

**ARIZONA INTERSCHOLASTIC ATHLETIC ADMINISTRATORS ASSOCIATION**

**CONSTITUTION AND BY – LAWS**

(Revised 09/09/14)

**CONSTITUTION**

**ARTICLE I – NAME**

The name of this organization shall be: Arizona Interscholastic Athletic Administrators Association (AIAAA).

**ARTICLE II – PURPOSE**

This Constitution and By – Laws is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

Notwithstanding any other provision of these articles, the Constitution and By – Laws shall not carry on any other activities not permitted to be carried out by:

- a) A corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United State Internal Revenue Law) or
- b) A corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code.)

The purpose of the organization shall be:

1. To promote the educational aspects of interscholastic athletics within the total educational program;
2. To assist and cooperate with the Arizona Interscholastic Association (AIA) in carrying out its objectives;
3. To promote the mission and programs of the National Interscholastic Athletic Administrators Association (NIAAA);
4. To promote the programs of the National Federation of High Schools (NFHS) which relate to the field of athletic administration;
5. To foster high standards of professionalism and ethics;
6. To promote cooperation and sportsmanship among schools;
7. To provide for an exchange of ideas and understanding of the administration of high school athletics;

8. To promote good will and camaraderie among the athletic directors of the State of Arizona,
9. To encourage and promote athletic programs that will provide the widest possible participation, while maintaining the highest possible standards;

### **ARTICLE III – MEMBERSHIP AND DUES**

#### **Section I – Membership**

1. Active membership shall be open to all school Athletic Directors / Administrators, Associate Athletic Directors / Administrators, Assistant Athletic Directors / Administrators, and/or Athletic Coordinators in the schools that compete in athletics (Grades 6 – 12) in the State of Arizona. State association staff are also eligible for AIAAA membership.
2. Retired Athletic Directors / Administrators, Associate Athletic Directors / Administrators, Assistant Athletic Directors / Administrators, and/or Athletic Coordinators may maintain membership.
3. Honorary memberships may be granted by the Board of Directors.

#### **Section 2 – Dues**

Annual dues shall be set by the Board of Directors for all categories of membership.

There shall be dues designated for:

- Active Members
- Retired Athletic Directors / Administrators, Associate Athletic Directors / Administrators, Assistant Athletic Directors / Administrators, and/or Athletic Coordinators who are members. Their dues will generally be at one – half the active membership dues.
- Honorary memberships will not be assigned dues.

#### **Section 3 – Application for Membership**

Application for membership shall be made to the Executive Director / Treasurer and shall be considered active immediately upon receipt of the dues. All memberships expire September 30<sup>th</sup> of each year, which is at the conclusion of the current year state conference.

#### **Section 4 – Voting**

Only active members will be eligible to vote and to hold office.

**ARTICLE IV – BOARD OF DIRECTORS**

**Section 1 – Membership**

The Board of Directors shall be composed of all duly elected and appointed officers and five Representatives selected from each of the Conferences within the Arizona Interscholastic Association (AIA) as follows:

1A Conference	–	1 Representative
2A Conference	–	1 Representative
3A Conference	–	1 Representative
4A Conference	–	1 Representative
5A Conference	–	1 Representative

Each Representative will have one vote on all legislative matters. The Conference Representatives will have one – year terms of office and can be reappointed at the September meeting by the Board of Directors.

**Section 2 – Ex – Officio Members**

The Executive Director of the Arizona Interscholastic Association and/or their Representative shall be an ex – officio member.

**Section 3 – Legislative Action**

The Board of Directors shall act on all matters pertaining to the business activities of the organization.

**Section 4 – Quorum**

A quorum shall consist of 51% of the membership of the Board of Directors and any action taken shall be based on a simple majority vote. The President may obtain telephone/written – including via fax or e-mail – proxy votes for emergency business meetings.

**Section 5 – Diversity Policy**

In an effort to promote diverse representation in the membership of the AIAAA committees, the Board will consider as one factor, the promotion of diversity in filling positions. It is designed to encourage and foster the policy that the AIAAA Leadership should mirror the demographics of our member athletic directors.

**ARTICLE V – OFFICERS / APPOINTED OFFICERS**

**Section 1 – Elected Officers**

The elected officers shall be:

- a President;
- a President – Elect
- an Immediate Past President, and
- a Secretary.

## **Section 2 – Appointed Officers**

The appointed officers shall be:

- the five AIA Conference Representatives,
- the NIAAA Liaison,
- the AIA Executive Board Representative,
- all Committee Chairs,
- the Executive Director/Treasurer/Assistant Secretary

## **Section 3 – Duties of the President**

The President shall work with the Executive Director to prepare the agenda, provide notices of meetings, with date, time and agenda. The president will preside at all meetings of the Arizona Interscholastic Athletic Administrators Association. The President shall have the power to appoint all committee chairpersons, special committees, and call special meetings. The President shall serve a one – year term. The President shall be empowered to delegate any duties he/she deems necessary with approval of the Board of Directors.

