

PROFESSIONAL ASSOCIATION OF VOLLEYBALL OFFICIALS BYLAWS

Adopted by the PAVO Board of Directors, April of 2016

1. Name and Office

- 1.1 Name: The name of this organization shall be the Professional Association of Volleyball Officials (PAVO).
- 1.2 Office: The office of PAVO, a Colorado non-profit corporation, is P.O. Box 780, Oxford, Kansas 67119 (for deliveries, the address is 123 N. Sumner Street, Oxford, Kansas 67119).
 - 1.2.1 The PAVO Board of Directors may establish such other offices as it deems appropriate to fulfill the goals and purposes of PAVO.

2. Goals and Purposes

- 2.1 The goals of PAVO are:
 - 2.1.1 To improve the quality of volleyball officiating at all levels.
 - 2.1.2 To increase the number of competent officials through education, training, and mentoring.
- 2.2 To achieve its goals, PAVO shall endeavor to provide the following services:
 - 2.2.1 Provide an official's perspective to organizations that write volleyball rules.
 - 2.2.2 Develop and distribute information on volleyball rules and officiating techniques.
 - 2.2.3 Involve officials in rule development and volleyball administration.
 - 2.2.4 Develop and distribute materials for training and certifying officials.
 - 2.2.5 Establish standards and procedures for evaluating and certifying officials.
 - 2.2.6 Distribute information about officiating responsibilities.
 - 2.2.7 Establish and maintain a *PAVO Code of Ethical and Professional Conduct*, *PAVO Handbook for Affiliated Board Chairs*, and materials to assist officials and officiating organizations.
 - 2.2.8 Establish standards for officials' uniforms and comportment.
 - 2.2.9 Develop guidelines for officiating fees.
 - 2.2.10 Support and improve officiating in organizations offering volleyball competition.
 - 2.2.11 Represent, and advocate for, the interests of volleyball officials.
 - 2.2.12 Promote and communicate opportunities for volleyball officials.
 - 2.2.13 Establish and support membership categories to promote involvement in volleyball officiating.
 - 2.2.14 Provide such other services as might be appropriate or necessary to achieve PAVO goals.

3. Definitions

- 3.1 AAU: Amateur Athletic Union.
- 3.2 Affiliated Board: A volleyball officiating organization (generally local) which affiliates with PAVO, agrees to train officials in accordance with PAVO policies and procedures, through which individuals may become Standard or

Associate Members of PAVO, serves as local PAVO representative and information conduit, and whose Chair must be a PAVO Member.

- 3.3 **Board:** The PAVO Board of Directors.
- 3.4 **Central Office:** The address or location where the PAVO Professional Staff conducts the daily business of PAVO.
- 3.5 **Member:** An Individual who pay dues to join PAVO in one of the established membership categories and who maintains good standing in accordance with PAVO policies.
- 3.6 **Member Representatives:** Collective reference to the two (2) Directors-at-Large and two (2) Board Delegates elected to the Board by the Members.
- 3.7 **NAIA:** National Association of Intercollegiate Athletics.
- 3.8 **NCAA:** National Collegiate Athletic Administration.
- 3.9 **NFHS:** National Federation of High Schools.
- 3.10 **NJCAA:** National Junior College Athletic Association.
- 3.11 **NRT:** National Rating Team.
- 3.12 **PAVO:** Professional Association of Volleyball Officials.
- 3.13 **USAV:** USA Volleyball, the United States National Governing Body for volleyball.

4. **Membership**

- 4.1 Individuals who agree to the PAVO *Code of Ethical and Professional Conduct*, the *PAVO Conditions of Membership*, and payment of the appropriate membership fee may join PAVO in one (1) of the following membership categories:
 - 4.1.1 **Standard:** Members eligible for certification as a referee, line judge, or scorer and who join through an Affiliated Board.
 - 4.1.2 **Associate:** Members eligible for certification only as a line judge or scorer and who join through an Affiliated Board.
 - 4.1.3 **Affiliate:** Members interested in, or supportive of, PAVO affairs, ineligible for any certification, and who join PAVO directly.
- 4.2 A volleyball officiating organization may affiliate with PAVO as an “Affiliated Board” and register Standard and Associate individual Members of PAVO if the organization fulfills the following minimum requirements and such other requirements as the Board may establish from time to time:
 - 4.2.1 Meet the qualifications set forth in the *PAVO Handbook for Affiliated Board Chairs*.
 - 4.2.2 Provide training for volleyball officials.
 - 4.2.3 Provide opportunities for Members to receive PAVO ratings and certification.
 - 4.2.4 Complete reports required by PAVO.
- 4.3 Appeal of the denial, revocation, or sanctions affecting the status of an individual’s Membership or certification as a PAVO official must first exhaust the due process procedures of the individual’s Affiliated Board, if any, before it will be considered by the PAVO Ethics Committee in accordance with its due process procedures.

