

APPROVED

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**UNITED STATES VOLLEYBALL ASSOCIATION  
DRAFT MINUTES OF THE MEETING  
Of the  
BOARD OF DIRECTORS  
May 25-6, 2007  
Austin, Texas**

**Presiding:** Albert Monaco

**Recorder:** Susan True

**Present:**

**Executive Committee:** Albert Monaco, President; Kevin Twohig, Executive Vice President; Rebecca Howard, Immediate Past President, Susan True, Secretary; Stewart McDole, Treasurer; Ken Cain, Board Representative to the Executive Committee, Elaina Oden, International Player Representative, Charlene Johnson-Tagaloa, Fred Wendelboe, Special Adviser (ex-officio, non-voting)

**Directors:** Gary Colberg, Chris Clauss, Harold Cranswick, Kathleen DeBoer, Mike Gibson, Carl Henkel, Donise King, Sue Mailhot, Becky Oakes, Joan Powell, Angela Rock, Joseph Sharpless, Susan Sinclair, Sinjin Smith, Jeffrey Stork, Chuck Stemm, Barbara Viera and Elaine Youngs.

**Division Vice**

**Presidents:** Jonathan Lee, Cynthia Doyle Perkins, Glenn Sapp and Kevin Wendelboe (Chair of Championship Events Commission)

**Parliamentarian:** Karen Johnson

**National Staff:** Doug Beal, Brent Buzbee, Mike Chandler, Liz Cornella, BJ Evans, Carla Hall, Heath Hoke, Bill Kaufman, Stacie Kearns, John Kessel, June Lobeck, Margie Mara, Tom Pingel

**Guests:** Glen Lietzke, Steve Ducoff,

**Excused:** Kevin Barnett, Ellen Crandall, Dave Gentile, Roger Neppl, Susan Sinclair and Elaine Youngs

**NOTE:** Information is reported according to topic and not necessarily in the chronological order of discussion.

**I. CALL TO ORDER/INTRODUCTIONS**

The meeting of the Board of Directors of the United States Volleyball Association was called to order by Al Monaco, President, at approximately 8:25 am on Friday, May 25, 2007.

- A. Roll Call, Declaration of Quorum and Silent Roll Call.** Following the roll call, Susan True, Secretary, declared a quorum was present. She reminded the directors that a silent roll call is taken after each recess of the Board of Directors meeting.
- B. Special Rules of Order.** Karen Johnson, Parliamentarian, distributed the "Special Rules of Order," via email, and highlighted several rules at the beginning of the meeting.

**MOTION #1:** It was M/S/C (Twohig/Mailhot) to approve the Special Rules of Order for the 2007 Winter Meeting of the Board of Directors.

**II. ANNOUNCEMENTS**

- A. Directors Leaving the Board and New Directors.** President Al Monaco thanked Barbara Viera for her service as a Multi-Sport Organization Director. Gino Grajeda will begin a one-year term as a Multi-sport Organization Director beginning July 1, 2007. Mr. Monaco thanked Sinjin Smith for his service as a Player Director and all the expertise he brought to the table as President of the

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International Beach Council. The Player Directors elected to one-year terms are Salima Rockwell and Todd Rogers.

**B. Special Recognitions.** Mr. Monaco congratulated Doug Beal as the 2007 recipient of the Frier Award. He announced that Cynthia Doyle Perkins was honored as the Alumnus of the Year by Bethel College in Kansas.

Kevin Twohig presented the Joseph B. Sharpless Arbitrator Award to Lea Wagner.

Karen Johnson, Joe Sharpless, Susan True and Fred Wendelboe, current and former secretaries of USA Volleyball, made a special gift presentation to June Lobeck who is leaving the USA Volleyball after over twenty-five (25) years of service.

### III. APPROVAL OF AGENDA

**MOTION #2:** It was M/S/C (Viera/Lee) to approve the agenda as amended with the provision for adjustments and additions as the President deems necessary.

### IV. APPROVAL OF MINUTES OF THE JANUARY 13-14, 2007 MEETING OF THE BOARD OF DIRECTORS

**MOTION #3** It was M/S/C (Stemm/Perkins) to approve the Minutes of the January 13-14, 2007 meeting of the Board of Directors.

### V. OFFICER REPORTS

**A. President.** The following items were discussed.

1. Executive Committee Actions.
  - a. Transition Commission: directed the Commission to form a three-member Bylaws Committee; moved that all regularly-scheduled meetings of the new Board of Directors shall be in-person meetings; directed that a recording secretary shall be appointed by the chair of the Board with the approval of the Board and be compensated at a rate commensurate with comparable services; the chair of the Ethics and Eligibility Committee shall have a larger role in selecting the members of the committee; The treasurer shall appoint the other four members of the Budget, Finance and Compensation Committee with approval of the Board.
  - b. Budget for future USAV Congress/Conference: directed the Finance and Budget Committee to include at least \$10,000 in the 2008 budget for a possible USAV Congress/Conference.
  - c. All future email ballots by the Board shall be sent read receipt. Staff shall follow up with a phone call if necessary and the vote shall meet the requirements of the Bylaws.
  - d. Directed that there shall be a Quadrennial Review of all Member Organizations other than the RVAs.
  - e. Review list of potential Leader in Volleyball Award recipients and sent the recommendations to Tom Blue, Chair of the Committee.
  - f. Supports the approval for the Policy and Procedures Manual and the Diversity Resolution.
  - g. Approved the revised 2007 budget.
  - h. Reaffirmed Executive Committee action in April, 2005 that USA Volleyball will provide on-line registration system to the RVAs free of charge. The use of this system shall be optional until the 2008-2009 (a change from 2005 which stated 2007-2008) season when will be required.

**B Past President.** Rebecca Howard had no formal report

**C. Executive Vice President.** Kevin Twohig reported on the following programs:

1. Arbitrators Guidebook. Karen Gee is currently rewriting the Guidebook. The revisions improve the Arbitrators Program because the additions are what has been learned in the last two years and includes input from many of the Arbitrators. The Guidebook is an important tool for the Arbitrators and serves as the primary training tool. This year Mr. Twohig has assigned thirty-five (35) arbitrators to thirty (30) events to provide services for 144 days of competition. All of these figures are the highest in the history of the program with a cost to the corporation of approximately \$34,000. The rationale for this expenditure is the direction set by the Board in 1999 to resolve ethics and eligibility issues in a timely manner and at the lowest effective level which is at the events where the incidents occur.
2. Status of Qualifier and Bid Tournaments. The season is mostly behind us with the last of the Boys Bid Tournaments this weekend in Richmond. All Qualifiers and Bid Tournaments are under contract and extension agreements will be negotiated soon. There is discussion about adding additional Qualifier and Bid events with more information be presented later in this meeting.
3. Ethics and Eligibility Issues. Mr. Twohig was pleased to report that to date we have not had to form a Corporate Ethics and Eligibility Panel. Mr. Twohig recognized the work of Event Arbitrator, the divisions and especially the regions for accepting their role in the process and performing that role effectively.
4. Articles XI and XII of the Bylaws. Mr. Twohig explained that Article XI was reworded to clarify and simply this section of the Bylaws which deals with ethics and eligibility issues. The revisions were prepared by Dave Lockwood and extensively reviewed by the Structure and Function Committee and the Executive Committee. Article XII is an editorial modification to bring the definition of protected competition into compliance with the USOC wording.
5. Policy and Procedures Manual. The 2007 Manual was reformatted and revised to include Executive Committee and Board actions since last year. Mr. Twohig thanked Karen Gee for her work on the Manual.

Angela Rock brought it to Karen Johnson's and Mr. Twohig's attention that the Diversity information in the Manual was out of date. She was assured that it would be corrected.

**MOTION #4.** It was M/S/C (**Weydert/Sharpless**) to approve the 2007 Policy and Procedures Manual with the understanding that the diversity information would be updated.

6. Executive Council Report. The Council spent most of its meeting hearing about the work of the Transition Commission and providing Ms Oakes with input to take back to the Commission. The key points were that the divisions would continue to function but as commissions and that the staff could not add or eliminate commissions without Board approval.

Interdivisional issues discussed included several projects of the Officials Division which Glenn Sapp will include in his report. Jenny Hahn represented Dave Gentile at the Council meeting and will bring two issues to the Board for consideration in that Division report.

**B. Secretary.** Susan True sent the Board Directory around asking members of the Board to check their information in the Directory. They are to either correct the Directory or initial that it is correct.

Barbara Viera, Chair of the Nominating Committee for the Board Representative to the Executive Committee reported that there was only one candidate, Ken Cain.

**MOTION #5.** It was M/C (**Nominating Committee for Board Rep to Executive Committee**) to approve Ken Cain for a one-year term as the Board Representative to the Executive Committee.

**C. Audit Committee Report.** Joan Powell, member of the Audit Committee presented the report. The Committee met on May 3<sup>rd</sup> to review the independent auditor and to discuss financial policies

and procedures of the corporation. The Committee discussed the audit and the auditor with staff and was assured that the audit went smoothly. Margie Mara guided the Committee through some examples of controls in place regarding check requests, approvals and signatures. Both the Committee and the auditor were comfortable with the process. The Committee recommended the staff clarify the records retention policy to include periodic destruction policy to limit accidental or innocent destruction and wording to prevent document purging in order to avoid potential criminal obstruction charges. USAV maintains a substantial number of inventory items in the national office. It is recommended that a periodic physical inventory be taken to verify accuracy of perpetual inventory needs.

It was a clean audit and the auditor emphasized the continuing positive financial position when compared to prior years. The auditor noted a significant decrease in accounts receivable (XP Apparel payments).

**2006 Audited Year End Totals**

Net Assets	\$2,433,129
Investment Account	\$1,707,442 (\$300,000 transferred to USAVF)
Long Term Debt	-0-

Support Services stand at 17%, down from 19% in 2005

The USOC has a new internal audit department. The USOC suggested two findings where the USAV was potentially weak: the controller is a signature authority on the checking accounts and electronic wires should require two signatures or approval. Management acted proactively on the suggestions. In response to a question from Angela Rock on how much the legal fees have been related to the Article VIII Complaint and she was told it has been about \$60,000.

**MOTION #6.** It was M/C (**Audit Committee**) to approve the 2006 Annual Audit.

Kathy DeBoer asked if the auditors said anything about corporate sponsorship dollars being subject to unrelated business income tax. Mr. Klostermann indicated that this issue had surface in 1994 or 1995 and that it has not resurfaced since that time. USAV’s relations are positioned as either licensing or supplier relations and our sponsor agreements have been structured to decrease USAV’s exposure to UBI tax. Mr. Monaco indicated that two support corporations, USA Volleyball Foundation and USA Volleyball Properties were formed in the mid 1990’s. The properties organization would be the entity where the taxable income of the corporation would be placed.

**D. Treasurer.** Stewart McDole reported on the following:

1. Revised 2007 Budget. A number of budget revisions have been made, mainly as a result of the cancellation of the Girls’ Invitational Tournament resulting in a \$171,000 net loss. Mr. McDole reviewed the various adjustments that have been made to the budget and stated that he was confident the current \$73,000 deficit budget will come in at the end of the year with a surplus.

**MOTION #7.** It was M/C (**Finance and Budget Committee**) to approve the budget revisions specified in the first quarter review.

2. Board Restricted Accounts. USA Volleyball currently has six Board restricted accounts. This designation is necessary whenever there are donations or grants that are restricted to a specific use. There is a need for a seventh such account for the Molten Division III Men’s Championship grant. It has been suggested that the funds be aggregated into a single umbrella account to amplify return on each. They will be separate only in accounting terms.

**MOTION #8.** It was M/C (**Finance and Budget Committee**) to empower the USAV controller to establish a Board-Restricted Account to accommodate future restricted gifts or grants and further to be empowered to manage these resources as useful to maximize return.

3. Current Cash Position. The approximate current cash position as of May 22, 2007 is:
  - a. Checking balance \$ 350,000
  - b. Savings account-Wachovia \$1,227,000
  - c. Money Market account-Legacy \$1,100,000
  - d. Olympic savings account \$ 239,000
4. Investment Portfolio. As of May 22, 2007, the year-to-date earnings stood at 5.67% which compares favorably against market benchmarks at this point.

