hereby granted full authority to change the principal office from one location to another.

## Article II: Mission and Purpose

Mission. The mission of the Arizona Power League is to promote the growth and development of youth and junior volleyball through program and resource development, education, and events.

2.01 Guiding Principles.

A. Member Driven

APL exists to serve our members and respond to member needs.

B. Player Welfare

APL will consider the athletes' health, welfare, and interests as a top priority in all decisions.

C. Affordability and Financial Responsibility

APL will strive to make volleyball affordable and accessible for all members while maintaining financial responsibility.

D. Transparency

APL will maintain transparency in all areas by sharing operational and financial information.

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## E. Best Practices

APL is committed to developing and sharing best practices across member clubs while assisting its membership with growth and development goals.

## Article III: Membership

3.01 Categories. There shall be two active categories of membership within a club entity.

A. The Club Director membership shall consist of an authorized representative of the single club/entity (a director, coach, official, and/or designated representative) who are actively engaged in running the membership organization, club, or volleyball program. Not more than one Club Director Member shall exist for each club/entity. Each club director member shall have the privilege of voting.

B. Associate membership shall consist of the coaches, trainers, administrators, or any interested individuals of a member club who are part of the designated Club Director's programs. Associate Members are non-voting members.

## C. Special Membership Classifications

1. Past President Member
2. Life Member
3. Honorary Member

3.02 Admission to Membership. Application for membership shall be made through a process approved by the Board of Directors.

A. Club Director applicants must furnish credential information sufficient to determine that they are the primary leader and decision maker for their organization.

B. All applicants must submit the following to be considered for membership.

1. Applicable membership dues
2. Confirmation that they have read and agreed to the APL Mission and Guidelines and the Club Code of Conduct.
3. The Board of Directors shall resolve disputes arising over membership issues.

3.03 Dues. The Board of Directors shall determine the dues for all member types.

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## 3.04 Membership Meetings.

A. Annual Meeting. The annual membership meeting of the association shall be held in conjunction with the AVCA annual convention or at a time agreed upon by the Board of Directors. A simple majority vote of those voting members present at the annual meeting shall be sufficient to transact all business.

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. A simple majority vote of those voting members present at the meeting shall be sufficient to transact all business.

3.05 Code of Ethics and Conduct, Membership Misconduct and Grievance Procedures. Membership in the APL is a privilege granted by the APL. Where the conduct of an individual or organization is determined to be inconsistent with the APL's Mission and Guiding Principles, that membership may be suspended or terminated by the Board Directors according to the Due Process Guidelines as adopted by the Board of Directors.

3.06 Membership list. The Secretary or staff delegate shall maintain the membership list and ensure that each member is notified about any voting or attendance event. Notice is defined by electronic, telephone, fax, mail, or any other standard business practice.

3.07 Membership transfer. The Club Director membership is transferable to a new representative within the same club in the event of sale/change in administration within a member organization. In cases of a membership transfer, the name of the member organization must remain consistent. A Club Director may authorize a transfer of an Associate membership to a new member within the same club.

## Article IV: Board of Directors

4.01 Composition. The business and affairs of the APL shall be governed by the Board of Directors (hereinafter, "the Board"). The Board shall consist of 6 elected members and 3 appointed members, one of which is the Past President.

A. Elected Members. Six (6) Board members shall be elected from the general membership in a prescribed general election.

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B. Appointed Members. Along with the Past President, the Board of Directors shall appoint two (2) members.

4.02 Eligibility. To be eligible for election or appointment to the Board, candidates must meet the following criteria:

- A. Be a Club Director member in good standing
- B. Be at least 21 years old.

4.03 Powers. The Board of Directors shall have the following powers:

- A. Establish policies of the organization including fiscal policy
- B. Elect appointed members to the Board
- C. Recommend voting issues to the general membership
- D. Elect the Board President
- E. Hire and supervise the Executive Director
- F. Recommend Life Memberships

The Executive Committee shall have the following powers:

- A. Hire, supervise and evaluate performance of Executive Director
- B. Approve staff hires and employment agreements
- C. Approve any unbudgeted organization expenses over \$5,000
- D. Approve contracts of duration more than 1 year or financial commitment over \$5,000
- E. Make decisions for the association between Board meetings.

4.04 Terms of Office. All Directors shall serve a three-year term to begin on January 1 following the election or appointment. Any Directors elected or appointed to fill vacancies caused by resignation shall fill unexpired terms only and be eligible for re-election per election process.

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4.05 Elections. The election process shall be open to any current Club Director member of the organization. The membership shall vote on the slate of nominees presented by the Nomination Committee and voting will be organized and tabulated by staff. The Board of Directors shall solicit the membership for candidates for the positions on the Board of Directors. If voting is to be conducted by mail, fax or email, the slate of nominees shall be presented to the membership at least fourteen (14) days before the vote, but not later than 30 days after the annual meeting. If voting is to be conducted in person at the Annual Convention, the slate of nominees shall be presented to the membership at least twenty-four (24) hours before the vote.

A. Nomination Committee. The President or Interim President may appoint a Nomination Committee of three (3) persons.

1. The Chair of the Nomination Committee shall be a member of the Board who is not running for a board position.
2. Two (2) additional members not currently serving on the board, selected by the Chair.