- 4.4 Denial or revocation of an organization's application to become, or status as, an Affiliated Board may be appealed to the PAVO Ethics Committee in accordance with its due process procedures.
5. **Board of Directors**
- 5.1 Composition: The PAVO Board of Directors (Board) shall consist of the following twelve (12) positions, each of which shall have one (1) vote at Board meetings even if the position is shared by two (2) individuals as otherwise provided herein:
- 5.1.1 President
 - 5.1.2 President-Elect/Past President/Interim Director
 - 5.1.3 Directors-at-Large (Two [2])
 - 5.1.4 Board Delegates (Two [2])
 - 5.1.5 NOTE: The Directors-at-Large and Board Delegates are sometimes referred to herein collectively as the "Member Representatives."
 - 5.1.6 Examinations Director
 - 5.1.7 Finance Director
 - 5.1.8 National Rating Team (NRT) Director
 - 5.1.9 NCAA/PAVO Clinic Director
 - 5.1.10 Training Camps Director
 - 5.1.11 Membership Development Director
 - 5.1.12 The PAVO Executive Director shall serve as Board Secretary with voice but not vote.
 - 5.1.13 The Board of Directors may invite guests with voice but not vote to any board meeting. Expense reimbursement of any such guests shall require Board approval.
- 5.2 General Duties and Responsibilities: The Board shall have the following general duties and responsibilities:
- 5.2.1 To perform such acts as PAVO is empowered to perform to achieve its goals and fulfill its purposes.
 - 5.2.2 To oversee the management of PAVO and its affairs but not to manage PAVO.
 - 5.2.3 To establish policies, standards, and procedures for PAVO officials and Affiliated Boards.
 - 5.2.4 To establish, conduct, and monitor programs.
 - 5.2.5 To administer and coordinate the work of Affiliated Boards.
 - 5.2.6 To establish, review, and refine long-term goals and plans to ensure PAVO provides timely and pertinent services to its Members and Affiliated Boards.
 - 5.2.7 To develop and mentor new PAVO leadership.
 - 5.2.8 To ensure the PAVO central office provides responsive, beneficial, and timely services to Members and Affiliated Boards on a day-to-day basis.
 - 5.2.9 To oversee and evaluate professional staff.
 - 5.2.10 To ensure the creation and preservation of timely, correct, and complete PAVO books and records, including minutes of Board and committee meetings. Any Director, or such Director's agent or

attorney, may inspect any such book, record, or minutes for any proper purpose at any reasonable time.

5.3 Meetings

5.3.1 The Board shall meet at least twice annually. One (1) meeting must be in-person around the same time each year, at a place and time determined by the President, which meeting is sometimes referred to as the "Annual Meeting." The second and any additional meetings may be in-person or by telephone or electronically.

5.3.2 The Board shall meet at such other times as may be called by the President or upon written request of at least four (4) members of the Board.

5.3.3 Except for special or extraordinary meetings otherwise provided for herein, notice of meetings shall be provided to Board members at least thirty (30) days in advance, which notice may be in writing or electronically.

5.3.4 Board members should make best effort to attend the Annual Meeting in person. With permission of the President, Board members may participate in the Annual Meeting and other meetings of the Board by teleconference or other means by which all persons participating in the meeting can hear each other contemporaneously.

5.3.5 Unless otherwise provided herein, any action which may be taken at any regular or special meeting of the Board may be taken, upon notice to the entire Board, without a meeting if two-thirds (2/3) of the full Board cast votes in writing, telephonically, or electronically with all verbal votes thereafter confirmed in writing or electronically. A majority of the votes cast shall determine the action of the Board. The results of such action shall be filed with the minutes of the proceedings of the Board.

5.3.6 Questions of procedure shall be determined in accordance with Robert's Rules of Order, Revised, unless the Board (or a committee) votes at the beginning of a meeting to use different rules of order.

5.3.7 Any Board director or PAVO standing committee may submit a motion for consideration by the Board.

5.3.8 An Affiliated Board may petition the Board to consider a motion, which motion will be considered only if a majority of the Board members present vote to consider the motion.

5.4 Quorum and Voting Procedures

5.4.1 A majority (seven [7]) of the voting members of the Board must be present or participating to constitute a quorum for the effective transaction of PAVO business.

5.4.2 Unless otherwise provided herein, a majority of the Board votes cast with a quorum present or participating will determine decisions.

5.4.3 If Co-Directors have been appointed to share a single Director position, they share the single vote assigned to that position (one-half [1/2] vote each Co-Director). If only one (1) Co-Director attends a

Board meeting, she or he may vote the full single vote assigned to her or his position.

5.5 Fiduciary Duties, Obligations, and Restrictions

5.5.1 Board members shall have a fiduciary duty to act in the best interests of PAVO, its Members, and its Affiliated Boards when serving on the Board.

5.5.2 Board members shall disclose conflicts of interest and shall recuse themselves from discussing or voting on issues for which they have an actual or perceived conflict of interest; provided, however, that the Board may invite a conflicted member to speak about an issue for which she or he might offer an informed alternative perspective.

5.5.3 PAVO employees may not serve on the Board, although the PAVO Executive Director shall attend Board meetings with voice but not vote as PAVO Secretary.

5.5.4 PAVO may not make loans to any member of the Board, professional staff, Member, or Affiliated Board.

5.5.5 Board members shall not receive compensation for their services as a Director. Directors may be compensated for other services if the PAVO Ethics Committee approves such compensation. The Board may approve reimbursement of specific expenses and the allocation of stipends to cover unreimbursed general expenses.

6. **Directors and Officers**

6.1 Duties and Responsibilities of Specific Directors and Officers:

6.1.1 President

6.1.1.1 Serve as President of the Board and titular head of PAVO.

6.1.1.2 Preside at Board meetings.

6.1.1.3 Prepare Board meeting agendas in collaboration with the Executive Director.

6.1.1.4 Appoint Members to standing and *ad hoc* committees.

6.1.1.5 Appoint a parliamentarian for Board meetings.

6.1.1.6 Chair the Executive Committee.

6.1.1.7 Serve on Nominating Committee and Code of Ethics Committee.

6.1.1.8 Serve as *ex officio* member of all other PAVO committees.

6.1.1.9 Assist with preparation of PAVO budget.

6.1.1.10 Nominate individuals for Board offices as provided hereunder.

6.1.1.11 Oversee consistent review and revision of PAVO Bylaws, Handbook for Affiliated Board Chairs, and other controlling instruments.