## **Section 4 – Duties of the President – Elect**

The President – elect shall work with the Executive Director and the Board of Directors on matters relative to planning the activities during their term in office. The President – elect shall assume the duties of the President in his/her absence or in his/her inability to act. The President – Elect shall serve as Chairperson of the Annual AIAAA Conference Planning Committee. The President – Elect shall succeed the President after serving one year as President – Elect.

## **Section 5 – Duties of the Immediate Past President**

The immediate Past President shall act as an advisor to the President and the Board of Directors. The immediate Past President shall serve as Chairperson of the Nominating Committee.

## **Section 6 – Duties of the Secretary**

The Secretary shall be the chief corresponding officer responsible for records and proceedings, issuing of ballots, minutes of meetings and other items necessary for proper operation of the Arizona Interscholastic Athletic Administrators Association. The Secretary shall serve a three – year term and is eligible for re-election.

## **Section 7 – Duties of the Executive Director**

The Executive Director is appointed by the President with the consent of the Board of Directors. The Executive Director position may be a paid position, with the amount of any compensation set by the Board of Directors.

The AIAAA Executive Director / Treasurer shall serve as the chief financial officer responsible for the receipt and disbursement of funds as authorized by the Board of Directors. The Executive Director/Treasurer will serve as the spokesperson for the organization. The Executive Director / Treasurer shall submit a financial report as a

routine order of business at all Arizona Interscholastic Athletic Administrators Association meetings. The Executive Director / Treasurer shall collect dues and submit lists of the total membership to the NIAAA, maintain membership lists, and coordinate the Annual Conference arrangements. Financial records are to be prepared for taxes and audits yearly and the Executive Director shall renew yearly the Arizona Corporation Commission paperwork and dues.

The Executive Director is also responsible for the yearly insurance for the Board of Directors, Annual Conference and Annual Golf Tournament. The Executive Director shall maintain the AIAAA website.

The Executive Director shall conduct meetings in the absence of the President and the President – elect. The Executive Director shall also serve as the Assistant Secretary when the Secretary is absent. The Executive Director shall also carry out any other duties as assigned by the Board of Directors.

The AIAAA Executive Director shall assist the President – elect in planning the Annual Conference. The Executive Director shall also assist with the vendors at the Annual Conference and coordinate information as needed. The Executive Director shall also carry out any other duties as assigned by the President with the consent of the Board of Directors.

### **Section 9 – Duties of the AIA Executive Board Representative**

The AIA Executive Board Representative is appointed by the President with the consent of the Board of Directors. The Executive Board Representative shall serve a three year term, with possible re-appointment, to correspond with the AIA terms of office.

Nominations are open to all AIAAA members for this position. The Chairperson of the Nominating Committee will also solicit nominations for this position.

### **Section 10 – Duties of the NIAAA Liaison**

Each State athletic administrators association which holds organizational membership in the National Interscholastic Athletic Administrators Association shall select one person from its members to serve as their liaison to the NIAAA for the purpose of coordinating all communication between the NIAAA and the State association.

The NIAAA Liaison is selected by a vote of the Board of Directors. Members interested in submitting their name for this position will submit a letter of interest and a resume to the Executive Director within a required deadline. For continuity, the NIAAA Liaison position will be an open ended term. The job description and duties of the NIAAA Liaison will be those specified by the National Interscholastic Athletic Administrators Association.

### **Section 11 – Duties of Committee Chairs**

Each Committee Chairperson shall be responsible for carrying out the duties and requirements of their specific Committee. The chairpersons shall be appointed by the President and/or the Executive Director with the approval of the Board of Directors, unless specified to be other Officers of the Board in the attached By – Laws. Committees Chairpersons serve one – year terms and may be reappointed by the President and/or the Executive Director with the consent of the Board of Directors.

### **Section 12 – Un – expired Terms of Officers**

If for any reason an officer is unable to complete his/her term of office, the President and/or the Executive Director shall, with the consent of the Board of Directors, appoint a replacement to serve in that office until the next Annual AIAAA Meeting.

If for any reason the President is unable to complete his/her term of office, the Board of Directors shall appoint a replacement to serve as President until the next Annual AIAAA Meeting.

## **BY – LAWS**

### **ARTICLE I – PURPOSE**

The By – Laws of the Arizona Interscholastic Athletic Administrators Association have been developed to best serve the purpose of the organization.

