

Bylaws of Society of Health and Physical Educators

Article I Name and Purpose

Section 1. Name. The name of the Association is the Society of Health and Physical Educators (hereinafter called the “Association”).

Section 2. Mission. The mission for which the Association is formed, as further set forth in the Articles of Incorporation, is to advance professional practice and promote research related to health and physical education, physical activity, dance, and sport.

Article II Membership

Section 1. Classes. There shall be the following classes of voting members:

Professional: Professional Members including retired, life, and emeritus members shall be those individuals engaged in one or more of the areas of the Association’s concern including health and physical education, physical activity, dance, and sport.

Student: Student Members shall be students attending institutions of higher education and preparing for work in the various areas of the Association’s concern.

The Board of Directors shall have the authority to create other classes of non-voting memberships and determine the benefits thereof.

Section 2. Membership Fees. The Board of Directors sets the membership fees. The Chief Executive Officer (CEO) shall have the authority in consultation with and approval of the Executive Committee to offer, on occasion, reasonable discounts on membership fees in order to promote membership to Association members and potential members.

Section 3. Member in Good Standing. A member who satisfies the criteria for eligibility as a member and who is current in payment of annual dues shall be considered in good standing in the Association.

Section 4. Voting Rights. Only Professional and Student Members in good standing shall have the right to vote at the annual meeting of the members on those items specified in Section 5 herein, as well as to vote on such other issues as the Board may choose to bring before the members. Other classes of members may attend meetings of the members but may not vote.

Section 5. Membership Meetings.

(a) **Annual Business Meeting.** There shall be an annual business meeting of the members during the Association's annual conference or upon such date, time, and place as the Board shall determine. Written notice of the annual business meeting shall be given at least thirty (30) days prior to the meeting.

(b) **Voting.** Professional and Student members shall have the right to vote on the following matters only:

- Election of the Board of Directors
- Election of the President-Elect
- Approval of amendments to the Articles of Incorporation
- Approval of any plan of merger or consolidation

Voting shall be open to all eligible members and may be conducted by means of the Internet or other electronic communication technology beginning no less than thirty (30) days prior to the beginning of the convention with election results announced at the Annual Business Meeting of the Members.

Voting on all other matters is expressly reserved for the Board of Directors or Delegate Assembly, as further provided in these Bylaws.

(c) **Special Meetings.** Special meetings of the members may be called by the President or the Executive Committee. Except in cases of emergency, members shall receive notice stating the purpose of the special meeting not less than three (3) days prior to the special meeting.

(d) **Virtual Meetings.** A meeting of the members does not need to be held at a geographic location if the meeting is held by means of the Internet or other electronic communication technology in a fashion pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments.

Section 6. Quorum and Voting. Each Voting Member in good standing shall have one (1) vote for any matter put to the members for a vote. A quorum shall consist of 50 Voting Members present in person. A majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the members.

Article III
Districts

Section 1. Districts. Districts are a subdivision of the membership within the Association and are not separate legal entities. The Association shall be composed of the following five regions which shall each comprise a District:

Central District: Colorado, Iowa, Kansas, Minnesota, Missouri, Nebraska, North Dakota, South Dakota, Wyoming

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Eastern District: Connecticut, Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Puerto Rico, Rhode Island, Vermont, Virgin Islands

Midwest District: Illinois, Indiana, Michigan, Ohio, West Virginia, Wisconsin

Southern District: Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, Oklahoma, South Carolina, Tennessee, Texas, Virginia

Western District: Alaska, Arizona, California, Guam, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington

Section 2. Leadership. Each District will have elected leaders who will work with the Board of Directors and Association staff to deliver educational programs and other mission-relevant activities. All Districts will deliver core services to the members of the District. The CEO is empowered to hire, fire, evaluate, and promote District staff and will do so in consultation with the District leadership.