6.1.1.12 Represent PAVO in a positive manner; designate PAVO representatives as necessary.

6.1.1.13 Represent interests of Members and Affiliated Boards.

6.1.1.14 Write articles, make presentations, and otherwise disseminate PAVO information to, and communicate with,

- Members, Affiliated Boards, and other members of the volleyball community.
- 6.1.1.15 Prepare reports for the Board.
 - 6.1.1.16 Lead the development of long-term plans for PAVO.
 - 6.1.1.17 Initiate disciplinary procedures as necessary for Members, Affiliated Boards, and Directors.
 - 6.1.1.18 Provide primary oversight of the Executive Director and serve as liaison between the Board and the PAVO staff.
 - 6.1.1.19 Perform such other functions, including the delegation of responsibility, as requested by the Board or as necessary or appropriate to advance PAVO goals and purposes.
- 6.1.2 President-Elect/Past President/Interim Director
- 6.1.2.1 Chair the Nominating Committee and Honor Award Committee.
 - 6.1.2.2 Serve on Executive Committee and Code of Ethics Committee.
 - 6.1.2.3 Review and maintain job descriptions and timelines for each Board director position.
 - 6.1.2.4 Assist with preparation of the PAVO budget.
 - 6.1.2.5 Oversee process for Board review of organizations applying to become new Affiliated Boards.
 - 6.1.2.6 Assist in planning and organizing PAVO annual convention.
 - 6.1.2.7 Coordinate PAVO content for the *Official Word* newsletter, and write articles as needed to notify members of issues within the purview of the position. **EDITORIAL NOTE: All directors are responsible for newsletter articles at times.**
 - 6.1.2.8 Prepare reports on activities for Board.
 - 6.1.2.9 Perform such other functions as requested by the President or Board or as necessary or appropriate to advance PAVO goals and purposes.
- 6.1.3 Director of Examinations
- 6.1.3.1 Chair the Examination Committee.
 - 6.1.3.2 Identify and recruit two (2) to four (4) Members (including at least one (1) Associate Member) to serve on the Examination Committee (subject to approval of the President) and to assist with the responsibilities and duties of the Director of Examinations.
 - 6.1.3.3 In cooperation with the USAV Exam Coordinator, prepare and update annual examinations for Standard and Associate Members.
 - 6.1.3.4 Provide examinations to PAVO central office for timely access by Members.
 - 6.1.3.5 Maintain a bank of questions under current volleyball rules for inclusion in, and study for, examinations and for general study and review.
 - 6.1.3.6 Develop other study tools for Members to prepare for examinations and improve as officials.

- 6.1.3.7 Ensure timely and effective communication of notices, requirements, examinations, and instructions to Members.
- 6.1.3.8 Write articles for the PAVO newsletter as requested by the President, President-Elect/Past President/Interim Director.
EDITORIAL NOTE: All directors are responsible for newsletter articles at times.
- 6.1.3.9 Perform post-examination analysis of examination results annually.
- 6.1.3.10 In coordination with the Finance Director, assist in developing the examinations portion of the PAVO budget.
- 6.1.3.11 Report on examination activities to the Board at least annually.
- 6.1.3.12 Perform such other relevant functions as requested by the Board or as necessary or appropriate to advance PAVO goals and purposes.
- 6.1.4 Director of the National Rating Team
 - 6.1.4.1 Chair the National Rating Team Committee.
 - 6.1.4.2 Identify and recruit two (2) to four (4) Members (including at least one Associate Member) to serve on the National Rating Team Committee (subject to approval of the President) and to assist with the responsibilities and duties of the Director of the National Rating Team.
 - 6.1.4.3 Seek and select sites at which to evaluate candidates for PAVO National Referee and Line Judge certification, taking into consideration locale and quality of play.
 - 6.1.4.4 Ensure timely dissemination of NRT site information and application procedures to Members and the USAV Officials' Assembly Chair.
 - 6.1.4.5 Write articles for the PAVO newsletter as requested by the President, President-Elect/Past President/Interim Director.
EDITORIAL NOTE: All directors are responsible for newsletter articles at times.
 - 6.1.4.6 Identify and train referee and line judge raters for the NRT and assign raters to NRT sites.
 - 6.1.4.7 Select and assign referee and line judge candidates to NRT sites.
 - 6.1.4.8 Administer all details of NRT presence with host institutions and/or sites.
 - 6.1.4.9 Ensure payment of NRT staff.
 - 6.1.4.10 Administer annual point review of National Referees and Line Judges; maintain records of points earned for National rating renewals.
 - 6.1.4.11 Ensure National Referees and Line Judges attend National clinics, achieve the required examination score, and otherwise satisfy annual requirements for their rating(s).