## VI. DIVISION REPORTS

- A. Member Relations Division.** Division Vice President, Cynthia Perkins presented the Karen M Johnson Human Resources Award to Joseph Campbell for his work as an official at all levels including officiating at the Paralympic Games.
1. Concerns as USAV transitions into a new governance structure.
    - a. Things that work well should be kept such as the arbitrators program.
    - b. Member Organizations should be on the organization chart either in the USAV Congress/Conference box or some other box showing some access to the Board of Directors.
    - c. The Division had several ideas about the involvement of Member Organizations in a USAV Congress/Conference and would share those with Ms Oakes Saturday afternoon.
    - d. Member Organizations must continue to nominate people for positions on the commissions and for recognitions.

**MOTION #9.** It was M/C (**Member Relations Division**) to re-evaluate USA Volleyball's relationship with the Paralympic Volleyball Teams and the U.S. Paralympics including reconsideration of becoming the National Governing Body for Paralympic Volleyball.

- B. Officials Division.** Division Vice President, Glenn Sapp reported a 7% growth in the number of certificated officials which remains far below what is needed for the events run by USAV. We sometimes need 300-400 officials and we just don't have them. The approach for addressing this problem included the following:
1. Establish on-line training modules. These would not be enough to be a certified official but would re-enforce rules and procedures.
  2. Make changes so good provisional officials could officiate girls' 12s matches or men's 70s matches. The Division will work with regions to establish standard minimum standards for each level of officiating.
  3. Work on reciprocal agreements with PAVO and state high school associations.
  4. Set up clinics in January so officials will be ready to officiate championships the same year.
- C. Regional Operations Division (ROD).** Division Vice President, Jon Lee, reported the following:
1. The number of registrants continues to grow with 205,980 registrants as of May 15, 2007.
  2. The Division re-elected Sue Mailhot and Donise King to serve as Directors through June 30, 2008.
  3. The work has begun to merge the RVA Assembly and the YJOVD.
  4. The 2007 "Doc" Booth Commissioner Award went to Sue Mailhot.
  5. The Division discussed the documents from the Transition Commission and will participate in the discussions with the Commission on Saturday.

6. Half of the regions are using on-line registration.

**MOTION #10.** It was **M/C (ROD)** to accept electronic signatures in the national on-line systems for juniors and adults beginning with the 2007-2008 season.

**MOTION #11.** It was **M/C (ROD)** to require RVAs to inform the National Office of the date the RVA mailed its 990 forms into the IRS.

**D. Youth and Junior Olympic Volleyball Division (YJOVD).** Chris Claus distributed a written report for Division Vice President Dave Gentile. Ms Claus brought the following two action items to the Board of Directors:

**MOTION #12.** It was **M/C (YJOVD)** that the following statement be added to the Membership Form under the Code of Conduct, "Possession, consumption or distribution of alcohol and/or tobacco by anyone registered as a Junior Olympic Volleyball Player at any USAV sanctioned junior event."

**MOTION #13.** It Was **M/S/C (Howard/Powell)** to reconsider Motion #12.

Discussion centered on whether or not the action was enforcement unless the motion specified the event venue.

**MOTION #14.** It was **M/S/C (Howard/Gibson)** to amend Motion #12 to read, "... at the event venue of any USAV sanctioned junior event."

**MOTION #15.** It was **M/ (YJOVD)** to approve a plan for growth of championship events. The plan is as follows:

1. Direct Staff to develop both a region-based championship track and a separate Qualifier-based Championship track by 2009. There would be two more event locations.
2. Direct staff to establish three additional Qualifiers with appropriate geographic considerations and distributions by 2009.
3. Direct staff to develop relationships with existing events and/or create new events for a partner-based series of events by 2010.

**MOTION #16.** It was **M/S/FAILED (Lee/Sharpless)** to postpone action on Motion #15 until the January, 2008 meeting of the Board of Directors.

Discussion centered on whether or not the Board of Directors can "direct" staff to meet certain deadlines. Glen Leitzke, Assistant Vice President, YJOVD, explained the rationale for adding three events was to reduce the cost of attending Qualifiers (provided the Qualifiers were widely distributed geographically).

**MOTION # 17.** It was **M/S/C (Lee/Powell)** to extend discussion five minutes.

**MOTION #18.** It was **M/S/C (DeBoer/Oakes)** to extend discussion five minutes.

**MOTION #19.** It was **M/C (YJOVD)** to approve a substitute motion.

**MOTION #20.** It was **M/C (YJOVD)** to approve in concept the YJOVD Event Growth Plan and refer it to staff to begin implementation as soon as possible. A preliminary report for reaction and modification should be presented to the joint YJOVD/ROD/Executive Committee meetings in October, 2007.

**E. Disabled Division.** John Kessel introduced Mark Herrin, Director of the Wellness Center at the University of Central Oklahoma (UCO) where the USA Men's Sitting Team trains full time. Mr. Herrin presented some background on the relationship that UCO entered into with USA Volleyball and U.S. Paralympics in order to provide full-time training opportunity for the USA Men's Sitting Volleyball Team. They hope to add the USA Women's Sitting Team to the full-time training roster as well.

The arrangement is working well with UCO gaining research opportunities and UCO provides in-state/out-of-state tuition waivers. There are currently four disabled athletes taking advantage of the tuition waivers.

UCO is a community partner with the USOC and is the Olympic Training Center for Disabled Athletes. They have held six training camps, 950 trainings days for disabled volleyball. There are four men and two women resident athletes at this time. They are working with the Department of Veteran Affairs to place athletes at sites.

UCO will bid on the 2009 World Cup and have already been awarded the 2010 World Championships.

In conclusion, Mr. Herrin invited USAV to allow UCO to host a Board of Directors Meeting in Oklahoma City.

## VII. TRANSITION COMMISSION REPORT

**A. Overview.** Becky Oakes, Chair of the Transition Committee, thanked members of the Commission and the staff who have assisted tremendously with the work thus far. The Commission's charge was to lay the groundwork for the future. The only work that is final is the composition of the new Board of Directors, the Initial Nominating and Governance Committee and the Nominating and Governance Committee (that will take over for the INGC after January, 2008).

She reviewed the process including the elimination of the terminology "jam down" rule preferring to be fair to both disciplines of the sport. The Commission always kept diversity in mind, kept the door open to allow for the development of new leaders and empower segments of USAV to be more pro-active. The basic premise was of a staff-driven organization with the Board acting as the visionary segment of the organizations.

Ms Oakes review each of the attached documents (Appendices A-D) addressing the positions, with criteria, on the new Board of Directors, the Officers and Committees of the Board of Directors, the substructures of USA Volleyball and the Organizational Chart.

**B. Discussion of Commission Documents.** An extensive discussion followed on the selection procedures (which are not the same for each position of the Board), parallel language for indoor and beach positions and concern about the ability of a sixteen-member Board having sufficient oversight with just three meetings a year, not changing structures that are working well (Ms Oakes assured the Board that structures that worked would not be changed). Several Directors indicated that all Director positions should be vetted by the Nominating and Governance Committee.

**C. Timeline for Work by Transition Commission & Bylaws Review Group.**

- The Transition Commission shall be sent to the BOD, ROD and YJOVD email list its interim draft of its 5-22-07 documents on or before July 1, 2007, sent "Read receipt." The recipients shall have 10 calendar days to submit suggestions/comments to the Commission c/o Becky Oakes regarding those documents.
- The Transition Commission will send the final document to the Bylaws Commission c/o of Kerry Klostermann, send "read receipt" within 10 calendar days.
- The Bylaws Commission shall distribute to the same constituencies and the Transition Commission a first draft of revised Bylaws on or before September 21, 2007, sent "Read receipt". The recipients shall submit suggestions and comments to Transition Commission c/o Becky Oakes and the Bylaws, c/o Kerry Klostermann on or before October 26, 2007.
- The "final" documents from both the Transition Commission and Bylaws Commissions shall be distributed to the Board of Directors on December 10, 2007, sent "read receipt."

**VIII. STANDING COMMITTEE REPORTS**

- A. Structure and Function Committee.** Karen Johnson, Chair, presented the following motions from the Committee:

**MOTION #21.** It was M/C (Structure and Function Committee) to waive the thirty-day notice requirement for Bylaws revisions.

**MOTION #22.** It was M/C (Structure and Function Committee) to approve the complete rewrite of Article XI of the Bylaws.  
Attached as Appendix E

**MOTION #23.** It was M/C (Structure and Function Committee) to amend Article XII of the Bylaws to bring the definition of protected competition into compliance with the USOC wording.

**MOTION #24.** It was M/C (Structure and Function Committee) to amend Article X-E-2b-(1b) of the Operating Code to prohibit a player 18 years of age or older who is registered as a Junior Volleyball Player from playing in the U.S. Open.

- B. Championship Events Commission (CEC).** Kevin Wendelboe, Chair, submitted a written report. The next scheduled meeting of the Commission will be in October, 2007.
- C. Diversity Commission.** Karen Johnson, Chair, submitted a written report. She also reported that the now annual report to the USOC has been completed. The written report also included the 2006 Demographics report. The following were highlights of the report
1. Demographic Survey. Approximately 6.8% of those who responded to the survey indicated they were ethnic minorities. The number of male participants has double to over 28,000; however, they comprise only 13.6% of the participants. The Commission has concerns about the number of women coaches since girls and women comprise over 86% of the registrants. Only 17% of the women coaching in the High Performance area are women.

Ms DeBoer asked if there was any research on why we are failing. She also wondered if USAV had demographics on those who have been given the opportunity. She reported that many women turned down coaching and officiating opportunities because of the time commitment. Ms Rock responded that a wider net needs to be thrown. There are a lot of people who have never been given access to a High Performance coaching opportunity. She encourages volleyball to take a leap of faith once in awhile on young women. Ms Howard added that USAV needs to use more women in assistant coaches' positions to at least get them into the system and known.

**MOTION #25.** It was M/C (**Diversity Commission/Executive Committee**) to approve the following resolution: Whereas diversity, inclusion and gender equity are clearly directed mandates of the Board of Directors for USA Volleyball; and  
Whereas, selection of staff for athlete "pipeline" programs from High Performance through National Teams is a high visibility realm which ought to represent USAV's "best application" of these principles; and  
Whereas, a first step and one which USAV has surely taken is to consciously apply these inclusion principles as staff selections are made from the candidate pool; and  
Whereas, an important second step is to assure that opportunity is broadly advertised in venues where diverse populations and both genders receive notice; and  
Whereas, it seems increasingly true that simple notice is often an insufficient answer to generating a candidate pool that reflects genuine diversity; and  
Whereas, the third step USAV must take is be intrusive and specifically seek out individuals who will bring diversity and gender equity to the candidate pool.  
Therefore the Diversity Commission directs the High Performance and National Team staff to do the following:

1. Consistently make diversity, inclusion and gender equity priorities in the staff selection process.
2. Consciously seek out diverse settings within which to inform potential applicants of opportunity.
3. Specifically set in motion efforts to seek out, identify, train, include and mentor minorities and females from every level of the sport (collegiate, high school, club and beyond) in order to evolve an effectively diverse pool of candidates.
4. Target a proportionality among staff (national high performance staff and throughout the pipeline) to match USA population demographics by the 2010 program year, with a minimum goal to advance against the 2007 numbers as a benchmark by 10% annually.

**MOTION #26.** It was M/C (**Diversity Committee**) to approve the following:  
Volleyball for Boys and Men: A Strategic Plan  
Whereas the opportunity for boys and men to play volleyball continues to lag behind present opportunity levels for girls and women, clearly there have been some specific corporate efforts with the collegiate grants program and now the boys' grant initiative. It is also true that some member organizations such as Starlings/Star Boys, AAU Beach and high school state associations are moving forward, and  
Whereas, given the dimension of this need it seems critical that USA Volleyball afford significant leadership and coordination to the variety of ongoing efforts and potential initiatives.  
Therefore it is recommended that the Executive Committee and Board of Directors direct staff to convene the various organizations with potential interest to develop a national strategic plan for the development of volleyball opportunity for boys and men; and further to set in motion a process to implement the plan.

Mr. Beal reported that meetings have been occurring for almost two years. USAV has reached out to the NCAA, NFHS and its state associations. Efforts will continue to collaborate to help grow the sport.

2. Molten Grant Program. Reports are due on the programs using the six small grants awarded in 2007. The revised application form will soon be on the website. The grants are \$1,500 each.
3. Star Awards. Ms Perkins announced the recipients of this year's Star awards: Sharon Clark (NCAA Coach responsible for the YES clinics in volleyball), Becky Howard (for her support of the VolleyVan, the Starlings program, etc.), Erica Hutchinson (USOC staff member responsible for the Flame Program which provides opportunities for minorities to develop leadership skills), Kerry Klostermann (for his continued support of the Commission as its staff liaison), Stewart McDole (for his continued support as the officer liaison to the Commission), and Todd Maddox (Starlings).