Section 3. District Leadership Council. Each District shall have a District Leadership Council. The District Leadership Council shall consist of a District President, District President-Elect, District Past President, and six (6) members at-large, one of whom shall be a future professional. All District Leadership Council members with the exception of the Future Professional shall be elected by the District membership at large. The Future Professional shall be selected by the District for a one-year term. The District Presidents shall serve three-year terms, one as District President-Elect, one as District President, and one as District Past President. All at-large District Leadership Council members with the exception of the Future Professional shall serve two-year terms, with three at-large members elected in odd years, and two at-large members elected in even years. All District Leadership Council members are eligible to serve a second term.

Section 4. Finances. The Board of Directors will have overall fiduciary responsibility for the Association. District income and expenses shall be included in the Association budget and financial reports and all funds shall be held in the care of the Association.

Article IV
Affiliated Associations

Section 1. Any HPERD professional association (state-level, territorial-level or the District of Columbia) which has a current, signed agreement with the Association shall be considered an Affiliated Association (hereinafter "Affiliate"). There shall be no other obligatory financial relationship between the Association and the Affiliate unless agreed upon in writing by both entities. The Affiliates shall remain autonomous in all aspects of governance, finances, operations, management and membership.

Section 2. Other ancillary structures which contribute to the overall mission of the Association may apply for and hold affiliated status. New structures require approval by the Board of Directors.

Article V **Board of Directors**

Section 1. Powers. The governing body of the Association shall be the Board of Directors, which shall have supervision, control, and direction of the business, property, finances, and affairs of the Association; determine its policies or changes therein; actively pursue these objectives; be accountable for Association assets; and be responsible for the interpretation of these Bylaws. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Committee.

Section 2. Number and Qualifications. Only Professional Members who have been a member in good standing for five (5) years immediately prior to election are eligible to be elected directors of the Association. The Board of Directors of the Association shall be composed of eleven (11) professional members, including the President, Past President, and the President-Elect. The Board may also appoint up to two (2) non-voting additional directors who are not professional members of the Association. Directors serve at-large and represent the whole membership. The Chief Executive Officer shall serve as an ex-officio director without vote.

Section 3. Compensation. Directors do not receive compensation for their services as directors but may be reimbursed for expenses.

Section 4. Election and Term of Office. Directors on the Board of Directors shall be elected by the Voting Members prior to the annual business meeting and serve for a term of three (3) years, commencing at the conclusion of the convention where they are elected. Terms of directors shall be staggered so that approximately one-third of the Board is up for election each year. For the purpose of achieving staggered terms, candidates may be nominated for service as directors with terms of one, two or three years so as to achieve the desired result of approximately one-third of the Board of Directors being elected each year. With the exception of the President and President-Elect, directors may serve no more than two (2) three-year terms. Service as a director for a period of two or more years of a three-year term shall constitute service of a full term for the purpose of imposing a term limit. If necessary, the term of any director elected to the office of President-Elect shall be extended by up to three (3) years to allow such director to serve as President-Elect, President, and Past President.

Section 5. Resignation. Any director may resign at any time by giving written notice to the President or the Secretary-Treasurer of the Association. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President.

Section 6. Removal. Any director may be removed from such office, by a two-thirds (2/3rds) vote of the Board of Directors.

Section 7. Vacancies. A director position shall be deemed vacant if, at any time during the three (3) year term of a director, the director ceases to meet the qualifications for his or her director position, dies, resigns, or is removed by a vote of the Board of Directors pursuant to Section 6 above. However, excluding the requirement that a director be a Professional Member of the Association, in the event that a director ceases to meet the qualifications for his or her position in the last year of his or her term such director shall be given the option to remain in his or her position for the remainder of his or her current term. Vacancies shall not be filled until the next annual business meeting. The term of the director elected to fill the vacancy at the next annual business meeting shall be the unexpired term of the vacant position.

Section 8. Regular Meetings. A regular meeting of the Board of Directors of the Association shall be held at the site of the annual conference and at such other time, day, and place as shall be designated by the Board of Directors. The Board shall strive to meet not less than three (3) times per year with no less than one (1) in-person meeting. Notice of the time, day and place of any regular meeting of the Board of Directors shall be given at least thirty (30) days prior to the meeting.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called at the direction of the President or by the Executive Committee. Notice of the time, day, place, and purpose of any special meeting of the Board of Directors shall be given at least three (3) days prior to the meeting.