- 6.1.4.12 Respond to questions and concerns of current National Referees and Line Judges regarding their status and annual requirements.
- 6.1.4.13 Alert National Referees and Line Judges about renewal fees and dues in arrears.
- 6.1.4.14 Develop an annual report for the Division I Coordinators meeting.
- 6.1.4.15 In coordination with the Finance Director, assist in developing the NRT portion of the PAVO budget.
- 6.1.4.16 Report on NRT activities to the Board at least annually.
- 6.1.4.17 Perform such other relevant functions as requested by the Board or as necessary or appropriate to advance PAVO goals and purposes.
- 6.1.5 Director of NCAA/PAVO Clinic Program
 - 6.1.5.1 Chair the NCAA/PAVO Clinic Committee.
 - 6.1.5.2 Identify and recruit two (2) to four (4) Members to serve on the NCAA/PAVO Clinic Committee (subject to approval of the President) and to assist with the responsibilities and duties of the Director of NCAA/PAVO Clinic Program.
 - 6.1.5.3 Oversee development of clinic curriculum.
 - 6.1.5.4 Identify and schedule training clinic sites.
 - 6.1.5.5 Communicate clinic sites and dates to Member and non-Member officials, using all available media.
 - 6.1.5.6 **Write articles for the PAVO newsletter as requested by the President, President-Elect/Past President/Interim Director. EDITORIAL NOTE: All directors are responsible for newsletter articles at times.**
 - 6.1.5.7 Coordinate clinic arrangements **with Affiliated Board clinic hosts. EDITORIAL NOTE: Hosts come from a variety of roles, not necessarily associated with an Affiliated Board.**
 - 6.1.5.8 Train and maintain cadre of clinicians.
 - 6.1.5.9 Assign clinicians to specific clinics.
 - 6.1.5.10 Ensure payment of clinicians.
 - 6.1.5.11 Review and evaluate applications for **National referee and line judge candidates. Advanced Referee Camps. EDITORIAL NOTE: corrected language for this section (clinics, not camps).**
 - ~~6.1.5.12 Provide timely communication to all camp participants.~~
 - ~~6.1.5.13 Coordinate camp registrations and payment with Central Office. EDITORIAL NOTE: Moved to Camp Director section~~
 - 6.1.5.14 In coordination with the Finance Director, assist in developing clinic portion of PAVO budget.
 - 6.1.5.15 Report on clinic activities to the Board at least annually.

- 6.1.5.16 Perform such other relevant functions as requested by the Board or as necessary or appropriate to advance PAVO goals and purposes.
- 6.1.6 Director of Camp Programs
 - 6.1.6.1 Chair the Camp Programs Committee.
 - 6.1.6.2 Identify and recruit two (2) to four (4) Members (including at least one Associate Member) to serve on the Camp Programs Committee (subject to approval of the President) and to assist with the responsibilities and duties of the Director of Camp Programs.
 - 6.1.6.3 Review and evaluate applications for camp scholarships with Camp Programs Committee; prepare scholarship recommendations for review by President.
 - 6.1.6.4 Identify and schedule sites for training camps.
 - 6.1.6.5 Develop and update camp training materials.
 - 6.1.6.6 Communicate camp sites and dates to Member and non-Member officials.
 - 6.1.6.7 Write articles for the PAVO newsletter as requested by the President, President-Elect/Past President/Interim Director. **EDITORIAL NOTE: All directors are responsible for newsletter articles at times.**
 - 6.1.6.8 Coordinate camp details with host institutions.
 - 6.1.6.9 Train and maintain cadre of camp instructors.
 - 6.1.6.10 Assign instructors to specific camps.
 - 6.1.6.11 Review and evaluate applications for Advanced Referee Camps. **EDITORIAL NOTE: Moved from 6.1.5.10 (clinics) to appropriate area**
 - 6.1.6.12 Provide timely communication to all camp participants.
 - 6.1.6.13 Coordinate camp registrations and payment with Central Office. **EDITORIAL NOTE: Moved to correct section from 6.1.5.11 & 6.1.5.12**
 - 6.1.6.14 Secure and distribute video and other equipment to instructors or hosts as appropriate.
 - 6.1.6.15 Review, summarize, and disseminate camp evaluations.
 - 6.1.6.16 Ensure payment of instructors.
 - 6.1.6.17 In coordination with the Finance Director, assist in developing camp portion of PAVO budget.
 - 6.1.6.18 Report on camp activities to the Board at least annually.
 - 6.1.6.19 Perform such other relevant functions as requested by the Board or as necessary or appropriate to advance PAVO goals and purposes.
- 6.1.7 Director of Finance
 - 6.1.7.1 Serve as Treasurer of PAVO.
 - 6.1.7.2 Assist other Directors in preparing program, department, and overall PAVO budgets.
 - 6.1.7.3 Coordinate and monitor all financial transactions.

- 6.1.7.4 Communicate PAVO financial status to Members.
- 6.1.7.5 Oversight of PAVO investments.
- 6.1.7.6 Assist with preparation of grant requests.
- 6.1.7.7 Audit PAVO statements and records at least twice annually.
- 6.1.7.8 Prepare financial statements and otherwise report on financial activities to the Board at least annually.
- 6.1.7.9 Assist the PAVO accountant with preparation of tax returns.
- 6.1.7.10 Perform such other relevant functions as requested by the Board or as necessary or appropriate to advance PAVO goals and purposes.
- 6.1.8 Director-at-Large Representatives (2)
 - 6.1.8.1 Solicit concerns, issues, questions, opinions, and feedback from Members and Affiliated Boards.
 - 6.1.8.2 Represent Member perspectives to the Board.
 - 6.1.8.3 Communicate regularly with Affiliated Board leadership to ensure local compliance with PAVO procedures, policies, and guidelines.
 - 6.1.8.4 As requested by the President, assist in planning and organizing the PAVO annual convention to ensure its programs, meetings, and activities broadly benefit Members.
 - 6.1.8.5 Write articles for the PAVO newsletter as requested by the President, **President-Elect/Past President/Interim Director.**
EDITORIAL NOTE: Added, as newsletter content is a duty of both positions.
 - 6.1.8.6 Ensure consistent and timely communication of pertinent information to Members and Affiliated Boards.
 - 6.1.8.7 Assist with special projects assigned by the President.
 - 6.1.8.8 Support other Directors with program-related projects.
 - 6.1.8.9 Report on activities at least annually to the Board.
 - 6.1.8.10 Perform such other relevant functions as requested by the Board or as necessary or appropriate to advance PAVO goals and purposes.
- 6.1.9 Board Delegates (2)
 - 6.1.9.1 Solicit concerns, issues, questions, opinions, and feedback from Members and Affiliated Boards.
 - 6.1.9.2 Monitor Member and Affiliated Board trends.
 - 6.1.9.3 Survey Affiliated Boards and/or Members periodically to obtain input on current or prospective PAVO policies.
 - 6.1.9.4 Communicate regularly with Affiliated Board leadership to ensure local compliance with PAVO procedures, policies, and guidelines.
 - 6.1.9.5 As requested by the President, assist in planning and organizing the PAVO annual convention to ensure its programs, meetings, and activities broadly benefit Members.
 - 6.1.9.6 Write articles for the PAVO newsletter as requested by the President, **President-Elect/Past President/Interim Director.**