**MOTION #27.** It was M/C (**Diversity Commission**) to approve, subject to approval of the Member Relations Division, to name the Star Award in honor of Rebecca Howard.

- D. Membership Review Committee.** Chair Dick Jones reported that the Quadrennial Review forms have gone out to the Member Organizations other than RVAs. The Committee will act on these and then ones will the report to the Board in January, 2008. One issue that must be addressed is the Member Organization annual fees which vary dramatically from \$300 a year down to \$25 a year. The new fees must be consistent and appropriate. He stated again a concern that all the Member Organizations be kept involved in the USAV Congress/Conference and the recognitions program under the new structure.
- E. Recognitions Committee.** Chair Dick Jones submitted an electronic report. It remains difficult to get the information including photographs on award recipients for the awards presented at the Boyce Banquet. Everyone needs to help encourage Award Chairs to get all that information into the National Office by February 1. Mr. Jones commended the idea of the Texas Toast included in this year's Boyce Awards and Recognitions Banquet. It brought a lot of volleyball people to the banquet that have not attended for many years.

**MOTION #28.** It was M/S/C (**Jones/True**) to recommend that the Boyce Awards and Recognitions Banquet and the current system of awards remain in place under the new structure and that the appropriate adjustments be made in terminology and operational procedures to ensure a smooth transition and continued success of these important programs.

## IX. ADDITIONAL REPORTS

- A. Beach.** Sinjin Smith, President of International Beach presented the following reports
1. There have been 29 events in four (4) continents in 2006, attracting 600,000 spectators and representing \$6,500,000 in prize money. However, as the AVP Tour grows, it becomes even harder to eliminate conflicts with FIVB events. It is critical that this issue be resolved because it keeps some of the best players from competing in the FIVB events. Mr. Smith and Mr. Beal agreed the problems must be addressed before the next Quadrennium.
  2. There will be 35 events in four continents in 2007 with \$8,750, 000 in prize money.
  3. The television coverage has increased with 5% of it being live coverage. The coverage was split fairly equal between continents with Europe having the greatest coverage.
  4. Youth World Championships are in Poland in July and the Junior World Championship is in Italy in September. After only five years of Youth and Junior Championships, some junior athletes are winning on the World Tour and at the Olympics.
  5. Mr. Smith reviewed the site, prize money and expected spectators for the FIVB World Championships in Switzerland in July.
  6. Mr. Smith noted the following achievements: increased number of events in new countries and world famous locations, more prize money and player benefits, more television exposure worldwide, continues to be a drug-free sport, total freedom of players to choose the event

where to play, equal opportunities for men and women and beach volleyball is a major hit at the Olympic Games.

7. Mr. Smith is creating beach volleyball events for young players straight out of colleges who aren't able to break into the AVP. Ms Rock pointed out that the problem on the beach is that most players have to pay their own way. She believes USAV needs to do more to support them. USAV is starting to do much more for beach player development. Mr. Beal stated that there are several avenues including developing in the indoor game then moving to the beach, but the ideal plan is to develop parallel tracks for indoor and beach.

- B. USA Volleyball Foundation.** Fred Wendelboe, Chair of the Board, reported little success to date in identifying major donors. The Foundation once again sponsored the reception and silent auction prior to the Boyce Banquet. The silent auction raised \$3,500, and exercise at the Banquet raised \$800 and the USAV Board members donated \$740.90 with 100% of those in attendance donating.

The Stars Heritage Club will get together for dinner Saturday night. Anyone wishing to attend who has not responded to Mr. Wendelboe should do so.

The total assets of the Foundation were \$1,950,154 as of December 31, 2006. That figure is \$2,134,330 as of May 25, 2007 representing an 8.63% increase.

Mr. Wendelboe acknowledged and commended Foundation President Scott Fortune for his efforts to the financial matters of the Foundation on a solid footing. He also thanked Kerry Klostermann for his valuable contribution as the staff liaison to the Foundation.

- C. Volleyball Hall of Fame.** Mr. Monaco reported on the inductions upcoming in October that include USA's Bob Ctvrtlik. There has been some success in getting other Federations involved with the Hall of Fame. There are still many who believe it is a USA Volleyball Hall of Fame.

## X. CHIEF EXECUTIVE OFFICER REPORT

### A. Media Relations.

1. Junior on-line newsletter has been launches, one each for boys and girls, aimed at the youth level members.
2. Bill Kaufman attended NORCECA Press and Mass Media Commission Meeting and presented ideas to better promote volleyball in the region through NORCECA.
3. On-line newsletter *Rotations* is in its fifth edition with 83,000 subscribers.
4. Working with the YMCA's archivist to catalogue materials and get electronic copies of all historic materials. USAV is the only NGB working on this important type of project.
5. Working with Anaheim to promote the NORCECA Men's Championships in September. Staff continues to promote American Sports Center in Anaheim and the U.S. Men's National Team athletes who are training there.

### B. Communications & Technology.

1. Website traffic continues its rapid expansion seeing well over 1.6 million page views and 475,000 visitors in April.
2. Spring issue of *VolleyballUSA* was sent to 217,000 members and subscribers.
3. *Annual International Journal of Volleyball Research* was printed and released in April.
4. Researching and implementing "chat" services to the website to allow fans to interact with players and coaches.

### C. Membership

1. Total membership as of May 1, 2007 is 204,184 which is 7-8% ahead of last year.
2. Individual on-line registration is in its third season with twenty-two (22) regions participating. It is anticipated that five to eight regions will join the on-line system for the 2007-2008 season.

### D. Financial Picture

1. A goal has been to reduce what percentage of the budget comes from USOC funding. It was 15.6% in 2001, 14.3% in 2003, and 1.6% in 2007. The goal is to reduce it to 5%.
2. As reported by others during this meeting, the USAVF assets are growing as is the USAV Investment Portfolio.

**E. Championship Events**

1. Indoor
  - a. 2007 U.S.Open has 559 teams competing compared to 521 in 2006.
  - b. 2007 Girls JO are in Minneapolis with 788 teams, the 2008 championships will be in Dallas.
  - c. 2007 Boys JO will be in Atlanta with 420 teams.
2. International
  - a. NORCECA Senior Men's Championships in Anaheim, September 13-21. This is a Qualifier for the FIVB World Cup in Japan in November.
  - b. World League for Men. The three home matches are in Portland, Green Bay and Chicago.
3. Outdoor
  - a. Junior Beach Open is in Long Beach in August. USAV has a partnership with Elevation to produce adult and junior beach events.
  - b. The 2007 junior Beach Tour includes fourteen events this year.
  - c. The Adult Beach Open is in Huntington Beach in September.

**F. Boys' and Men's Growth**

1. Scholastic. There was a 4.3% growth in 2006. USAV Grant program has 20 grants available in Ohio, 8 in Vermont, 2 in New Hampshire and 6 one-time grants to Colorado. Future grant program to target Delaware, Washington D.C. Public Schools and Missouri.
2. Collegiate
  - a. Thirty-eight institutions have received grants since 1991 with \$234,000 in grant funds awarded.
  - b. Have had meetings with Division I NCAA and the Men's Championship Committee which is very supportive of efforts to grow men's collegiate programs.

**G. Disabled Programming**

1. Women's Sitting Team qualified for Beijing by virtue of world ranking.
2. Men's Sitting Team competes in the Para Pan Am in August in Brazil.
3. Twelve training camps/competition scheduled in 2007.
4. There are sports psychologist and sports trainers available during all the camps.
5. The biggest issue for the teams is identifying potential athletes.
6. Working with U.S. Paralympic Outreach and Development Director to expand to middle/high schools, adaptive physical education and therapeutic recreation programs in colleges.

**H. Membership Development**

1. Skills, Kills & Drills footage to be released free for school and club use.
2. Holding clinics at World League and JOV Championship sites.
3. Diversity Initiatives. Leave a Ball Behind collect 250 balls for Starlings/MORCECA/Athlete Advisory Commission gifts, Native American Diversity Camp at Haskell University in Lawrence, Kansas this summer, special HP tryout for Starlings USA.
4. Supporter and youth membership options development with Member Organizations

5. Facility owners seminar in September and effective practices seminars in August and October and on-line.

**I. Coaching Education**

1. Completed four CAP I, two CAP II, one CAP III and four approved outside coaching clinics by May 31, 2007.
2. Held four IMPACT clinics.
3. Alternative delivery methods: instructional CDs with Dartfish software, on-line modules with ToBee.biz, exploring electronic delivery systems for IMPACT and exploring partnership with NFHS for general introductory coaching course on-line with volleyball specific content supplied by USAV.

**J. High Performance**

1. Thirteen tryout sites for boys (nine in 2006) with 824 boys attending (642 in 2006).
2. Twenty-seven sites for girls (23 in 2006) with 2,895 girls attending (1,806 in 2006).
3. National Team competitions included in other reports except Women's Junior A2 teams – one will compete in Global Challenge in Europe and one the HP Championships in Fort Lauderdale, both in July.

**K. International and High Performance Beach**

1. Top women's teams are May-Treanor/Walsh, Branagh/Youngs, Ross/Boss and Wacholder/Turner.
2. Top men's teams are Dalhausser/Rogers, Rosenthal/Gibb, Metzger/Lambert and Scott/Fuerbringer.
3. USAV/USOC direct support program for the top twenty beach athletes is underway: monthly stipends, increased travel stipends, increased coaching stipend for top four teams and increased program support. There is a mid-season review in August and positions could change at that time. Ali Wood will continue to work with the athletes concerning their needs.
4. The Pan American Games want each country to send their very best athletes, but it is difficult to get them to participate.
5. USAV is exploring 2008 NORCECA and FIVB event hosting.
6. International Selection Camp was May 10-13 in El Segundo, CA with the top thirty-one athletes attending. We will have athletes attending the FIVB U-19 and U-21 World Championships.
7. The Junior Beach Open will be August 5 in Long Beach, CA. The Junior Beach Tour begins the end of May and runs through August. There is a HP Beach Camp in July in Virginia Beach and one in August in Long Beach. The U.S. Open of Beach Volleyball presented by Corona Extra will be in Huntington Beach, CA in September.

**L. Indoor National Teams**

1. Women. The competition schedule includes the Pan Am Cup (Qualifier for 2008 Grand Prix) and Pan Am Games in July, World Grand Prix in August, NORCECA Championship (Qualifier for World Cup) in September, World Cup in November (Olympic qualifier) and NORCECA Zone Olympic Qualifier in December.  
There were 117 athletes at the February tryouts with twenty players selected for A2 team.
2. Men. The Men's Team is currently competing in the World League. The Men's Team will compete in the Pan Am Games in Brazil in July, NORCECA Championship in Anaheim in September, America's Cup in Brazil in August and the World Cup in November-December in Japan.

**M. Secretary General – Kerry Klostermann**

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1. In serious discussions for television and broadband distribution of our programs. If successful, it would be tremendous exposure for our beach and indoor game and have a significant financial impact on the corporation. The USAV website will be re-designed as a part of the agreement.
2. There will be an auction on the website for an Olympic Tour Package.
3. ESPN is broadcasting the World League Home Matches and the Finals.
4. Mr. Klostermann is constantly working on re-signing sponsors and signing new sponsors for the corporation.

**N. CEO – Doug Beal**

1. Personnel growth – Forty full time staff including eight national team staff.
2. Registration has grown 41% since 2001 with a 7% increase this year.
3. High Performance Tryouts more than doubled since 2001 to 3,719 this year.
4. Championship Events Participation has grown 22% since 2001 with a projected participation of 1,766 teams this year.
5. Coaches Certification Program has certified 3,810 coaches through 2006.
6. Indoor national teams have qualified for the Olympics every time since 1984 winning five medals including two gold medals. The beach program has qualified the maximum number of teams since 1996 winning five medals including three gold medals.
7. The USAV is participating in a relationship with five other NGBs to try and enhance the relationship with the NCAA. This effort is being funded by the USOC.

**XI. CLOSING REMARKS**

Mr. Monaco thanked everyone who participated in the important sessions of this Annual meeting, especially those involving the transition to the new governance structure. He reminded everyone of the YMCA luncheon and Hall of Fame induction with Becky Howard being one of the inductees, beginning at 1:00 pm, the divisions' meeting with the Transition Commission from Noon to 3:00 pm and the Board of Directors breakout session on the transition from 3:00 – 6:00 pm.