Section 10. Waiver of Notice. Any director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.

Section 11. Quorum. A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 12. Manner of Acting. Except as otherwise required by law, the Articles of Incorporation of the Association, or these Bylaws, the affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each director shall have one (1) vote. Directors may not vote by proxy.

Section 13. Unanimous Written Consent In Lieu of a Meeting. The Board may take action without a meeting if written consent to the action is signed by all of the directors.

Section 14. Electronic Meeting. Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear each other. Participation by electronic means shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

Article VI

Officers

Section 1. Officers. The officers of the Association shall consist of a President, President-Elect, Past President, and Secretary-Treasurer. A person may not concurrently hold more than one office.

Section 2. Qualifications of President, President-Elect, and Past President. Only Professional Members who have been a member in good standing for five (5) years immediately prior to election are eligible to be President and President-Elect of the Association. The Secretary-Treasurer may, but is not required to be, a Professional Member of the Association.

Section 3. Compensation. Officers do not normally receive compensation for their services as officers but may be reimbursed for expenses. Any employee serving as an officer may be compensated.

Section 4. President. The President shall be the chief elected officer of the Association and serve as Chair of both the Board of Directors and the Executive Committee, presiding at all meetings of the full board, the Delegate Assembly, and the annual business meeting of the membership. The President shall also make all required appointments of standing and special committees, subject to Board approval. The President shall succeed to the Past Presidency.

Section 5. President-Elect. The President-Elect shall be elected by the Voting Members. The President-Elect shall succeed to the Presidency. The President-Elect shall perform such duties as are delegated (or assigned) by the President or the Board of Directors and shall perform the duties of the President in the event that individual is unable to serve. The President-Elect shall concurrently serve as a Vice President of the Association.

Section 6. Past President. The immediate Past President shall serve for one (1) year. The principal role of the immediate Past President shall be to serve as an advisor to the President and to take such actions as requested by the President.

Section 7. Election and Term of Office. The election results of the President-Elect by the Voting Members shall be announced at the annual business meeting. The President-Elect shall serve for a term of one (1) year and then shall serve as President for a term of one (1) year, or until a successor has been duly elected and properly qualified, and shall not be eligible for re-election to the same office. The term of the President-Elect, the President and the Past President shall commence immediately following the convention. All other officers are appointed by the Board, shall serve terms of one (1) year each and may be reappointed to successive terms.

Section 8. Resignation. Any officer may resign at any time by giving written notice to the Board. Such resignation shall take effect at the time specified in the notice or, if no time is specified, immediately.

Section 9. Removal. Any officer may be removed from such office by a two-thirds (2/3rds) vote of the Board of Directors present and voting at any regular or special meeting of the Board.

Section 10. Vacancies. The office of any officer shall be deemed vacant if, at any time during the one (1) year term, the officer ceases to meet the qualifications for the position, dies, resigns, or is removed in accordance with Section 9 above. If a vacancy occurs in the office of

President, the President-Elect shall immediately succeed to the office of President for the remainder of the unexpired term and for the President-Elect's normal one (1) year term as President. If a vacancy occurs in the office of Secretary-Treasurer, the Board shall fill the vacancy for the remainder of the unexpired term. If a vacancy occurs in the office of President-Elect, the Board shall fill the vacancy for the remainder of the unexpired President-Elect's term and call a special election to be held at the next annual meeting for the purpose of electing a President.

Section 11. Secretary-Treasurer. The Chief Executive Officer of the Association shall serve as the Secretary-Treasurer. The Secretary-Treasurer shall be responsible for and oversee all financial administration of the Association; ensure staff members properly receive and give receipts for moneys due and payable to the Association and deposit all such money in the name of the Association in appropriate banks; ensure that the minutes of the Board of Directors are kept; see that all notices are duly given in accordance with the provisions of these Bylaws; ensure staff members keep corporate records; and in general perform all duties incident to the office of Secretary-Treasurer and such other duties as may be assigned by the Board of Directors.