EDITORIAL NOTE: Added, as newsletter content is a duty of both positions.

- 6.1.9.7 Ensure consistent and timely communication of pertinent information to Members and Affiliated Boards.
- 6.1.9.8 Serve on the committee to review grant requests from Affiliated Boards.
- 6.1.9.9 Assist with special projects assigned by the President.
- 6.1.9.10 Support other Directors with program-related projects.
- 6.1.9.11 Report on activities to the Board at least annually.
- 6.1.9.12 Perform such other relevant functions as requested by the Board or as necessary or appropriate to advance PAVO goals and purposes.

6.1.10 Director of Membership Development

- 6.1.10.1 Develop a long-term plan for recruitment and development of officials.
- 6.1.10.2 Reach out to NFHS, AAU, USAV, recreation departments, NCAA athletes, and other groups with a concentration of volleyball players to (i) identify potential collegiate officials and (ii) determine how PAVO might help their officials.
- 6.1.10.3 Develop mentoring programs to help Affiliated Boards attract and develop officials.
- 6.1.10.4 Develop incentive programs for Affiliated Boards to expand membership.
- 6.1.10.5 Expand the visibility and availability of PAVO programs through the PAVO web site, electronic and personal networking, social media, presentations, and articles.
- 6.1.10.6 Monitor Member and Affiliated Board trends.
- 6.1.10.7 Prepare strategic plans and propose ideas to increase benefits to Members, Affiliated Boards, and volleyball officials generally.
- 6.1.10.8 Monitor and report on PAVO's reputation, as appropriate.
- 6.1.10.9 Support other Directors with program-related projects.
- 6.1.10.10 Report on activities to the Board at least annually.
- 6.1.10.11 In coordination with the Finance Director, develop a membership development budget, including possible scholarships and other incentives to promote PAVO camps, clinics, convention attendance, and other training opportunities.
- 6.1.10.12 Perform such other relevant functions as requested by the Board or as necessary or appropriate to advance PAVO goals and purposes

6.1.11 Secretary

- 6.1.11.1 The PAVO Executive Director (see Article 8 below) shall serve as Board Secretary and may attend Board meetings with voice but not vote.

6.2 Elected Directors and Related Procedures

- 6.2.1 From time to time, the Board shall include either five (5) or six (6) elected Directors, as follows:
 - 6.2.1.1 President-Elect: When the President then in office does not seek re-election or another candidate is elected, the successful candidate shall serve one (1) year in training on the Board as President-Elect.
 - 6.2.1.1.1 When a serving President is re-elected, an Interim Director shall be appointed under Article 6.3.2 in place of the then vacant President-Elect or Past President Board position.
 - 6.2.1.2 President: After serving one (1) year as President-Elect or after re-election as President, the successful candidate shall serve a term of two (2) years as President.
 - 6.2.1.3 Past President: When the President completes service in office, she or he remains on the Board for one (1) year as Past President.
 - 6.2.1.4 Directors-at-Large: To represent the Members and fulfill the responsibilities provided under Article 6.1.8, two (2) Directors-at-Large shall be elected to serve staggered terms of three (3) years as provided in Appendix A (Terms of Office) hereof.
 - 6.2.1.5 Board Delegates: To represent the Members and fulfill the responsibilities under Article 6.1.9, two (2) Board Delegates shall be elected to serve staggered terms of three (3) years as provided in Appendix A hereof.
- 6.2.2 Election Procedures
 - 6.2.2.1 The PAVO Nominating Committee shall compile a list of between two (2) and five (5) suitable candidates by July 1 for each office up for election that year.
 - 6.2.2.1.1 Ballots shall include candidates for President (or President-Elect) in even-numbered years.
 - 6.2.2.1.2 In all years, ballots shall include candidates for the Member Representative (Director-at-Large and/or Board Delegate) office or offices up for election. See Appendix A.
 - 6.2.2.2 The Board shall consider, revise as necessary, and approve a proposed ballot of candidates, including biographies, by July 30.
 - 6.2.2.3 The finalized ballot, including biographies and photographs of candidates, will be e-mailed to all Members (Standard, Associate, and Affiliate) by August 10 (and sent by United States mail to all Members without valid e-mail addresses).
 - 6.2.2.4 Members may vote electronically between August 15 and August 30 or mail completed paper ballots postmarked on or before August 30.