**XII. NEXT MEETING**

The next meeting of the Board of Directors is January 12-13, 2008 in Colorado Springs.

**XIII. ADJOURNMENT**

**MOTION #29:** It was **M/S/C (Viera/Claus)** to adjourn the Annual Meeting of the USA Volleyball Board of Directors at approximately 11:45 am on Saturday, May 26, 2007.



## Appendix A

### **BOARD OF DIRECTORS**

#### **RESPONSIBILITIES:**

The responsibilities of the Board of Directors of USA Volleyball (USAV) shall include the following:

Consistent with the current policies and practices of USAV, the new USAV Board will oversee the management of USAV and its affairs, but it will not manage USAV. The USAV Board will represent the interests of the sport community for USAV in the United States and its athletes and members by providing USAV with policy, guidance and strategic direction. The Board will focus on long-term objectives rather than day-to-day management, empowering the CEO to manage a staff-driven organization with effective Board oversight.

Specifically, the Board will perform the following functions, including but not limited to:

1. Selects, approves compensation, and evaluates the CEO.
2. Plans for management succession.
3. Reviews and approves USAV's strategic plan and the annual operating plans, budget, business plans, and corporate performance.
4. Sets policy and provides guidance and strategic direction to management on significant issues facing USAV.
5. Reviews and approves significant corporate actions.
6. Oversees the financial reporting process, communications with stakeholders, and USAV's legal and regulatory compliance program.
7. Oversees corporate governance.
8. Approves capital structure, financial strategies, borrowing commitments, and long-range financial planning.
9. Reviews and approves financial statements, annual reports, audit and control policies, and, upon the recommendation of the Audit Committee, selects independent auditors.
10. Monitors to assure USAV's assets are properly protected.
11. Monitors USAV's compliance with laws and regulations and the performance of its broader responsibilities (such as the Amateur Sports Act; USOC Bylaws; FIVB Constitution; etc.)
12. Ensures that the Corporation is properly structured and prepared to act in case of an unforeseen corporate crisis.

In addition, the USAV Board will develop and implement a policy of diversity at all levels of USAV, supported by meaningful efforts to accomplish that diversity. The USAV Board will develop policies that favor open discussion and the presentation of different views.

#### **BOARD OPERATIONAL POLICIES:**

1. Limit of two (2) consecutive terms (a "term" is defined as serving all or part of a term). An individual can serve two (2) consecutive terms, sit out one (1) term, and then again be re-eligible for nomination / election.

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- 2. The Board shall meet as often as necessary, but a minimum of three (3) meetings per calendar year is recommended.
- ~~2-3.~~ [EC] All regularly scheduled meetings of the Board shall be in person.
- ~~3-4.~~ A majority of the Board members in attendance at any meeting shall constitute a quorum for that meeting.
- ~~4-5.~~ There shall be no proxy or absentee voting permitted.
- ~~5-6.~~ The Board shall elect its Chair at its first meeting following each Summer Olympic Games. The newly elected Chair shall assume responsibilities subsequent to the meeting at which elected.
- ~~6-7.~~ The Chair of the Board shall determine the meeting agenda and lead the meeting and shall serve one term.
- ~~7-8.~~ The Board shall appoint / elect a Corporate Treasurer and a Corporate Secretary.

**BOARD MEMBER GENERAL CRITERIA:**

1. Possess strong communication skills.
2. Possess strong interpersonal skills.
3. Be able to represent the best interests of USAV and the sport of volleyball.
4. Place the interests of USA Volleyball and the sport of volleyball ahead of the constituency which (s) elected the member.
5. Be of good character.
6. Be committed to the principles of USAV.
7. Adhere to such Board policies as may exist (Conflict of Interest; etc.).

<b><u>Director Description</u></b>	<b><u># Directors / #Votes</u></b>	<b><u>Staggered Terms</u></b>	<b><u>Process</u></b>	<b><u>Criteria</u></b>
Athlete Directors	4 persons with 4 votes	Indoor-2009; Beach-2010; Indoor-2011; Beach-2012  4 year terms	USOC-eligible indoor athletes will elect the Indoor Athlete Directors (1 female and 1 male) and USOC-eligible beach athletes will elect the Beach Athlete Directors (1 female and 1 male)	In order to be eligible to run and/or for any of the Athlete Director Positions Athletes must meet the USOC "10 year rule".
Independent Directors	3 persons with 3 votes	2009; 2010; 2011  4 year terms	Nominees shall be solicited broadly with self-nomination also encouraged. The Nominating and Governance Committee (NGC) shall screen and select, using whatever process the NGC determines to be appropriate, from among individuals considered to be independent.	An "independent director" will be determined to have no material relationship with USAV for a minimum of at least the past two years.  Successful candidates should be capable of contributing to advancing the best interests of USAV and the sport.
RVA Directors	2 persons with 2 votes	2010; 2012	The NGC shall require a	When considering an individual as a

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		4 year terms	submission from the appropriate RVA constituency of a minimum of three (3) nominees for each available Board position who meet the established criteria. The NGC will evaluate the nominees against not only the minimum criteria but overall suitability for the Board position and ability to serve the best interests of USAV and the sport. Those nominees selected shall be sent back to the appropriate RVA constituency to stand for election. If nominees are rejected by the NGC, and the number of nominees falls below two (2) nominees per position, the NGC shall request the submission of additional nominees until at least two (2) NGC-approved nominees are identified.	nominee for election to the USAV Board of Directors representing Regional Volleyball Associations (RVAs) the candidate should meet or exceed the following criteria:  1. Leadership role with an RVA.  2. Member in good standing with an RVA.  3. Demonstrate a significant degree of involvement with a broad spectrum of volleyball programming.
Indoor High Performance (Currently the NCAA)	1 person with 1 vote	2009 4 year term	The individual shall be nominated by the NCAA Women's and Men's Volleyball Committees and approved by the NGC. Should the NGC not approve, the NCAA Women's and Men's Volleyball Committees may either provide additional rationale or nominate another individual.	When considering an individual as a nominee for election to the USAV Board of Directors representing Indoor High Performance (NCAA) the candidate should meet or exceed the following criteria:  1. Leadership role with a collegiate institution, committee, program or activity.  2. Appropriate experience - athletic director, conference/college administrator, senior staff (volleyball specific experience preferred but not required), international representation experience, High Performance program management and/or development, etc. to adequately represent indoor high performance programs and development.  3. Demonstrate a significant degree of involvement with a broad spectrum of sport administration, programming development (volleyball experience preferred but not required).
Junior Elite Indoor	1 person with 1 vote	2010 4 year term	A slate of individuals shall be nominated by the appropriate USAV constituency from among individuals considered to be representative of junior elite indoor volleyball and approved by	When considering an individual as a nominee for election to the USAV Board of Directors representing Junior Elite Indoor the candidate should meet or exceed the following criteria:

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			the NGC. Should the NGC not approve, the same constituency may either provide additional rationale or nominate additional individuals.	1. Appropriate experience to adequately represent the high performance aspect of junior indoor volleyball such as junior club director, junior coach, junior event programming, etc.
National Beach Tour (Currently the AVP)	1 person with 1 vote	2011 4 year term	The individual shall be nominated by the USAV-recognized National Beach Tour (currently the AVP) and approved by the Nominating and Governance Committee. Should the Nominating and Governance Committee not approve, the National Beach Tour may either provide additional rationale or nominate another individual.	When considering an individual as a nominee for election to the USAV Board of Directors representing the USAV-recognized National Beach Tour the candidate should meet or exceed the following criteria:  1. Leadership role with the National Beach Tour.  2. Demonstrate a significant degree of involvement with a broad spectrum of beach volleyball sport administration programming, international operations and / or high performance development.
Beach Elite / Development	1 person with 1 vote	2012 4 year term	A slate of at least three (3) individuals shall be nominated by the Beach Volleyball Search Committee (currently USAV's Director of International Beach Programs and AVP's Director of AVP Next) and submitted to the NGC. The NGC shall select the individual based on its evaluation of the nominees against the minimum criteria, overall suitability for the Board position and ability to serve the best interests of USAV and the sport	When considering an individual as a nominee for election to the USAV Board of Directors representing Beach Elite Development the candidate should meet or exceed the following criteria:  1. Leadership role within the beach development community.  2. Significant involvement with a broad spectrum of either elite and / or developmental beach programming coaching or event operation.
Coach	1 person with 1 vote	2009 4 year term	The individual shall be nominated by the American Volleyball Coaches Association (AVCA) Board of Directors and approved by the NGC. Should the NGC not approve, the AVCA may either provide additional rationale or nominate another individual.	When considering an individual as a nominee for election to the USAV Board of Directors representing Coaches the candidate should meet or exceed the following criteria:  1. Leadership role in the coaching profession, coaching administration coach development and / or coach training and education.

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				2. Experience with international coaching and / or high performance development preferred.
Official	1 person with 1 vote	2011 4 year term	The NGC shall require a submission from the appropriate Official's constituency of a minimum of three (3) nominees who meet the established criteria. The NGC will evaluate the nominees against the minimum criteria, overall suitability for the Board position and ability to serve the best interests of USAV and the sport. Those nominees selected shall be sent to the appropriate Official's constituency to stand for election. If nominees are rejected by the NGC, and the number of nominees falls below two (2) nominees per position, the NGC shall request the submission of additional nominees until at least two (2) NGC-approved nominees are identified per position.	When considering an individual as a nominee for election to the USAV Board of Directors representing Officials the candidate should meet or exceed the following criteria:  1. Leadership role with an established official's organization.  2. Member in good standing with an official's organization.  3. Demonstrate a significant degree of involvement with a broad spectrum of officiating programming.  4. International, national and / or state championship level officiating experience preferred.
At Large	1 person with 0 vote	2012 4 year term then position eliminated from Board	The NGC shall present a slate of at least three (3) nominees to the USAV Board of Directors. The Board shall elect the At Large Director from the slate presented with the successful nominee requiring at least a majority of the votes of those board members present and voting.	When considering an individual as a nominee for election to the USAV Board of Directors for the At Large position the candidate should meet or exceed the following criteria:  1. The individual shall have a minimum of 12 years of executive and / or leadership experience with USAV in a variety of roles.  2. Ability to serve the best interests of USAV and the sport.  3. Ability to bring a "historical" perspective by virtue of background and experience.

An "independent director" will be determined to have no material relationship with USAV in the preceding two years, either directly or through an organization that has a material relationship with USAV. A relationship will be "material" if, in the judgment of the NGC it would interfere with the director's independent judgment.

**PROPOSED MEETING SCHEDULE:**

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March: ~~Teleconference with a full morning or afternoon blocked.~~

May: Regularly scheduled in person meeting of two (2) days in conjunction with the Annual Meetings / USAV Congress.

September: Regularly scheduled in person meeting of three (3) days with focus on strategic planning and status of current year's budget performance.

December: ~~In person meeting of two (2) days if needed~~ ~~Teleconference with full morning or afternoon blocked~~ with primary focus being budget approval for following year.

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**PROPOSED BUDGET:**

Assumption: USAV covers expenses of all 16 Board members.

NEW	BOARD OF DIRECTORS	\$51,200 <del>35,512</del>	<p>March Teleconference: 3 hours = 180 minutes @ \$0.20 per minute = \$36. [<del>\$36</del>]</p> <p>May Meeting: 16 members (2 nights, 3 days). @ \$450 = \$7,200. Hotel = 10 rooms (double occupancy with extra rooms for gender considerations) @ \$120 x 2 nights = \$2,400. Per Diem = 16 x \$45 x 3 days = \$2,160. AV / Refreshments / Misc. = \$2,000 per day = \$4,000. [<del>\$15,760</del>]</p> <p>September-May Meeting: 16 members (3 nights, 4 days). Air = 16 @ \$450 = \$7,200. Hotel = 10 rooms (double occupancy with extra rooms for gender considerations) @ \$120 x 3 nights = \$3,600. Per Diem = 16 x \$45 x 4 days = \$2,880. AV / Refreshments / Misc. = \$2,000 per day = \$6,000. [<del>\$19,680</del>]</p> <p>September Meeting: 16 members (2 nights, 3 days). Air = 16 @ \$450 = \$7,200. Hotel = 10 rooms (double occupancy with extra rooms for gender considerations) @ \$120 x 2 nights = \$2,400. Per Diem = 16 x \$45 x 3 days = \$2,160. AV / Refreshments / Misc. = \$2,000 per day = \$4,000. [<del>\$15,760</del>]</p> <p>December Teleconference Meeting: 16 members (2 nights, 3 days). Air = 16 @ \$450 = \$7,200. Hotel = 10 rooms (double occupancy with extra rooms for gender considerations) @ \$120 x 2 nights = \$2,400. Per Diem = 16 x \$45 x 3 days = \$2,160. AV / Refreshments / Misc. = \$2,000 per day = \$4,000. [<del>\$15,760</del>]</p> <p>3 hours = 180 minutes @ \$0.20 per minute = \$36. [<del>\$36</del>]</p>
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## Appendix B

### OFFICERS of the CORPORATION

Number and Qualifications. [Executive Committee recommendations/motions] The officers of the corporation shall be a Corporate Treasurer and a Corporate Secretary. The Secretary shall be the corporation's general counsel or another appropriate individual and / or employee of the corporation designated by the CEO.