### **ARTICLE II – MEETINGS**

#### **Section 1 – Board of Directors**

1. Meetings of the Board of Directors may be called by the President or Executive Director at the request of two – thirds of the members of the Board of Directors. Notice of at least two weeks shall be given all members as to time, date, place, and agenda. There should be a minimum of three meetings per year (September – August).
2. In the absence of a meeting, emergency business may be conducted by polling, faxing, telephone, e-mailing, or postal mailing to all members of the Board of Directors. The President and/or the Executive Director shall make an attempt to contact all members. Passage of agenda items will require a quorum and will be ratified at the next regularly scheduled meeting.

3. Regular attendance of Board Meetings is required. Unexcused absences of more than two meetings per year will be reviewed by the Board of Directors and may result in rotation off the Board.

### **Section 2 – Annual Meeting**

1. There shall be at least one Annual Membership Meeting for members at large. This meeting will ordinarily be held at the Annual AIAAA conference in September.
2. This Annual Meeting may also be an in –service program organized by the Board of Directors.
3. A quorum of one – fourth of the voting membership is required to conduct business of the AIAAA at the Annual Meeting.

### **Section 3 – Elections**

Elections shall be an agenda item at the Annual Business Meeting.

## **ARTICLE III – ORDER OF BUSINESS**

The order of business of the AIAAA meetings shall be:

1. Call to Order
2. Receipt / approval of the Minutes
3. Receipt / approval of the Treasurer’s Report and Executive Director’s Report
4. Election of Officers (at the Annual Business Meeting)
5. Report of Committees
6. Old Business
7. New Business
8. Adjournment

## **ARTICLE IV – PARLIMENTARY PROCEDURE**

*Robert’s Rules of Order* shall be observed.

## **ARTICLE V – AWARDS**

The various awards may be given out each year to AIAAA and NIAAA members at the Annual AIAAA Conference. AIAAA Nominees for these awards and National winners will be recognized at the Annual AIAAA Conference. The awards currently include:

1. NIAAA State Award of Merit
2. NIAAA Award of Merit
3. NIAAA Distinguished Service Award for Athletic Administrators
4. NIAAA Frank Kovaleski Professional Development Award

5. AIAAA 1A Conference Athletic Director of the Year Award
6. AIAAA 2A Conference Athletic Director of the Year Award
7. AIAAA 3A Conference Athletic Director of the Year Award
8. AIAAA 4A Conference Athletic Director of the Year Award
9. AIAAA 5A Conference Athletic Director of the Year Award
10. AIAAA Hall of Fame Award
11. AIAAA Zig Kwiatkowski Rookie of the Year Award
12. AIAAA Medallion of Distinction
13. Other related awards to be presented at the Annual Awards Luncheon may include:
  - NHSF Citation Award
  - Special Commendation Awards

## **ARTICLE VI – COMMITTEES**

The organization shall have both standing and special / Ad Hoc committees. The standing committees include:

- Annual Conference
- Awards
- Certification
- Hall of Fame
- Leadership Training Institute
- Nominating
- Sponsorship
- Vendor
- Strategic Plan
- Golf Tournament

### **Section 1 – Annual AIAAA Conference Committee**

The President – Elect shall serve as the Chairperson of the Annual AIAAA Conference Committee. The Board of Directors and other members as appointed by the President shall comprise the membership of this committee. The Executive Director will work closely with the committee and the President – Elect in planning the Annual Conference. It will be the responsibility of this committee to plan and implement the AIAAA Annual Conference in September of each year. . The committee members shall serve a one – year term and may be reappointed by the committee Chairperson.

### **Section 2 – Awards Committee**

The President and/or the Executive Director shall appoint the Chairperson of the Awards Committee who shall select committee members as needed. The committee shall be responsible for all AIAAA awards and all national awards, including NIAAA and NHSF awards. The committee will plan the Annual Awards Luncheon presentation of the awards. The committee members shall serve a one – year term and may be reappointed by the committee Chairperson.

### **Section 3 – Certification Committee**

The President and/or the Executive Director shall appoint the Chairperson of the Certification Committee who shall select committee members as needed. The committee shall be responsible for conducting the CAA exam at the Annual AIAAA Conference and at other times as necessary as well as for maintaining records of the certification of AIAAA / NIAAA members. The committee shall work with the NIAAA as requested regarding certification. The committee members shall serve a one – year term and may be reappointed by the committee Chairperson.

### **Section 4 – Hall of Fame Committee**

The President and/or the Executive Director shall appoint the Chairperson of the Hall of Fame Committee who shall select committee members as needed. The committee shall be responsible for recommending membership into the AIA Hall of Fame and for producing the Hall of Fame Award Presentation Program at the Annual Conference. The committee members shall serve a one – year term and may be reappointed by the committee Chairperson.