- 6.2.2.5 A candidate must receive a simple majority (more than fifty percent (50%)) of the votes cast to win. If no candidate achieves a simple majority, a new ballot limited to the two (2) candidates receiving the most votes will be provided to Members for another vote by a reasonable deadline stated on the ballot. In the event of a tie on the second ballot, the Board will elect the winning candidate. In the event of a further tie, the President will select the winning candidate.
- 6.2.2.6 Election results shall be communicated to Members, Affiliated Boards, and the Board by September 15 or as soon as reasonably possible after an election concludes.
- 6.2.3 Replacement of Elected Directors
 - 6.2.3.1 Upon the death, resignation, or removal from office of the President, the President-Elect or Past President shall complete the President's term. If there is no President-Elect or Past President, the Board will elect an interim President from among its members, and a new President will be elected in the next scheduled election to serve a full term or the balance of a term, as applicable.
 - 6.2.3.2 Upon the death, resignation, removal from office of a Member Representative, the position will remain vacant if less than one (1) year remains in the vacated office. If more than one (1) year remains in the term of the vacated office, a special election to fill the position will be held as soon as reasonably possible.
- 6.3 Appointed Directors and Related Procedures
 - 6.3.1 In accordance with the Appendix A schedule of Director terms, the President shall appoint individuals to serve in the following Board positions for terms of three (3) years, which appointees must be approved by the Board:
 - 6.3.1.1 Examinations Director
 - 6.3.1.2 Finance Director
 - 6.3.1.3 National Rating Team (NRT) Director
 - 6.3.1.4 NCAA/PAVO Clinic Director
 - 6.3.1.5 Training Camps Director
 - 6.3.1.6 Membership Development Director
 - 6.3.2 In addition, when the offices of President-Elect and Past President both will be vacant, the President shall appoint an individual to serve as Interim Director for a term of one (1) year, which appointee must be approved by the Board.
 - 6.3.3 If the responsibilities of an appointed Director so warrant at the discretion of the President, she or he may appoint Co-Directors to fill that position, subject to Board approval and taking into consideration budgetary impact, who shall share the one (1) vote associated with that position (one-half [1/2] vote each) when both are present at a Board meeting.

- 6.3.4 Upon the death, resignation, or removal of an appointed Director, the President shall appoint a successor Director, subject to Board approval, to complete the term of the vacated office.
- 6.4 Removal of Directors and Miscellaneous Provisions
 - 6.4.1 For cause shown (consistent failure to fulfill Board responsibilities well or in timely fashion; reprehensible conduct; significant violation of the PAVO Code of Ethical and Professional Conduct; conviction of a felony; multiple unexcused absences from meetings; or other good reason), the Board may consider a motion to remove a Director.
 - 6.4.1.1 The party bringing the motion to remove may have up to thirty (30) minutes to present the reasons therefore to the Board at a regularly scheduled meeting, in addition to any supporting documentation; she or he may petition the Board for additional time if appropriate or necessary.
 - 6.4.1.2 The Director subject to any such motion may present a defense of up to thirty (30) minutes to the Board at the same regularly scheduled meeting, in addition to any supporting documentation; she or he may petition the Board for additional time if appropriate or necessary.
 - 6.4.1.3 Removal of a Director shall require a majority vote of the full Board (seven [7] or more votes).
 - 6.4.2 Subject to Article 6.4.4, any Director may seek re-election or be re-appointed.
 - 6.4.3 Newly elected Board members shall assume office on January 1 of the year following election.
 - 6.4.4 Member Representatives may not serve more than two (2) consecutive full terms in addition to any incomplete terms for which she or he was elected under Article 6.2.3.2.
- 7. **Standing Committees**
 - 7.1 Executive Committee
 - 7.1.1 Purposes: To meet more frequently than the entire Board, to address and delegate issues not requiring full Board involvement more quickly, to develop ideas and plans for Board consideration, to interact with PAVO professional staff on a regular basis, to assist the President with broad responsibilities, and otherwise constitute a core sub-set of the Board for time and performance efficiency.
 - 7.1.2 Composition: (i) President; (ii) President-Elect/Past President/Interim Director then in office; and (iii) a third member of the Board appointed by the President.
 - 7.2 PAVO Ethics Committee
 - 7.2.1 Purposes: To address PAVO ethics, eligibility, conduct, and conflict of interest issues and appeals involving the Board, Affiliated Boards, and/or Members who have exhausted due process procedures of their Affiliated Board; to maintain the PAVO Code of Ethical and Professional Conduct; and otherwise ensure that PAVO operates as an objective, fair, non-discriminatory, safe, and charitable organization.

- 7.2.2 Composition: (i) President; (ii) President-Elect/Past President/Interim Director then in office; and (iii) a third member of the Board appointed by the President; provided, however, that if any member of the Ethics Committee has a conflict of interest in a particular matter, she or he will not participate in any capacity and the remaining objective members or member of the Ethics Committee will complete the Committee from among the current and past members of the Board. The Ethics Committee shall select a chair from among its members, which chair may change from meeting to meeting.
- 7.3 Audit Committee
- 7.3.1 Purposes: To provide oversight of PAVO books, ledgers, financial records, budget, investments, and significant transactions.
- 7.3.2 Composition: (i) Finance Director, who shall serve as chair; (ii) a Member Representative appointed by the Board; and (iii) and a past or present Board member selected by the Finance Director.
- 7.4 Honor Award Committee
- 7.4.1 Purposes: To identify and solicit nominees for the PAVO Honor Award – the highest honor PAVO can bestow - based on criteria outlined in the Honor Award Committee Manual and select an annual recipient, if appropriate.
- 7.4.2 Composition: (i) President-Elect/Past President/Interim Director in office, who shall serve as chair; (ii) and (iii) and two (2) Past Presidents or previous Honor Award recipients selected by the chair. A President-Elect or Interim Director serving as chair shall have voice but not vote; a Past President serving as chair may vote.
- 7.5 Excellence in Service Award Committee
- 7.5.1 Purposes: To identify and solicit nominees for the PAVO Excellence in Service Award – an award recognizing extraordinary service to PAVO over an extended period of time - based on criteria outlined in the Excellence in Service Award Committee Manual and select an annual recipient, if appropriate.
- 7.5.2 Composition: (i) President, who shall serve as chair; (ii) the longest-tenured Member Representative; and (iii) the individual on the PAVO staff in charge of member services.
- 7.6 Nominating Committee
- 7.6.1 Purposes: To identify, solicit, and evaluate candidates for President-Elect, Director-at-Large Representative, and Board Delegate based on criteria contained in the Nominating Committee Manual; obtain permission from approved candidates to place their names on the ballot; prepare a slate of two (2) to five (5) candidates deemed qualified under the aforementioned criteria for each Board position being elected in a given year; ensure diversity in PAVO representatives; assist the President in identifying candidates for appointed Board positions; tally ballots cast during an election; communicate election results to the Board, candidates, and the

Members; and ensure each Member Representative belongs to a different Affiliated Board.