The corporation employee's term as Secretary shall end automatically when his or her employment by the corporation ends, or when the CEO designates a different individual to serve as Secretary. In any circumstance in which the CEO has not designated an employee to serve as Secretary, the Board may select a Board member or another individual employed by the corporation to serve as Secretary until a new Secretary is designated by the CEO.

The initial Treasurer shall be selected by the members of the currently-seated Board to serve for a term to end at the conclusion of the 2012 Summer Olympic Games. Subsequent to the initial term the Treasurer shall be elected by the re-structured Board at the last scheduled meeting prior to the conclusion of the 2012 Summer Olympic Games for a term to be set by the Board prior to that meeting. If the election of Treasurer shall not be held at such meeting, such election shall be held as soon as convenient thereafter. The Treasurer shall hold office until the Treasurer's successor shall have been duly elected and qualified, or until the Treasurer's earlier death, resignation, disability, disqualification, termination, or removal. In the event of death, resignation, disability, disqualification, termination, or removal of the Treasurer, the office shall be filled by a majority vote of the members of the Board who are present at a properly called and conducted meeting of the Board.

Vacancies. The Treasurer or the Secretary may resign at any time from their positions as officers of the corporation by giving written notice to the Chair of the Board or the CEO as appropriate and the other members of the Board. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in the office of Treasurer, however occurring, shall be filled by the Board for the unexpired portion of the term. A vacancy in the office of Secretary, however occurring, shall be filled as soon as practical by the CEO. An officer shall be deemed to have resigned in the event of such officer's incapacity as determined by a court of competent jurisdiction.

Authority and Duties of Officers. The officers of the corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board, the CEO or these Bylaws, except that in any event each officer shall exercise such powers and perform such

duties as may be required by law.

Treasurer. The Treasurer shall keep, or direct another to keep, the accounting records of the Corporation. From time to time, at the request of the Chair or of the Directors, the Treasurer shall prepare, or cause another or others under supervision to prepare, and submit to the Board of Directors statements of the financial condition of the Corporation, including the investment portfolio. Periodically the Treasurer shall review the budget to ensure compliance with the approval of expenditures and financial policy for consideration by the Board of Directors at its last meeting prior to the beginning of the new fiscal year. The Treasurer shall Chair the Finance, Budget & Compensation Committee. The Treasurer also shall have such other powers, and perform such other duties, as from time to time may be assigned by the Board of Directors.

Secretary. The Secretary shall, or cause another to, (a) keep the minutes of the proceedings of the Board and any committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation; 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 to the Secretary by the CEO or by the Board. Assistant secretaries appointed by the Secretary, if any, shall have the same duties and powers, subject to supervision by the Secretary. Revision: May 22, 2007. One of the assistant secretaries shall be the Recording Secretary. The Recording Secretary will be appointed by the Chair of the Board with the approval of the board. USAV staff is not eligible to serve in this position. The primary duty of the Recording Secretary will be to record and distribute for approval the minutes of all Board meetings. This person may be paid for their services on a "contract labor basis" at a rate commensurate with comparable services.

- A. Officers shall perform their functions with due care. No person may serve simultaneously as an officer of the corporation and as an officer of an organization holding membership in the corporation.
- B. The Treasurer may be removed at any time for cause by the affirmative vote of two-thirds of the total voting power of the Board (excluding the voting power of the Treasurer, if any). The Treasurer may be removed at any time not for cause by the affirmative vote of not less than three-fourths of the voting power of the Board (excluding the voting power of the Treasurer, if any).

All officers, directors, and employees handling funds of the corporation shall be bonded or insured in such amounts as may be determined from time to time by the CEO. The expense of furnishing such bonds shall be paid by the corporation.

**COMMITTEES AND TASK FORCES**

Committees. The corporation shall have the following committees: Audit; Ethics and Eligibility; Finance, Budget and Compensation; and Nominating and Governance. By one or more resolutions adopted by a majority of the directors then in office, the Board or the CEO may designate one or more additional committees or task forces, each of which, to the extent provided in the resolution establishing such committee, shall have and may exercise all of the authority of the Board or the CEO, respectively, as is delegated to them by the Board or CEO respectively, except as prohibited by statute. The delegation of authority to any committee shall not operate to relieve the Board or any member of the board or the CEO from any responsibility imposed by law. Rules governing procedures for meetings of any committee of the Board shall be as established by the Board or, in the absence thereof, by the committee itself. Rules governing procedures for meetings of any committee established by the CEO shall be as established by the CEO.

**Audit Committee**

An independent director on the Board with financial experience will be on the Audit Committee. The Audit Committee will periodically meet separately in executive session individually with management, USAV's financial staff, and USAV's outside auditor. In addition, the Audit Committee, or a designated representative of the Committee, will meet with the outside auditor prior to the release and filing of USAV's financial reports, to review such materials.

- A. The Audit Committee shall consist of three members; no more than one shall be a member of the Board.
- B. The Board shall appoint the members of the Audit Committee and its chair.
- C. The responsibilities of the Audit Committee shall include the following:
  1. to discuss with management and the independent auditor the annual audited financial statements including matters required to be reviewed under applicable legal, regulatory or other requirements;
  2. to discuss with management and the independent auditor, as appropriate, press releases and financial information provided to the public;
  3. to recommend the independent auditor to examine the corporation's accounts, controls and financial statements. The Audit Committee shall have the authority to evaluate and recommend the independent auditor for selection by the Board. The Audit Committee shall also have the authority to recommend to the Board that the independent auditor be replaced. The Audit Committee shall have the sole authority to approve all audit engagement fees and terms and the Audit Committee must pre-approve any non-audit service provided to the corporation by the corporation's independent auditor;
  4. to discuss with management and the independent auditor, as appropriate, any audit problems or difficulties and management's response, and the corporation's risk assessment and risk management policies, including the corporation's major financial risk exposure and steps taken by management to monitor and mitigate such exposure;

5. to review the corporation's financial reporting and accounting standards and principles, significant changes in such standards or principles or in their application and the key accounting decisions affecting the corporation's financial statements, including alternatives to, and the rationale for, the decisions made;
6. to review and approve the internal audit staff function, including: (i) purpose, authority and organizational reporting lines; (ii) annual audit plan, budget and staffing; and (iii) concurrence in the appointment, and compensation of the Director of Internal Audit, if any;
7. to review, with the CEO, Chief Financial Officer, Director of Internal Audit, General Counsel, independent auditors, and/or others, as the committee deems appropriate, the corporation's internal system of audit and financial controls and the results of internal and independent audits;
8. to be responsible for establishing procedures creating effective mechanisms for employees and others to make complaints relating to accounting practices, internal accounting controls, or audit matters, with provisions for confidential anonymous submission by employees and others. The Audit Committee shall have access to all complaints concerning the corporation's finances and their disposition, and shall provide safeguards to prevent retaliation against employees and others who make such complaints;
9. to obtain and review at least annually a formal written report from the independent auditor delineating: the auditing firm's internal quality-control procedures; any material issues raised within the preceding five years by the auditing firm's internal quality-control reviews, by peer reviews of the firm, or by any governmental or other inquiry or investigation relating to any audit conducted by the firm. The Audit Committee will also review steps taken by the auditing firm to address any findings in any of the foregoing reviews. Also, to assess auditor independence, the Audit Committee will review at least annually all relationships between the independent auditor and the corporation;
10. to prepare and publish an annual committee report in the corporation's annual report;
11. to recommend policies for the hiring of employees or former employees of the corporation's independent auditor; and
12. to engage in such other functions as are assigned to the Audit Committee by the Board.

<b><i>Ethics and Eligibility Committee</i></b>
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- A. The Ethics and Eligibility Committee shall consist of five members, none of whom shall be Board members. The Nominating and Governance Committee shall appoint the chair of the Ethics and Eligibility Committee. In consultation with the Chair, the Nominating and Governance Committee shall appoint the other members of the Committee. The Ethics and Eligibility Committee shall include at least twenty percent (20%) athletes who have competed as members of United States national teams in the Olympic, Pan American or Paralympic Games, or other major amateur international competition, within the ten (10) years preceding the date when they start serving as members of the committee.
- B. The responsibilities of the Ethics and Eligibility Committee shall be as follows:

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1. to develop, administer and oversee compliance with the USOC-approved Code of Ethics;
2. to adjudicate all allegations, complaints, penalties and appeals that are the direct responsibility of the Corporation. To assure due process, a Member Organization, team, or individual(s) shall have the right to be heard by the Ethics and Eligibility Committee and/or any other Adjudicating Authority within the Corporation prior to action affecting eligibility to participate in Corporation events being taken. An initial review of ethics or eligibility questions may be heard by telephone or other direct communication and does not necessarily imply a face-to-face meeting. Decisions of Adjudicating Authorities shall be formalized in writing and forwarded to all affected parties by registered mail;
3. to review the ethics and compliance of staff functions, including: (1) purpose, authority and organizational reporting lines; (ii) annual ethics and compliance plan, budget and staffing; and (iii) the appointment and compensation of the internal ethics and compliance staff head;
4. to review, with the CEO, Chief Financial Officer, internal compliance staff head, General Counsel, or others, as the committee deems appropriate, the corporation's system of ethics and compliance;
5. to review and investigate any matters pertaining to the integrity of management, including conflicts of interest, or adherence to standards of business conduct as required in the policies of the corporation. This should include regular reviews of the ethics and compliance processes in general and the corporate ethics and compliance education, disclosure, and reporting processes in particular. In connection with these reviews, the Ethics and Eligibility Committee will meet, as deemed appropriate, with the CEO, General Counsel, the ethics and compliance staff head, and others;
6. to prepare and publish an annual committee report in the corporation's annual report; and
7. to set policies for the hiring of employees or former employees of the corporation's member organizations, vendors/consultants, and Olympic family organizations.
8. To appoint sub-committees as needed to fulfill the responsibilities of the committee.

***Finance, Budget and Compensation Committee***

- A. The Finance, Budget and Compensation Committee shall consist of five members; no more than two shall be members of the Board.
- B. The Treasurer shall Chair the Committee. With the approval of the Board, the Treasurer will appoint the four other members of the committee.
- C. The responsibilities of the Finance, Budget and Compensation Committee shall be as follows:
  1. to assist Senior Management in the development, preparation and presentation of the annual budget of the Corporation;

2. to conduct periodic “quarterly reviews” of the Corporation’s financial statements to ensure that significant variances from budget do not occur;
3. to assist the Board in developing and evaluating potential candidates for the CEO position, and to oversee the development of executive succession plans;
4. to review and approve on an annual basis the CEO's compensation in light of the Board's expectations, goals, and objectives. The Finance, Budget and Compensation Committee shall evaluate at least once a year the CEO's performance in light of these established goals and objectives and based upon these evaluations shall set the CEO's annual compensation, including salary, bonus, incentive, and any other compensation;
5. to review and approve on an annual basis the evaluation process and compensation structure for the corporation's senior executive management. The Finance, Budget and Compensation Committee shall also provide oversight of management's decisions concerning the performance and compensation of other corporation executives, and the corporation's policies concerning benefits, retirement plans and contributions thereto, relocation benefits, and all other forms of benefits offered to the corporation's employees;
6. to review the corporation's incentive compensation and other compensation plans and recommend changes to such plans to the Board as necessary. The Finance, Budget and Compensation Committee shall have and shall exercise the authority of the Board with respect to the administration of such plans;
7. to conduct periodic review of the reasonableness of the compensation of the corporation's executives using relevant market benchmarks and survey data;
8. to review regularly management succession planning;
9. to maintain regular contact with the executive leadership of the corporation; and
10. to prepare and publish an executive compensation report in the corporation's annual report and other documents.
11. Continue to operate according to current policy and procedures.