Section 12. Bonding. If requested by the Board of Directors, any person entrusted with the handling of funds or valuable property of the Association shall furnish, at the expense of the Association, a fidelity bond, approved by the Board of Directors.

Article VII **Delegate Assembly**

Section 1. Delegates.

(a) Delegates to the Assembly serve at-large and represent the whole Association membership.

(b) Delegates shall be based on district distribution. Selection shall be determined as follows: Districts with 1,000 or fewer members shall have ten (10) delegates. Districts shall have one (1) additional delegate for each 500 members or fraction above 1,000 members. In addition, each district shall select one future professional delegate and alternate delegate.

(c) Delegates begin their one (1) year term on January 1 and serve through December 31. Delegates may be reelected.

(d) Delegates of the Assembly shall be voting members and have held one year of continuous membership immediately prior to election or appointment to the Delegate Assembly.

(e) Delegates may resign but may only be removed by the body that elected or appointed them.

(f) Alternate Delegates must have the same qualifications as Delegates.

(g) Delegates do not receive compensation for their service as Delegates but may be reimbursed for their expenses.

Section 2. Meetings.

(a) There shall be an annual meeting of the Delegate Assembly during the Association's annual conference or upon such date, time, and place as the Board shall determine. Written notice of the annual business meeting shall be given at least thirty (30) days prior to the meeting.

(b) Special meetings of the Delegate Assembly may be called by the President of the Board or the Executive Committee. Except in cases of emergency, Delegates shall receive notice stating the purpose of the special meeting not less than three (3) days prior to the special meeting.

(c) During the annual meeting and any special meeting of the Delegate Assembly, Delegates shall have the right to vote on the following matters only:

- Approval of amendments to the Bylaws
- Recommend policy positions to the Board of Directors
- Upon request of the Board, provide a sense of the members' views on a particular subject

Voting on all other matters is expressly reserved for the Voting Members or the Board of Directors, as further provided in these Bylaws.

(d) At all meetings of the Delegate Assembly, the presence of a majority of the Delegates shall constitute a quorum and the action of a majority of those present and voting shall constitute the act of the Delegate Assembly. Delegates may not vote by proxy.

(e) The President shall serve as the chair of the Delegate Assembly without a vote.

Article VIII
Nominations and Elections

Section 1. Nominations. Any Professional Member who has been a member in good standing for five (5) years immediately prior to election may be nominated for a director or officer position. Nominations may be submitted by any Voting Member.

Section 2. Nominations Committee. Prior to the annual business meeting, the President shall appoint a Nominations Committee and a chair of the Nominations Committee, subject to the approval of the Board.

Section 3. Election. The Chair of the Nominations Committee will present the committee's official report and the selection of the final nominees to the Voting Members at least sixty (60) days prior to the annual business meeting. Other nominations may be made in accordance with parliamentary procedure.

Article IX
Chief Executive Officer

The Board of Directors shall appoint a Chief Executive Officer (CEO) who shall be responsible for the day-to-day management of the Association, including carrying out the Association's goals and policies. The CEO will attend all Board meetings, report on the progress of the Association, answer questions of the Board members and carry out other duties as described in the job description or as may be determined by the Board of Directors. The Board of Directors, in accordance with the Board policy, shall annually review and evaluate the performance of the CEO and, upon recommendation of the Executive Committee, determine a reasonable compensation level.

Article X **Committees**

Section 1. Appointment. The Board of Directors has the authority and responsibility to create and disband committees; establish committee duties, conditions, and terms or services; and approve committee appointments, including designation of the chair and other committee officers who are nominated by the President.

Section 2. Standing Committees. Standing Committees shall be constituted to perform a continuing function and shall only be created or discharged by an amendment to these Bylaws. Vacancies in the membership of standing committees may be filled by the President with Board approval.