- 7.6.2 Composition: (i) President-Elect/Past President/Interim Director in office, who shall serve as chair; (ii) President (unless she or he is seeking re-election or running for another PAVO elected office); all outgoing appointed Directors on the Board; and other members of the Board or Members as the Executive Committee shall appoint if the Committee does not include at least three (3) members.
- 7.7 Examinations Committee
 - 7.7.1 Purposes: To assist the Director of Examinations with the duties and responsibilities listed under Article 6.1.3.
 - 7.7.2 Composition: (i) Director of Examinations, who shall serve as chair, and (ii) two (2) to four (4) Members, including at least one Associate Member, appointed by the Director of Examinations and approved by the President.
- 7.8 National Rating Team Committee
 - 7.8.1 Purposes: To assist the National Rating Team Director with the duties and responsibilities listed under Article 6.1.4.
 - 7.8.2 Composition: (i) Director of the National Rating Team, who shall serve as chair, and (ii) two (2) to four (4) Members, including at least one Associate Member, appointed by the Director of the National Rating Team and approved by the President.
- 7.9 NCAA/PAVO Clinic Committee
 - 7.9.1 Purposes: To assist the NCAA/PAVO Clinic Director with the duties and responsibilities listed under Article 6.1.5.
 - 7.9.2 Composition: (i) NCAA/PAVO Clinic Director, who shall serve as chair, and (ii) two (2) to four (4) Members appointed by the NCAA/PAVO Clinic Director and approved by the President.
- 7.10 Camp Programs Committee
 - 7.10.1 Purposes: To assist the Director of Camp Programs with the duties and responsibilities listed under Article 6.1.6.
 - 7.10.2 Composition: (i) Director of Camp Programs, who shall serve as chair, and (ii) two (2) to four (4) Members, including at least one Associate Member, appointed by the Director of Camp Programs and approved by the President.
- 7.11 Convention Committee
 - 7.11.1 Purposes: To plan the annual Officials' Convention and assist with marketing and on-site administration.
 - 7.11.2 Composition: (i) Executive Director, who shall serve as chair; (ii) President; (iii) Membership Development Director; and (iv) one (1) Member Representative appointed by the President.
- 7.12 Interface Committee
 - 7.12.1 Purposes: This joint committee of USAV and PAVO meets from time to time to discuss issues and programs of joint interest such as examinations, uniforms, certifications, training, and reciprocal certifications.

- 7.12.2 Composition: Three (3) representatives of USAV and (3) PAVO representatives including the President and two (2) other Board members appointed by the President based on the issues scheduled for discussion.

8. Professional Staff

- 8.1 Executive Director: The Board shall hire an Executive Director to perform the following duties and responsibilities:
 - 8.1.1 Primary oversight of day-to-day PAVO activities.
 - 8.1.2 Oversight of the PAVO Central Office and other staff.
 - 8.1.3 Primary Board contact with PAVO central office.
 - 8.1.4 Respond to Member and Affiliated Board concerns and inquiries about PAVO policies, certifications, and related issues.
 - 8.1.5 Sign contracts, sign checks, and transfer funds on behalf of PAVO in accordance with policies, procedures, and controls established by the Board.
 - 8.1.5.1 On an annual basis, the Board will determine the level and types of bills and expenses the Executive Director may pay directly, or to which the Executive Director may obligate PAVO, and those which require President, Finance Director, or Board authorization.
 - 8.1.6 Primary oversight of PAVO contractors.
 - 8.1.7 Ensure timely payment of PAVO bills and expenses.
 - 8.1.8 Primary oversight of collecting of Member dues and fees from PAVO services and programs.
 - 8.1.9 Daily oversight of PAVO books and statements, ensuring the President and Finance Director receive duplicate statements.
 - 8.1.10 Assist with preparation of budget, tax returns, periodic or requested reports, and financial statements.
 - 8.1.11 Assist Board with strategic planning to advance or achieve PAVO goals and purposes.
 - 8.1.12 Coordinate the development and distribution of materials for Board meetings.
 - 8.1.13 Coordinate the development and distribution of materials for, and communications with, Members and Affiliated Boards.
 - 8.1.14 Assist Board members with their respective responsibilities; including procurement of camp, NRT, and clinic sites; production and distribution of camp, NRT, and clinic materials; and related tasks.
 - 8.1.15 Assist in development, review, amendment, and distribution or dissemination of PAVO Bylaws, PAVO Women's Volleyball Officiating Manual, PAVO Code of Ethical and Professional Conduct, Board of Directors' Handbook, PAVO Handbook for Affiliated Board Chairs, PAVO Committee Manuals, and other such controlling instruments.
 - 8.1.16 Assist in developing due process procedures for PAVO.
 - 8.1.17 Write articles for the *Official Word* concerning membership issues and PAVO policies.