<b><i>Nominating and Governance Committee</i></b>
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- A. The Nominating and Governance Committee shall consist of seven members (Reference Attachment A).
- B. **TERM OF SERVICE:** The term for all Nominating and Governance Committee (NGC) positions shall be for the Quadrennial. All positions on the Committee shall be appointed and / or elected no later than December 31 of the year of each of the Summer Olympic Games. Committee members are eligible to serve no more than two consecutive terms. Any portion of a term shall be considered a full term. After a term of absence, an individual is again eligible to serve on the Committee. NGC members are not eligible to serve as a Board member during their term of service on the Committee.
- C. **VACANT POSITIONS:** The appropriate constituent group shall appoint and / or elect a replacement to fill the vacant position within a 30-day period of the vacancy. In the event the vacant position is not filled by the constituent group within the 30-day period, the Chair of the NGC shall be responsible for appointing a person, meeting the criteria, to fill the vacant position for the remainder of the term.

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- D. *DIVERSITY*: The NGC shall be sensitive to the desirability of diversity consistent with USAV's policy that all governance units of the corporation should reflect the diversity of the population. This principle shall be applied when selecting nominees for election and appointment for all structures and substructures.
- E. *GUIDING PRINCIPLE*: NGC members shall deliberate, advocate and act for the overall good of USA Volleyball and the sport.
- F. The responsibilities of the NGC shall be as follows:
1. To lead the search for individuals qualified to become members of the Board of USA Volleyball (USAV) and to select independent directors. The Nominating and Governance Committee shall seek out individuals to serve as directors who shall have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment, and who shall be most effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of USAV;
  2. To review the Board's committee and commission structure and when requested recommend to the Board for its approval possible candidates to serve as members of each substructure. The Nominating and Governance Committee shall review and recommend slates annually and shall recommend additional members to fill vacancies, as requested by the Board;
  3. To work with USAV's Chief Executive Officer (CEO) to develop and implement an appropriate orientation program for new directors and continuing education of existing directors;
  4. To develop and recommend to the Board for its consideration a set of corporate governance guidelines. The Nominating and Governance Committee shall review the guidelines on an annual basis, or more frequently if appropriate, and recommend changes as necessary;
  5. To develop and recommend to the Board for its consideration an annual self-evaluation process of the Board and its substructures. The Nominating and Governance Committee shall oversee the annual self-evaluations;
  6. To perform such other duties as assigned by the Board; and
  7. The Nominating and Governance Committee shall select its own Chair, for a two (2) year term, from among its members.

<b><i>Committees of the Board – General</i></b>
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1. Membership on standing committees shall not exceed five (5) individuals, other than the Nominating and Governance Committee (7). USAV committees will be of the minimum number and size possible to permit both conduct of the sport and appropriate board governance. ***No Board Member may serve on the NGC or the Ethics & Eligibility Committee. Of the three (3) persons on the Audit Committee no more than one (1) may be a Board Member. Of the five (5) persons on the Finance, Personnel and Compensation Committee, no more than two (2) may be Board Members.***
2. Committee agendas will be developed by the Committee Chair in consultation with the appropriate members of USAV management and with the input of other directors.
3. Committee members will be expected to attend in person all regularly scheduled committee meetings. Participation by telephone will be permitted in extenuating circumstances.
4. Each Committee Chair will make a report (oral or written) on committee matters to the Board at least once a year and generally at the next regularly scheduled Board meeting after each committee meeting.
5. Committees and advisory task forces will have at least twenty percent athlete representation defined consistently with the USOC's requirements in this area.
6. Each Board committee shall have the authority to delegate any of its responsibilities to a sub-committee or to an individual member of the committee as the Board committee may deem appropriate in its discretion, subject to review and oversight by the Board.

**ATTACHMENT A**

<b><u>Member Description</u></b>	<b><u>Term</u></b>	<b><u>Process</u></b>	<b><u>Criteria</u></b>
<p><b>1 Individual Continuity Position</b></p>	<p>January 1, 2009 – December 31, 2012</p>	<p>One individual shall be elected to a four year term by the previous NGC from among its members who are eligible for a 2<sup>nd</sup> term.</p> <p>The NGC shall exhibit reasonable efforts to achieve diversity in soliciting nominees from among its members.</p>	<p>Qualified per NGC evaluation.</p> <p>Nominees for election to the NGC are not eligible to be a nominee for the Board that shall be seated subsequent to the Summer Olympic Games.</p>
<p><b>2 Athletes (1 from Beach and 1 from Indoor)</b></p>	<p>January 1, 2009 – December 31, 2012</p>	<p>The athletes shall be elected by the USOC eligible athlete constituency.</p> <p>The Athlete Constituency shall exhibit reasonable efforts to achieve diversity in soliciting nominees from among its members.</p>	<p>The nominated athletes shall meet the USOC-eligible athlete criteria.</p> <p>Nominees for election to the NGC are not eligible to be a nominee for the Board that shall be seated subsequent to the Summer Olympic Games.</p>

<p><b>1 Individual</b>   <b>Regional Volleyball Association</b></p>	<p>January 1, 2009 – December 31, 2012</p>	<p>The individual shall be elected by the appropriate RVA constituency.</p> <p>The appropriate RVA constituency shall exhibit reasonable efforts to achieve diversity in soliciting nominees from among its members.</p>	<p>Qualified per RVA constituency evaluation.</p> <p>Nominees for election to the NGC are not eligible to be a nominee for the Board that shall be seated subsequent to the Summer Olympic Games.</p>
<p><b>2 Individuals</b>   <b>Sport Discipline Representatives</b></p>	<p>January 1, 2009 – December 31, 2012</p>	<p>The two individuals shall be elected by the USA Volleyball Board. One (1) member shall represent the indoor discipline and one (1) member shall represent the beach discipline.</p> <p>The USA Volleyball Board shall exhibit reasonable efforts to achieve diversity in soliciting nominees.</p>	<p>Qualified per USA Volleyball Board evaluation.</p> <p>Nominees for election to the NGC are not eligible to be a nominee for the Board that shall be seated subsequent to the Summer Olympic Games.</p>

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<p><b>1 “Independent” Individual</b></p>	<p>January 1, 2009 – December 31, 2012</p>	<p>The individual shall be selected by the (previous) NGC.</p> <p>The NGC shall exhibit reasonable efforts to achieve diversity in soliciting nominees.</p>	<p>Qualified per NGC evaluation and meeting the USOC definition of “independent”.</p> <p>Nominees for selection to the NGC are not eligible to be a nominee for the Board that shall be seated subsequent to the Summer Olympic Games.</p>
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An "independent director" will be determined to have no material relationship with USAV in the preceding two years, either directly or through an organization that has a material relationship with USAV. A relationship will be "material" if, in the judgment of the USOC it would interfere with the director's independent judgment.

## Appendix C

**Existing substructures are indicated, all others are proposed and many incorporate parts of existing substructures under different names and functionalities. There is no time table for the establishment of these substructures; some may need to be formed and populated immediately, others may wait for the need to be identified.**

### **General Definitions:**

- **Committees** (Standing): The four standing committees of Nominating & Governance Committee, Audit Committee (existing), Ethics & Eligibility Committee (existing) and the Finance, Budget & Compensation Committee (existing) which operate continually are primary substructures of USAV which have specific missions with specialized, mandated functions which have major impact to the corporation and member organization programs. The committees report directly to the Board of Directors. Committee size shall be determined by the Board of Directors and generally will not exceed seven members.
- **Commissions:** Primary substructures of USAV established to address specialized functions within an area(s) of responsibility or interest which has a major impact on the corporation. Commission size shall be determined by the Chief Executive Officer and generally will not exceed ten members.
- **Sub-commissions:** Substructure of USAV established to address specific responsibilities directly related to the area(s) of responsibility of a commission. Sub-commission size shall be determined by the Chief Executive Officer and generally will not exceed eight members.
- **Caucus:** Substructure of USAV allowing a larger gathering of a special interest group.
- **Departments:** Major administrative divisions of USAV under direction of USAV staff and direct supervision of the Chief Executive Officer with specific areas of responsibilities for the corporation.

**In general, committees report to the Board of Directors and commissions report to staff within a department.**

### **Diversity Commission (existing)**

1. Authority: The Board of Directors may establish a Diversity Commission.
2. Accountability: The CEO shall appoint a Chair for this Commission.
3. Mission/Responsibilities:
  - a. Identify, recruit and mentor individuals from underrepresented populations within volleyball;
  - b. Interact with all Member Organizations to assess the status of volleyball involvement of underrepresented populations in participation and leadership roles;

- c. Develop and maintain a strategic plan for diversity in volleyball and periodically review the corporation's compliance with the plan;
  - d. Engage the Member Organizations in implementing the diversity in volleyball plan; and
  - e. Identify and recognize individuals and organizations that demonstrate a successful commitment to diversity.
4. Composition: interested representatives appointed by the Chair in consultation with the staff liaison.

**Rules Testing Commission (existing)** The *FIVB Rules of Play* shall be the official rules of play in the United States.

1. Authority: The Board of Directors may establish a Rules Testing Commission.
2. Accountability: The CEO shall appoint a Chair for this Commission. Recommendations of this Commission are subject to the review of the Board.
3. Mission/Responsibilities:
  - a. Review *FIVB Rules of Play* and recommend a publication format for the United States that includes brief notations when dictated by United States insurance regulations or safety issues. Only in those cases where the FIVB rules are vague or confusing due to language translations may the Commission add visibly differentiated commentary to clarify the intent of the rule. A United States representative to a FIVB Rules-related Commission shall review and approve the commentaries prior to final approval by the Board.
  - b. Identify and implement the testing of changes to the rules where the Commission may see a compelling need for change at the international level. Any testing done shall be followed by a written analysis. Should the test results support a need for change, recommendations approved by the Board shall be forwarded to the FIVB Rules Commission for consideration.
  - c. Recommend a publication format for Domestic Competition Regulations that includes:
    - i. FIVB rules with safety notations and translation commentaries;
    - ii. Modifications for outdoor, developmental recreational and other play;
    - iii. Modifications for special categories of play to include Co-Ed, Reverse Co-Ed and other rules as requested by Member Organizations; and
    - iv. Modifications for USA Volleyball nationally-sanctioned championship events.
  - d. Send a Commission member to represent the Rules Testing Commission at the meeting of the rules committees of the NCAA, the National Federation of State High School Associations (NFHS) and of any other organization deemed appropriate by the Commission. All appointments shall be made by the Chair and approved by the Executive Committee.
4. Composition: interested representatives appointed by the Chair in consultation with the staff liaison.

**Indoor High Performance Commission**

1. Authority: The Board of Directors may establish a High Performance Commission.

2. Accountability: The CEO shall appoint a Chair for this Commission.
3. Mission/Responsibilities:
  - a. Serve as the primary lay substructure to assist and advise the High Performance Department of USAV with all areas of the High Performance Pipeline.
  - b. Monitor and evaluate the activities conducted to identify and train international caliber athletes within USAV.
4. Composition: interested representatives from Member Organizations with active HP programming.

**Beach High Performance Commission**

1. Authority: The Board of Directors may establish a Beach High Performance Commission.
2. Accountability: The CEO shall appoint a Chair for this Commission.
3. Mission/Responsibilities:
  - a. Serve as the primary lay substructure to assist and advise the High Performance Department of USAV with all areas of the Beach High Performance Pipeline.
  - b. Monitor and evaluate the activities conducted to identify and train international caliber athletes within USAV.
4. Composition: interested representatives from Member Organizations with active HP programming.