(a) **Executive Committee.** The Executive Committee shall assist the Board of Directors in its oversight responsibilities by exercising the full powers and authority of the Board in the management of the business of the Association between regular Board meetings and in reviewing and making recommendations to the full Board as to fair and reasonable executive compensation levels. The Executive Committee shall not have any power or authority to act on:

- The filling of vacancies in the Board of Directors;
- The adoption, amendment, or repeal of these Bylaws;
- Action on matters committed by these Bylaws or resolution of the Board of Directors to another committee of the Board; or
- Action on matters pertaining to the acquisition, sale, mortgage, or pledge of real property.

The Executive Committee shall consist of the President, President-Elect, Past President and the CEO (*ex officio* and without a vote). The Executive Committee may meet in any manner necessary to conduct its business and shall keep regular minutes of its proceedings and report the same to the Board no later than the next meeting of the Board of Directors.

(b) **Finance Committee.** The Finance Committee shall assist the Board of Directors in its oversight responsibilities relating to fiscal management of organization-wide financial assets. The Finance Committee may include individuals who are not members of the Board of Directors. No more than two members of the Audit Committee may also serve on the Finance Committee.

(c) **Audit Committee.** The Audit Committee shall assist the Board of Directors in its oversight and monitoring of the Association's systems of internal controls and risk mitigation; in ensuring compliance with legal and ethical standards; and in recommending to the full Board the

selection, retention, or termination of independent auditors. The Audit Committee shall consist of four (4) directors, each of whom shall serve staggered two (2) year terms.

(d) **Nominations Committee.** The Nominations Committee will review the qualifications of all candidates and will select nominees for each open director position and the President-Elect position. In making its selections, the Nominations Committee shall consider the skills, qualifications and demographics of those remaining on the Board and any identified skills, qualifications or demographics that are under-represented.

Section 3. Special Committees and Task Forces. The President, with Board approval, may create and appoint members to such other committees and task forces as deemed appropriate. Such committees and task forces shall have the power and duties designated by the Board of Directors and shall give advice and make nonbinding recommendations to the Board. Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors. Vacancies in the membership of special committees and task forces may be filled by the President.

Article XI **Miscellaneous Provisions**

Section 1. Notice. Whenever, under the provisions of these Bylaws, notice is required to be given to a director, an officer, or a committee member, such notice shall be given in writing by first-class mail or overnight delivery service with postage prepaid to such person at his or her address as it appears on the records of the Association. Such notice shall be deemed to have been given when deposited in the mail or the delivery service. Notice may also be given by facsimile, electronic mail, or hand delivery and will be deemed given when received.

Section 2. Parliamentary Procedures. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order adopted by the Association.

Article XII **Indemnification**

Every director, officer, volunteer, and employee shall be indemnified by the Association against any and all expenses and liabilities reasonably incurred or imposed upon them in connection with any claim, action, suit, or proceeding to which they may be made a party or in which they may become involved, by reason of being or having been a director, an officer, a volunteer, or an employee, whether the person is a director, an officer, a volunteer, or an employee of the Association at the time such expenses are incurred. However, there shall be no indemnification in relation to matters as to which the director, officer, volunteer or employee is adjudicated guilty of a criminal offense or liable to the Association for damages arising out of his or her own gross negligence or willful malfeasance in the performance of his or her duties to the Association.

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Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, volunteer or employee. The Association may advance expenses or, where appropriate, may itself undertake the defense of any director, officer, volunteer or employee. However, such director, officer, volunteer or employee shall repay such expenses if it should be ultimately determined that they are not entitled to indemnification under this Article.

The Board of Directors may also authorize the purchase of insurance on behalf of any director, officer, volunteer, employee, or other agent against any liability incurred by them which arises out of such person's status as a director, an officer, a volunteer, an employee, or an agent, whether or not the Association would have the power to indemnify the person against that liability under law.

Article XIII
Amendments to Bylaws

These Bylaws may be amended or new Bylaws adopted upon the affirmative vote of two-thirds (2/3rds) of the Delegates present and voting at the meeting of the Delegate Assembly. The notice of the meeting shall set forth a summary of the proposed amendments. A proposed amendment must be approved by the Board and then submitted in written form to the Delegates thirty (30) days before the annual meeting. Notice of a proposed Bylaws amendment may be provided to the Delegates electronically.