- 8.1.18 Primary responsibility for organizing PAVO Volleyball Officials' Convention.
- 8.1.19 Assist in developing written, audiovisual, and web-based training materials for Affiliated Boards, Members, and other entities identified by the Board to instruct officials and assist them in becoming certified.
- 8.1.20 Assist in developing training materials, written examinations, and training opportunities.
- 8.1.21 Coordinate annual Board meeting, other Board and committee meetings, and conference calls as requested by the President, Board, or committee chairs.
- 8.1.22 Research and implement technology to improve training of officials and services to Members.
- 8.1.23 Provide quarterly, status, and activity reports to Board.
- 8.1.24 Develop and maintain communications with leaders of other organizations concerned with volleyball or officiating.
- 8.1.25 Perform such other duties as are requested or assigned by the Board.
- 8.1.26 Serve as *ex officio* member of the Executive Committee and Board.
- 8.2 Central Office Staff
 - 8.2.1 Serve as primary day-to-day liaison for Member and Affiliated Board contact with PAVO.
 - 8.2.2 Maintain membership records.
 - 8.2.3 Distribute patches and pins, PAVO newsletters, announcements, correspondence, notices, reminders, and announcements to Members and Affiliated Boards.
 - 8.2.4 Administer approval process for qualification of organizations as Affiliated Boards.
 - 8.2.5 File Affiliated Board applications and other documents.
 - 8.2.6 Monitor due dates for publication of PAVO materials.
 - 8.2.7 Complete financial transactions as assigned by the Director of Finance or the Executive Director.
 - 8.2.8 Provide support to Directors, committees, Members, and Affiliated Boards.
 - 8.2.9 Perform such other duties as are requested or assigned by the Board or Executive Director.

9. Indemnification and Individual Liability

- 9.1.1 Indemnification: To the fullest extent permitted by law, PAVO shall indemnify each of its present or former Board members, committee members, and professional staff against all expenses actually and reasonably incurred by such person (including, but not limited to, judgments, costs, and counsel fees) connected with the defense of any pending or threatened civil or criminal litigation or proceeding to which such person is, or is threatened to be made, a party because such person is or was serving in such PAVO capacity. This right of indemnification shall apply to expenses of litigation that is compromised or settled, including amounts paid in settlement, if the

Board approves such settlement. Anything herein to the contrary notwithstanding, to qualify for indemnification, a person must have acted in good faith, without gross negligence, and in a manner she or he reasonably believed was in, and not opposed to, the best interests of PAVO.

9.1.2 If it is not possible to obtain an objective quorum of the Board to vote on approval of a settlement or other issue arising under this Article 9.1, the Board may obtain the opinion of independent legal counsel to consider whether the settlement was proper and reasonable under the circumstances or to address such other issue.

9.1.3 The Board shall budget for, and ensure the purchase of, Directors' and Officers' Liability Insurance in an amount reasonably anticipated to cover possible indemnification or liability issues.

9.2 Individual Liability: No individual member of the Board, professional staff, or committee shall be personally liable for any debt or other obligation incurred on behalf of PAVO or any of its committees or programs pursuant to authority granted directly or indirectly by the Board.

10. Controlling Instruments

10.1 Bylaws: Upon approval by a two-thirds (2/3) vote of the Board at a legally constituted meeting, these Bylaws shall become the primary controlling instrument of PAVO, superseding the Operating Code or other instrument previously in effect.

10.1.1 Any Member, Affiliated Board, or PAVO committee may propose an amendment to these Bylaws at least sixty (60) days prior to the Board meeting at which such proposal would be considered.

10.1.2 A member of the Board may propose an amendment at any time.

10.1.3 Proposed amendments must be provided to Board members at least thirty (30) days prior to a meeting at which they would be considered; provided, however, that a two-thirds (2/3) majority of the total Board at a legally constituted meeting may approve an action without such thirty (30) day prior notice.

10.1.4 Adoption, amendment, or repeal by the Board of these Bylaws or any part thereof, shall require a two-thirds (2/3) majority of the Board at a legally constituted meeting.

10.2 The Board may adopt additional instruments to supplement these Bylaws and clarify, or provide detail to, PAVO governance.

10.2.1 If there is a conflict or discrepancy between such other PAVO instrument and these Bylaws, the Bylaws shall prevail.

11. Charitable Purposes, Operation, and Dissolution

11.1 The property and programs of PAVO are irrevocably dedicated to charitable purposes; no part of PAVO net income or assets shall inure to the benefit of private persons.

11.2 Upon the dissolution of PAVO, the Board shall, after paying or making provisions for the payment of all PAVO debts and liabilities, distribute any remaining PAVO assets to a nonprofit fund, foundation, or corporation organized and operated for charitable purposes similar to those of PAVO and

which has qualified as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code.

- 11.3 PAVO shall provide equal opportunity to Members and Affiliated Boards to participate in its activities and governance without discrimination based on color, gender, religion, age, national origin, sexual orientation, or disability.

12. Miscellaneous

- 12.1 Fiscal Year: The PAVO fiscal year begins on the first day of March and ends on the last day of February.

- 12.2 Severability and Headings: The invalidity of any provision of these Bylaws shall not affect the validity of other provisions, and, in such event, these Bylaws shall be construed as though such invalid provision was omitted. Headings and section titles used in these Bylaws are for convenience only and are not intended to, and do not, have any operative effect.

- 12.3 Saving Clause: Failure of literal or complete compliance with any provision of these Bylaws in respect of dates, times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the voting representatives at meetings held do not cause substantial injury to the rights of voting representatives shall not invalidate the actions or proceedings of the voting representatives at any meeting.

Approved by the PAVO Board:



Secretary

April 26, 2016

Date