4.06 Term. Any member may resign at any time by giving written notice to the Board or the Secretary of the organization. Any member 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 a majority vote of the Board, such person serving until the next annual election.

4.07. Vacancies. In the event of a vacancy on the Board, it shall be filled with persons elected by a majority vote of the remaining Directors. Each person so elected shall be a Director for the remaining term of the position. Nominees for filling any vacancies shall meet all eligibility requirements for the position of Director.

4.08 Meetings.

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A. Regular Meetings. The Board shall meet regularly but not less than four (4) times per year at which time a quorum of the Board shall be present. The Board shall meet once per year in person at the Annual Meeting. Regular meetings 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. Meetings may be held via conference call or virtual meeting. 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. The President or Treasurer may call special meetings of the Board on twenty-four (24) hours written notice to each Director, personally or by mail, fax, or response-requested e-mail. Special meetings may be called, in like manner, upon the written request of three (3) 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 or other electronic means, coordinated by the President, if a quorum of the Directors can participate in the discussion.

4.09 Voting. Each Director shall be entitled to one vote. The President may not vote except to break a tie. The President-Elect shall not vote if acting as President.

4.10 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.

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4.11 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 five (5) 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.

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

4.13 Actions Without A Meeting. 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 Board President.

4.14 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, Secretary and Treasurer.

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5.02 Election. The President-Elect, who shall automatically advance to the office of President, shall be elected from the elected Board members. The election of officers shall be held at the Annual Convention of the organization or by mail or email ballot in accordance with procedures established and approved by the Board. The Board will elect a member to each of the following four (4) positions unless there is an existing President-Elect who will automatically assume the position of Board President:

- A. President elected by the Board
- B. President-Elect elected by the Board (succeeds the President as Board President)
- C. Treasurer
- D. Secretary

5.03 Term. Any officer may resign at any time by giving written notice to the Board or the Secretary 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 a majority vote of the Board, 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. The President is authorized to sign contracts or agreements as approved by the general membership and the Board.

B. President-Elect. The President-Elect shall act as President in case of absence or physical disability of the President and present the business issues to the Board.

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. Treasurer. The Treasurer shall have the following duties:



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1. Maintain custody of the organization's fund records and keep adequate and correct accounts of the organization's properties and business transactions;
2. May assign fiscal management duties to a Board approved entity.
3. Perform such other duties as the Board or the President shall prescribe.

E. Secretary. The secretary is responsible for minutes of all meetings, notification of votes, list of membership and general information. Duties of Secretary may be assigned to staff.

F. Parliamentarian. The parliamentarian is responsible for meeting rules, legislation, and legal issues. These duties may be assigned to a board approved entity.

## 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 such other duties as prescribed by the Board or the President.

6.02 Executive Director Selection. The Board of Directors shall select the Executive Director. An annual evaluation shall be conducted by the Board and coordinated by the Executive Committee.

## Article VII: Committees

7.01 Executive Committee. The Executive Committee shall be composed of the President, the President-Elect, the Past President, the Treasurer, and the Secretary. Only the President, Treasurer and Secretary shall serve in voting capacities on the Executive Committee. 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. The executive board may appoint standing committees of the organization, the members of which, except as otherwise stated, may include any member of the organization in good standing. All standing committees will be chaired by executive board appointment and that appointee can be from general membership or the appointed board.

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7.03 Ad Hoc Committees. The President shall have the power to appoint ad hoc committees as needed.

## Article VIII: Indemnification

8.01 Indemnification. This association, 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 provided that;

- A. They acted in good faith
- B. They used ordinary care; and
- C. They reasonably believed their actions to be in the best interest of the organization.

## Article IX: Fiscal Year

9.01 Fiscal Year. The fiscal year of the APL shall start on September 1 and end on August 31.

## Article X: Amendments

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

## Article XI: Dissolution

11.01 Dissolution. Upon the dissolution of this association, the Board shall, after paying or making provisions for the payment of all the liabilities of the organization, dispose of all 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 Arizona according to law.

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## Article XII: Definitions

12.01 Written. Written communications can be transmitted electronically, physically or by facsimile to conduct organizational business.

12.02 Club. A legally organized entity whose primary purpose is facilitating training or competition in the sport of youth and junior indoor or outdoor volleyball.

12.03 Club Director Membership. The Club Director membership is the person responsible for making decisions, recommending policy, approving budgets for a Club or the person designated by the club to fill that post. The Club Director is a voting member.

12.04 Associate Membership. An Associate Member is a member of an organization that has Club Director Membership and is a member of the same organization. The Associate Member is a non-voting member.

12.05 Past President Member. A Past President member has served as a President of the Board of Directors and completed their board commitment, the Past President is awarded a lifetime membership.

12.06 Life Member. A Life Member is defined as a person who has contributed significantly to the sport of volleyball and to the APL concept; and who is retiring from active membership in the volleyball community. The Board of Directors will forward appropriate names and information to the general membership to vote to accept a person as a Life Member. A simple majority vote of those voting members present at business meetings shall be sufficient to name a person a Life Member.

12.07 Honorary Membership. An Honorary member is defined as a person who may or may not be involved in the running of a club, but who has contributed to the sport of volleyball significantly. The Board of Directors will forward appropriate names and information to the general membership to vote to accept a person as a Life Member. A simple majority vote of those voting members present at business meetings shall be sufficient to name a person an Honorary Member.