**Indoor Championship Events Commission (ICEC) (existing)**

1. Authority: The Board of Directors may establish an Indoor Championship Events Commission to assist the Events Department of the Corporation by addressing issues and making recommendations regarding various areas related to USA Championship Events.
2. Accountability: The CEO shall appoint a Chair for the Indoor Championship Events Commission.
3. Mission/Responsibilities:
  - a. Serve as the primary lay substructure to assist and advise the Events Department of the Corporation with regard to all USA National Indoor Championship and National Indoor Qualifier Events.
  - b. Evaluate programs of Indoor USA Championships and National Qualifier Events to ensure the quality of the events and the quality of event management.
  - c. Ensure that the events meet the needs of all participants.
  - d. Forward the concerns of the USAV constituencies that are involved in championship events for discussion and recommendation to the Events Department of the Corporation.
  - e. Continually evaluate the selection process and the assignment of teams to appropriate tournaments and levels of play.
  - f. Assist Member Organizations, through a defined process, on how they may access Indoor USA Championship Events.
  - g. Identify needs and propose appropriate budget adjustments for recommendation to the Events Department of the Corporation.
  - h. Ensure established policy related to the conduct of all Indoor USA Championship Events is followed.
  - i. Assist with the training and mentoring of a cadre of arbitrators and event specialists.

- j. Ensure Indoor USA Championship Events adhere to the established policies, rules and regulations of all entities which may have regulatory authority over a vested interest in USAV events.
  - k. Forward recommendations from individual events regarding site selection, championship staff additions or changes, arbitrator issues, procedures of ethics and eligibility panels, computer needs, equipment/supplies upgrades and awards/recognitions to the Board of Directors and/or the Events Department of the Corporation.
4. Composition:
- a. CEC Chair: (Appointed by the USAV CEO)
  - b. Representative from Official's Commission (Chair or Designee)
  - c. Representative from Indoor Junior Events Sub-Commission (Chair or designee)
  - d. Representative from the Indoor Adult Events Sub-Commission (Chair or designee)
  - e. Arbitrator Representative (designated by Corporate Ethics & Eligibility Committee Chair)
  - f. Representative from the Indoor Championship Directors Sub-Commission (ICDC)

**Indoor Championship Director's Sub-Commission (ICDC) (existing)** Composition: the Event Director's of USAV's indoor Championship events. The sub-commission is chaired by the CEC Chair.

**Qualifier/Bid Event Director's Caucus**

- 1. Authority: The Board of Directors may establish a Qualifier/Bid Event Director's Caucus to assist the Championship Events Commission by addressing issues and making recommendations regarding various areas related to USA Championship Qualifier and Bid Events.
- 2. Accountability. The Caucus shall be supervised by the Chair of the Championship Events Commission.
- 3. Mission/Responsibilities: Serve as the primary lay substructure representing the interests of the National Qualifier and Bid Events.
- 4. Composition: Interested Qualifier and Bid Event Directors or designees.

**Indoor Junior Events Sub-Commission**

- 1. Authority: The Board of Directors may establish an Indoor Junior Events Sub- Commission to assist the Championship Events Commission by addressing issues and making recommendations regarding various areas related to USA Junior Championship Events.
- 2. Accountability. The Sub-Commission shall be supervised by a Chair appointed by the Chair of the Championship Events Commission and approved by the CEO.
- 3. Mission/Responsibilities: Serve as the primary lay substructure representing the interests of the representatives of the junior community in Member Organizations.
- 4. Composition: Interested representatives of the junior community in various Member Organizations.

**Indoor Adult Events Sub-Commission**

- 1. Authority: The Board of Directors may establish an Indoor Adult Events Sub-Commission to assist the Championship Events Commission by addressing issues and making recommendations regarding various areas related to USA Adult Championship Events.

2. Accountability. The Sub-Commission shall be supervised by a Chair appointed by the Chair of the Championship Events Commission and approved by the CEO.
3. Mission/Responsibilities: Serve as the primary lay substructure representing the interests of the representatives of the adult community in Member Organizations.
4. Composition: Interested representatives of the adult community in various Member Organizations.

**Sports Medicine & Performance Commission (existing)**

1. Authority: The Board of Directors may establish a Sports Medicine and Performance Commission.
2. Accountability: The CEO shall appoint a Chair for the Sports Medicine and Performance Commission.
3. Mission/Responsibilities:
  - a. Serve as the coordinating group for sports medicine and performance research within the United States Volleyball Association.
  - b. Be the clearinghouse for the dissemination of sports medicine and performance information to the volleyball community.
4. Composition: qualified representatives in the sports medicine field selected by the Chair and the CEO.

**Grassroots Commission**

1. Authority: The Board of Directors may establish a Grassroots Commission.
2. Accountability: The CEO shall appoint a Chair for this Commission.
3. Mission/Responsibilities:
  - a. Serve as the primary lay substructure to assist and advise the USAV staff with all areas of grassroots development.
  - b. Monitor and evaluate the activities conducted to develop programs for recruitment, training and activities for grassroots level athletes within USAV.
4. Composition: interested representatives from Member Organizations.

**Officiating Commission**

1. Authority: The Board of Directors may establish an Official's Commission.
2. Accountability: The CEO shall appoint a Chair for this Commission.
3. Mission/Responsibilities:
  - a. Serve as the primary lay substructure to assist and advise the Board of Directors of USAV with all areas relating to officiating.
  - b. Monitor and evaluate the activities conducted to identify and train of all levels within USAV.
4. Composition: representatives from the International beach and indoor officials, from the RVAs and other Member Organizations selected by the Chair with the approval of the CEO.

**Official's Caucus**

- (1) Authority: The Board of Directors may establish an Official's Caucus to assist the Official's Commission with issues from different constituencies.
- (2) Accountability: The Caucus shall be supervised by the Chair of the Official's Commission.
- (3) Mission/Responsibilities: Serve as the primary lay substructure representing the interests of Member Organizations.
- (4) Composition: interested representatives from Member Organizations.

#### **Recognitions Commission**

1. Authority: The Board of Directors may establish a Recognitions Commission.
2. Accountability: The CEO shall appoint a Chair for the Recognitions Committee.
3. Mission/Responsibilities: Subcommittees may be established to recommend to the Board Corporate recognition of leaders, administrators, officials and players. In addition, this committee shall be responsible for conducting the "Dorothy C. Boyce Annual Awards Banquet."
4. Composition: interested individuals appointed by the USAV CEO.

#### **Beach Championship Events Commission (BCEC)**

1. Authority: The Board of Directors may establish a Beach Championship Events Commission to assist the Events Department of the Corporation by addressing issues and making recommendations regarding various areas related to USA Beach Championship Events.
2. Accountability: The CEO shall appoint a Chair for the Beach Championship Events Commission.
3. Mission/Responsibilities:
  - a. Serve as the primary lay substructure to assist and advise the Events Department of the Corporation with regard to all USA Beach National Championship Events.
  - b. Evaluate programs of USA Beach Championships Events to ensure the quality of the events and the quality of event management.
  - c. Ensure that the events meet the needs of all participants.
  - d. Forward the concerns of the USAV constituencies that are involved in championship events for discussion and recommendation to the Events Department of the Corporation.
  - e. Continually evaluate the selection process and the assignment of teams to appropriate tournaments and levels of play.
  - f. Assist Member Organizations, through a defined process, on how they may access USA Beach Championship Events.
  - g. Identify needs and propose appropriate budget adjustments for recommendation to the Events Department of the Corporation.
  - h. Ensure established policy related to the conduct of all USA Beach Championship Events is followed.
  - i. Assist with the training and mentoring of a cadre of arbitrators and event specialists.
  - j. Ensure USA Beach Championship Events adhere to the established policies, rules and regulations of all entities which may have regulatory authority over a vested interest in USAV events.

- k. Forward recommendations from individual events regarding site selection, championship staff additions or changes, arbitrator issues, procedures of ethics and eligibility panels, computer needs, equipment/supplies upgrades and awards/recognitions to the Board of Directors and/or the Events Department of the Corporation.
4. Composition:
- a. BCEC Chair: (Appointed by the USAV CEO)
  - b. Representative from Official's Commission (Chair or Designee)
  - c. Representative from Beach Junior Events Sub-Commission (Chair or designee)
  - d. Representative from the Beach Adult Events Sub-Commission (Chair or designee)
  - e. Arbitrator Representative (designated by Corporate Ethics & Eligibility Committee Chair)
  - f. Representative from the Beach Championship Directors Sub-Commission (BCDC)

**Beach Championship Director's Committee (BCDC)** Composition: the Event Director's of USAV's Beach Championship events. The Sub-Commission is chaired by the BCEC Chair.

**Beach Junior Events Sub-Commission**

1. Authority: The Board of Directors may establish a Beach Junior Events Sub- Commission to assist the Championship Events Commission by addressing issues and making recommendations regarding various areas related to USA Junior Beach Championship Events.
2. Accountability. The Sub-Commission shall be supervised by a Chair appointed by the Chair of the Beach Championship Events Commission and approved by the CEO.
3. Mission/Responsibilities: Serve as the primary lay substructure representing the interests of the representatives of the junior community in Member Organizations.
4. Composition: Interested representatives of the junior community in various Member Organizations.

**Beach Adult Events Sub-Commission**

1. Authority: The Board of Directors may establish a Beach Adult Events Sub-Commission to assist the Beach Championship Events Commission by addressing issues and making recommendations regarding various areas related to USA Adult Beach Championship Events.
2. Accountability. The Sub-Commission shall be supervised by a Chair appointed by the Chair of the Beach Championship Events Commission and approved by the CEO.
3. Mission/Responsibilities: Serve as the primary lay substructure representing the interests of the representatives of the adult community in Member Organizations.
4. Composition: Interested representatives of the adult community in various Member Organizations.

**Coaching Commission**

1. Authority: The Board of Directors may establish a Coach's Commission.
2. Accountability: The CEO shall appoint a Chair for this Commission.
3. Mission/Responsibilities:

- a. Serve as the primary lay substructure to assist and advise all departments of USAV with all areas relating to coaching.
  - b. Monitor and evaluate the activities conducted to identify and train all levels of coaches within USAV.
  - c. Work with staff on making all coaching education accessible, affordable, and flexible.
  - d. Evaluate ongoing programs and recommend methods of delivery and funding options for USAV coaching education options.
4. Composition: selected representatives from applicable Member Organizations with expertise in various areas of coaching males, females, indoor, beach, youth and adult.

**Disabled Sports Commission**

1. Authority: The Board of Directors may establish a Disabled Sports Commission.
2. Accountability: The CEO shall appoint a Chair for this Commission.
3. Mission/Responsibilities:
  - a. Serve as the primary lay substructure to assist and advise the USAV staff with all areas of relating to disabled volleyball athletes.
  - b. Monitor and evaluate the activities conducted to identify and train international caliber disabled athletes within USAV.
  - c. Monitor and evaluate the activities conducted to provide opportunities for all levels of disabled athletes within USAV.
4. Composition: interested representatives from applicable Member Organizations.

**Structure & Function Commission (existing)**

1. Authority: The Board of Directors may establish a Structure and Function Commission.
2. Accountability: The CEO shall appoint a Chair for the Structure & Function Commission.
3. Mission/Responsibilities:
  - a. Review the Corporation Articles of Incorporation, Bylaws, Operating Code, Policies and Procedures Manual and Administrative Manuals in terms of accuracy and applicability and to ensure compliance with the Amateur Sports Act of 1978, as amended by the Ted Stevens Olympic and Amateur Sports Act of 1998, Subsection 220522, and the policies of the USOC.
  - b. Recommend appropriate changes to the Secretary and the Board of Directors.
  - c. Ensure changes are made to all printed documents to comply with responsibilities of the Corporation.
4. Composition: qualified representatives appointed by the CEO.