### **Section 5 – Leadership Training Institute Committee**

The President and/or the Executive Director shall appoint the Chairperson of the Leadership Training Institute Committee who shall select committee members as needed. The committee will work closely with the Arizona Interscholastic Association and the NIAAA in providing NIAAA Leadership Training Courses to Arizona athletic directors / administrators. The committee will be responsible for conducting all LTI courses at the Annual Meeting. . The committee members shall serve a one – year term and may be reappointed by the committee Chairperson.

### **Section 6 – Nominating Committee –**

The Chairperson of the Nominating Committee shall be the Immediate Past President. The committee members shall consist of the Board of Directors and any other person as recommended by the Immediate Past President. It shall be the duty of the committee to select a slate of candidates for the Officers and secure the consent of the nominees that they will serve if elected. In preparing the slate of candidates for office, the candidate for President – Elect should not be from the same Conference as the current President – Elect when this is possible. All candidates for Officer should have had prior experience as members of the AIAAA Board. Those who have served on AIAAA Committees, NIAAA Committees or AIA Committees and/or Boards may be considered for nomination as AIAAA Officers. The committee members shall serve a one – year term and may be reappointed by the committee Chairperson.

### **Section 7 – Sponsorship Committee**

The President and/or the Executive Director shall appoint the Chairperson of the Sponsorship Committee who shall select committee members as needed. The committee shall be responsible for accruing funds that shall be used to benefit the mission and goals of the AIAAA. The committee shall work closely with the Vendor Committee in securing sponsors for the Annual Conference. The committee members shall serve a one – year term and may be reappointed by the committee Chairperson.

### **Section 8 – Vendor Committee**

The President and/or the Executive Director shall appoint the Chairperson of the Vendor Committee who shall select committee members as needed. The committee shall be responsible for arranging for vendors to attend the AIAAA Annual Conference and for providing for appropriate space and recognition for these vendors during the Conference. The committee shall work closely with the Sponsorship Committee and the Executive Director in securing vendors for the Annual Conference.

### **Section 9 – Special / Ad Hoc Committees**

The President and/or the Executive Director with the consent of the Board of Directors, shall form and select members to serve on Special or Ad Hoc Committees from time to time as they deem necessary to carry out the business of the AIAAA. Generally these committees shall have a time – limited existence and / or a specific purpose not already covered by any other standing committee or Board Office.

## **ARTICLE VII – ELECTIONS AND APPOINTMENTS**

### **Section 1 – Elections**

All regular elections shall be held at the Annual AIAAA Meeting as a part of the regular business.

### **Section 2 – Nomination of Slate of Officers**

The Nominating committee Chairperson, who is the Immediate Past President, shall present the slate of officers at the Annual AIAAA Conference.

### **Section 3 – Nominations from the Floor**

Nominations from the Floor will be accepted from any active AIAAA member for any office open for election. Before placing a person in nomination, the nominator must first secure the permission and consent of the nominee in writing that he / she will serve if elected.

### **Section 4 – Issuing the Ballot**

1. Election by voice vote may be used.
2. The Secretary may issue ballots to all AIAAA members present at the Annual AIAAA Conference. The balloting shall be conducted at the Business Meeting.

**Section 5 – New Officers**

All newly elected officers are to take office as of the date of election to office.

**Section 6 – Transfer of Offices**

Transfer of Offices should be made as orderly as possible.

**Section 7 – Presidential/Executive Directorial Appointments**

The President and/or the Executive Director shall appoint such Committee Chairpersons as needed and shall make appointments to fill Board of Directors vacancies as may occur with the approval of the Board of Directors.

**ARTICLE VIII – AMENDMENTS TO THE CONSTITUTION**

**Section 1 – Proposals of Amendments**

Amendments may be proposed by the Board of Directors or by referendum or by petition of 15% of the active members to the President with a minimum of two weeks prior to the Annual AIAAA Conference.

**Section 2 – Adoption of Amendments**

Adoption of Amendments shall be made by simple majority of active members by voice or ballot at any regular or special meeting or by a simple majority of all active members through a written ballot.

**ARTICLE IX – RATIFICATION OF THE CONSTITUTION**

This Constitution must be ratified by a majority vote of all active members by voice or by ballot and shall take effect upon the election of officers.

Know all people by those present: That the undersigned Secretary of the Association known as the Arizona Interscholastic Athletic Administrators Association does hereby certify that the above and foregoing By – Laws were duly revised by the members of said Association as of the 9<sup>th</sup> day of September 2014 and that they do now constitute the By – Laws of said Association.

**ATTEST:**

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**Secretary**

**September 9, 2014**