**Marketing Commission:**

1. Authority: The Board of Directors may establish a Marketing Commission.
2. Accountability: The CEO shall appoint a Chair for the Commission.
3. Mission/Responsibilities:

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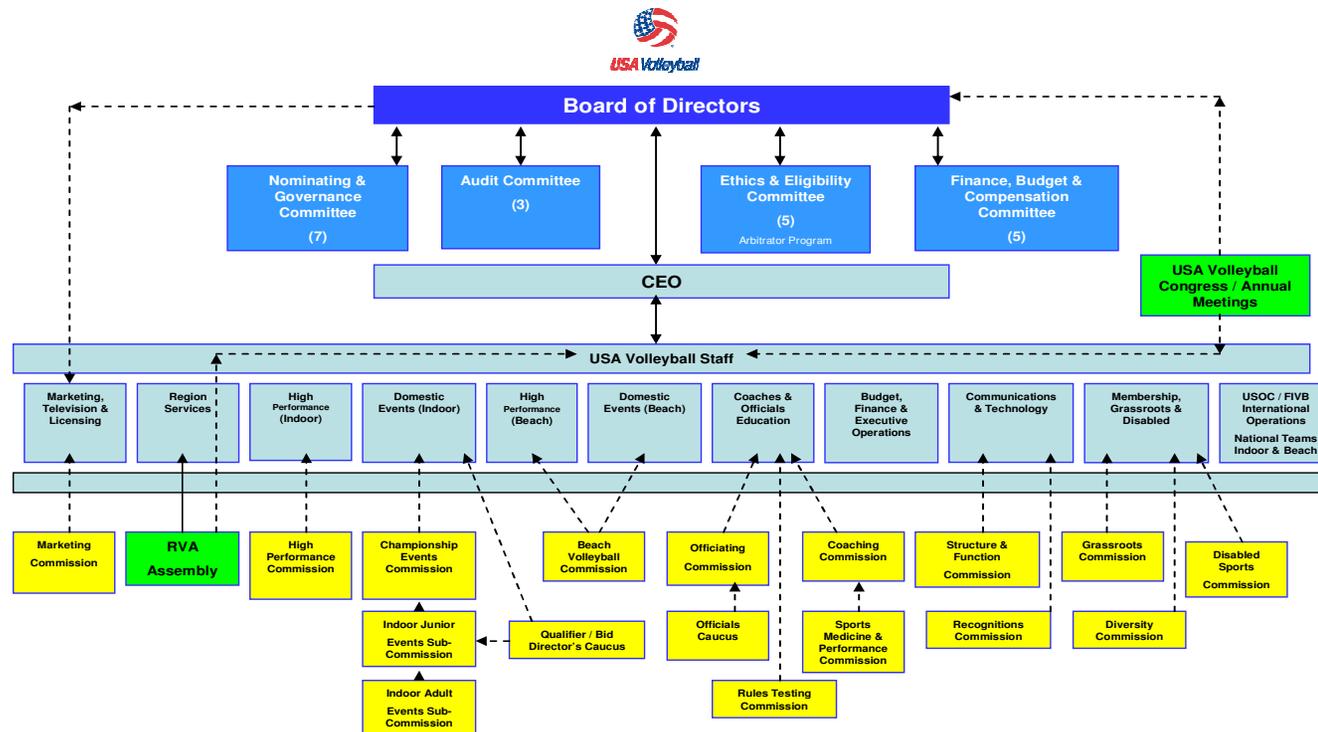
- a. Assist staff development of a strategic plan for “selling” the sport of volleyball in the marketplace.
  - b. Advise, report on and discuss new opportunities for marketplace penetration.
  - c. Monitor the volleyball and sporting culture marketplace for changes, new developments and new companies that may be interested in investing in volleyball.
  - d. Develop both a domestic and international strategy.
4. Composition: interested representatives appointed by the CEO with marketing and sales expertise and knowledge of the various constituencies of USAV, i.e. juniors, beach, international, etc.

**These are suggested definitions listed for each of the substructures below which need to be much more completely developed.**

**Regional Volleyball Association (RVA) Assembly (existing)** - Meeting coordinated by USAV staff for RVA representatives to conduct business impacting all RVAs, resolve inter-Regional issues and provide a forum for professional and sport development. The Assembly will assure direct input from the Junior (boys and girls) and Adult (Women and Men) constituencies to USVA staff. The Assembly shall be responsible for electing the RVA Representative to the USAV Board of Directors.

**USA Volleyball Congress** - Meeting coordinated by USAV staff for all Member Organizations and volleyball constituencies to provide a forum for professional and sport development and growth.

Appendix D



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## Appendix E

### ARTICLE XI ETHICS AND ELIGIBILITY PROCEDURES

Subject to Article XII of these Bylaws, the following procedures shall be utilized for all allegations, complaints, penalties and appeals that are the direct responsibility of the Corporation and which do not involve Corporation employees ~~other than athletes~~. Member organizations, teams, ~~or individuals~~ shall be entitled to due process when accused of violating ethics or eligibility policies or procedures of the Corporation. (Note: Federations, Territories and other organizations which do not have membership in the Corporation and/or individuals who are not registered with the Corporation or with ~~one of its Member Organizations~~ a Regional Volleyball Association who violate Corporation procedures or policies relating to Corporation activities are not entitled to due process from the Corporation related to the privilege of future or continued participation in Corporation events.). The Corporation Executive Vice President, or designee, shall resolve any questions concerning responsibilities of Corporation Adjudicating Authorities not clearly addressed by these Bylaws.

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**11.01 Ethics and Eligibility Adjudicating Authorities.** The Corporation shall appoint or recognize the following Ethics and Eligibility Adjudicating Authorities.

A. **Regional Volleyball Associations.** Each Regional Volleyball Association shall provide due process procedures to address alleged violations of ethics and eligibility policies or procedures relating to its activities or events. Each Regional Volleyball Association has complete and independent authority to sanction its members for violations of its policies or procedures. After exhaustion of due process within a Regional Volleyball Association, further appeal may be made to the Corporation Ethics and Eligibility Committee but only for a determination of whether the appealing party received adequate due process, in accordance with procedures, if any, established by the Corporation Regional Operations Division ~~with final appeal to the Corporation Ethics and Eligibility Committee as provided herein.~~

B. **Arbitrators.**

1. **Division (or other Substructure) Arbitrators.** A Division (or other substructure) of the Corporation may appoint a Division (substructure) Arbitrator to address Division-related alleged violations of ethics and eligibility policies or procedures pertinent to that Division not otherwise covered under these Bylaws. Subject to these Bylaws, any Division of the Corporation which appoints a Division Arbitrator(s) shall define the responsibilities and authority of its Division Arbitrator in the Division Administrative Manual. A Division Arbitrator may impose a sanction for up to the balance of the then current competition season; a Division Arbitrator may recommend a sanction effective beyond the current season, in which case the recommendation automatically shall be forwarded with notice to the potentially affected parties to the Division Ethics and Eligibility Appeals Committee for consideration under Art. XI C 1 below.
2. **Event Arbitrators.** In consultation with the President, relevant Division Vice Presidents, ~~and~~ the Chair of the National Championship Events Commission, the Executive Vice President shall appoint Event Arbitrators to hear and resolve ethics and eligibility issues for individuals or teams registered to participate at a Corporation event. Event Arbitrators shall have authority and follow general procedures as follows:
  - a. Have authority to address issues of ethics and eligibility for a Corporation event beginning with the first to occur of (I) forty-eight (48) hours before the first match of the event or (ii) the arrival in the event city of the first non-resident individual or team participating in the event. The authority of the Event Arbitrator shall cease upon the first to occur of (I) twelve hours after the final

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match of the event or (ii) departure of the Event Arbitrator from the host city.

- b. Have authority to impose sanctions for up to the duration of the event. Event Arbitrators may recommend a sanction which would continue beyond the term of the event.
- c. Shall convey decisions immediately to affected parties with notice that such decisions may be appealed to the Event Ethics and Eligibility Appeals Committee appointed for the event. Any recommendation for a sanction beyond the term of the event shall be communicated to the potentially affected parties and to the Event Ethics and Eligibility Appeals Committee (regardless of whether there is an appeal) for prompt hearing (with notice to the affected parties) to determine what action, if any, to be taken under Article XI C 2 below. Event ethics and eligibility issues discovered or occurring too late for consideration by the Event Arbitrator shall be referred to the Executive Vice President for assignment to the appropriate Adjudicating Authority for investigation and due process.

C. **Ethics and Eligibility Appeals Committees.** Ethics and Eligibility Appeals Committees shall consist of at least three (3) objective members, one (1) meeting the Corporation definition of a domestic player and all twenty-one (21) years of age or older.

1. **Division Ethics and Eligibility Appeals Committees.** If a Division or other substructure of the Corporation designates a Division (substructure) Arbitrator to serve as the first level of Adjudicating Authority, the Division shall establish a Division Ethics and Eligibility Appeals Committee. This Committee shall rule on appeals of decisions made by the Division Arbitrator and/or whether, based on the record and any additional submissions, to confirm, extend, reduce or reject the decision or recommendation of the Division Arbitrator. Any decision of the Committee which would affect eligibility beyond the current season **not** pertaining to a decision of a Regional Volleyball Association shall constitute a recommendation and automatically shall be forwarded to the Corporation Executive Vice President for prompt consideration with notice to all affected parties.
2. **Event Ethics and Eligibility Appeals Committees.** Each Event Ethics and Eligibility Appeals Committee shall act on appeals from decisions of Event Arbitrators during the conduct of an event, and, based on the record and any additional submissions, may confirm, extend, reduce, or reject the recommendation of the Event Arbitrator. Any recommendation by the Event Ethics and Appeals Committee and/or Event Arbitrator for a sanction which would extend beyond an event shall be communicated immediately to the Corporation Executive Vice President for prompt consideration (with notice to the affected parties) to determine what action, if any, to be taken.

D. **Corporation Ethics and Eligibility Committee.** The Executive Vice President shall appoint, as needed, a Corporation Ethics and Eligibility Committee composed of objective individuals active in volleyball, at least twenty percent (20%) of whom shall be international ~~players~~ athletes as defined by the United States Olympic Committee. Responsibilities of the Corporation Ethics and Eligibility Committee shall be as follows:

1. To decide whether to confirm, extend, reduce or reject a sanction recommended by an Adjudicating Authority for a period beyond the sanctioning authority of the Adjudicating Authority. Such decision shall be based solely on the written record, any additional submissions of the potentially affected parties and the opportunity for due process at the lower level(s).
2. To determine whether due process was provided to the affected parties with respect to appeals from sanctions imposed by lower Adjudicating Authorities. Note: If the Corporation Ethics and Eligibility Committee determines prior due process was insufficient, it shall remand the matter with explanation to the appropriate Adjudicating Authority for reconsideration. Except for (i) a sanction of a Regional Volleyball Association pertaining to activities or privileges of that Regional Volleyball Association or (ii) a matter in which there is a threat of physical or significant financial harm, as determined by the Corporation Ethics and Eligibility Committee, a finding of insufficient due process shall render a sanction ineffective until it has been reconsidered upon remand.
3. To consider all other appeals of sanctions not covered above with the exception of appeals by full-time employees of the Corporation or

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other due process provided in these Bylaws. Unless there is an incident or alleged violation of Corporation policies or procedures for which the Corporation Ethics and Eligibility Committee becomes the initial level of review, any decision of the Committee shall be final and based only on the written record, any additional submissions of the potentially affected parties and the opportunity for due process provided by the prior Adjudicating Authorities.

4. To address all other Corporation matters of ethics or eligibility not otherwise covered in these Bylaws.

For matters in which the Corporation Ethics and Eligibility Committee is the initial level of review, decisions of the Committee may be appealed to the Corporation Executive Committee, which appeal shall be limited to a determination of whether the appealing party received due process.

~~Decisions involving the opportunity of National Team players to participate in the Olympic Games or other protected competition, as defined by the USOC or the Corporation, or other employees of the Corporation may only be appealed in writing to the Chief Executive Officer of the Corporation.~~

#### 11.02 Miscellaneous Provisions

**F.A. Range of Sanctions.** Sanctions may include warning, reprimand, probation, suspension of privileges in whole or in part, expulsion/disqualification, or direction to repair, replace, or reimburse. Subject to Art. XI 11.02 C below, only Regional Volleyball Associations or the Corporation Ethics and Eligibility Committee have authority to impose sanctions effective beyond the then current season.

**G.B. Hearings** may be conducted in person, by telephone, by mail, by electronic mail, or any other method reasonably appropriate for the situation and parties involved.

#### **H.C. Suspension or Expulsion of Member Organizations. Any Member Organization that**

##### ~~1. Any Member Organization that:~~

~~a.1. Violates the provisions of these Bylaws,~~

~~b.2. Materially violates the provisions of the Operating Code or other governing document of the Corporation,~~

~~c.3. Acts unconscionably during volleyball activities,~~

~~d.4.3. Acts in a fashion contrary to the fundamental objectives, integrity, or best interests of the Corporation or the sport of volleyball, or~~

~~e.5.4. Establishes a pattern of allowing or encouraging teams or individuals associated with it to act as described above.~~

~~May may~~ be suspended or expelled from affiliation or association with the Corporation by a majority vote of a duly constituted quorum of the Board of Directors. A suspension may be for such period as the Board of Directors shall determine. Absent the threat of significant harm to the Corporation, another Member Organization, or individuals, a Member Organization shall be given at least fifteen (15) days prior written notice of a Board of Director meeting at which a motion to suspend or expel will be considered and will be provided an opportunity to make an oral or written presentation, as the Board shall determine, opposing such motion.

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