

## **Bylaws of The Alabama State Association for Health, Physical Education, Recreation and Dance**

### **Article I – Name**

The organization shall be called The Alabama State Association for Health, Physical Education, Recreation and Dance.

### **Article II – Organization**

**Section 1.** The Alabama State Association for Health, Physical Education, Recreation and Dance (hereinafter referred to as the "Association") is incorporated under the provisions of the Alabama Non-Profit Corporation Action (Sections 10-3-1 through 10-3-172 of the Code of Alabama) with all the powers and privileges of a corporation organized under said Act and under the Constitution and laws of the State of Alabama. The Association shall be governed by the Bylaws, as amended from time to time, as provided herein. The Bylaws shall not conflict with the Articles of Incorporation.

**Section 2.** The corporate seal shall bear the name of the Association and also have inscribed thereon the words "Corporate Seal, Alabama". The seal may be changed at the pleasure of the Board of Directors.

**Section 3.** The Association shall be affiliated with the Society of Health and Physical Educators (SHAPE) doing business as SHAPE America.

### **Article III – Membership**

**Section 1.** Members of the Association shall be designated as Professional, Aide, Future Professional, and Retired Members.

**Section 2.** Professional Members shall consist of persons professionally engaged in one or more of the various aspects of health education, physical education, recreation, dance, sport, exercise science or related fields.

**Section 3.** Aide Members shall be persons working as paraprofessionals in K-12 school settings.

**Section 4.** Future Professional Members shall consist of undergraduate and full time graduate students in health, physical education, recreation, dance, sport, exercise science, or related fields from institutions of higher learning.

**Section 5.** Retired members shall be persons who have been Professional Members for ten consecutive years prior to their retirement.

**Section 6.** The annual dues for the members shall be established by the Board of Directors. All members shall receive the official publications of the Association when distributed.

**Section 7.** Any persons may be restored to membership upon payment of the dues for the current year.

### **Article IV – Governance**

**Section 1.** The governing organization of the Association shall include the following units: Board of Directors, Assembly of the Association, duly elected officers, and committees legally constituted as provided in these Bylaws.

**Section 2.** The Board of Directors shall initiate and transact all business necessary for the administration of the Association. The Board shall review and approve budgets, policies and activities of the Association.

**Section 3.** The Assembly shall effect all changes in the Articles of Incorporation and Bylaws; elect officers; and initiate and conduct such business as it deems desirable.

**Section 4.** The officers and committees of the Association shall be such as are authorized under these Bylaws and any later amendments.

## **Article V – Finance**

**Section 1.** The Board of Directors shall decide the amount of money to be budgeted to conduct the business of the Association for the following year.

**Section 2.** The fiscal year shall extend from June 1 to May 31 inclusive.

**Section 3.** No part of the net earnings of this organization shall inure to the benefit of any private shareholder or individual; no substantial part of the activities of the organization shall involve carrying on propaganda, or otherwise attempting to influence legislation; and this organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. The corporation shall at all times operate in a manner that will obtain and maintain an exemption from taxation under Section 501 of the Internal Revenue Code and under any subsequent provisions of the Internal Revenue Code that may be enacted concerning such an exemption.

## **Article VI – Meetings**

**Section 1.** The Association may hold annual and special meetings as set forth in this Article.

**Section 2.** An annual meeting of the Assembly, or regular members of the Association, shall be held at such time as may be prescribed by the Board of Directors.

**Section 3.** Special meetings of the Assembly shall be held when called by the Board of Directors or upon petition of a majority of the membership of the Assembly. A petition calling for a special meeting of the Assembly must be signed by a majority of the membership of the Assembly. Such a petition may be submitted to the President, who shall call a special meeting within 60 days of receipt of a petition signed by a majority of the members.

## **Article VII – Board of Directors**

**Section 1.** The Board of Directors shall consist of the President; President-Elect; Past President; Vice-Presidents and Vice-President-elects of Health, Physical Education, and Sport & Exercise Science Divisions; Advocacy Committee Chair; Executive Director; Parliamentarian; District Representatives; and representatives from the Health and Physical Education Division of the State Department of Education and the Governor's Commission on Physical Fitness. The voting members of the Board of Directors are the President; President-Elect; Past President; Vice-Presidents and Vice-Presidents-Elect of Health, Physical Education, and Sport & Exercise Science Divisions; and the District Representatives.

**Section 2.** It shall be the duty of the Board of Directors to initiate and transact all business necessary for the conduct of the Association except as provided in Article VII of the Articles of Incorporation.

**Section 3.** A vote of the Board of Directors may be taken by mail or email. To be valid, at least a quorum of the voting members of the Board of Directors must return their ballots/vote to the President. A majority of the votes cast shall be necessary to pass a motion.

## **Article VIII – Assembly**

**Section 1.** The Assembly shall consist of all of the regular members of the Association whose dues for the current fiscal year have been paid in full.

**Section 2.** It shall be the duty of the Assembly to effect all changes in the Articles of Incorporation and Bylaws; to elect officers of the Association; to initiate and conduct such business as it deems desirable; and upon a vote of two-thirds of the members voting at any regular or special meeting of the Assembly, to remove any or all of the Board of Directors and to elect new members of the Board of Directors by simple majority vote to fill any vacancies created by the action of the Assembly in removing one or more Directors from office. All action of the Assembly shall be taken upon a vote of a majority of the votes cast except as otherwise provided in these Bylaws. Removal of a Member of the Board of Directors will automatically remove that person from the position by virtue of which that person became entitled to membership on the board under the provisions of Article VII. Section 1.

## **Article IX – Officers and Duties**

**Section 1.** The officers shall consist of the President; Past President; President-Elect; Vice Presidents and Vice President-Elects for Health, Physical Education, and Sport & Exercise Science Divisions; the Parliamentarian; District Representatives; and the Executive Director.

**Section 2.** The duties of the officers listed in Section 1 shall be set forth in their respective operating codes.

**Section 3.** Officers by appointments. All officer-elects, appointed by the President must stand election to succeed to the office for which they are officers.

## **Article X – Election of Officers**

**Section 1.** To select candidates for all offices, there shall be a Nominating Committee consisting of the immediate Past President as chair, the outgoing Vice Presidents and three other members appointed by the President.

**Section 2.** Qualifications for officers shall be as set forth in the Division operating codes.

**Section 3.** The Nominating committee shall prepare a slate of candidates for each office. Candidates must accept their nomination in writing.

**Section 4.** The following officers shall be elected by the Assembly during the Fall Conference: President-Elect; Vice-Presidents-Elect for Health, Physical Education, and Sport & Exercise Science Division; and District Representatives. The even number District Representatives will be elected in even number years and odd number District Representatives in odd number years. The officers elected at the Fall Conference will take office at the last Board of Directors meeting of the year, and not later than June 1.

## **Article XI – Committees**

**Section 1.** There shall be two types of committees: Standing Committees and President's Committees (Special or Ad Hoc committees).

**Section 2.** The Standing Committees shall include the Strategic Planning, Elections, Executive, Executive Director Selection and Evaluation, Finance, Awards, Necrology, Nominations, and Advocacy.

**Section 3.** The President's Committees (Special and/or Ad Hoc) are indefinite in number and are appointed for relatively specific duties.

**Section 4.** Membership on the Elections Committee shall terminate when the results of the vote have been determined.

**Section 5.** Ad Hoc Committees are terminated as soon as they have completed a specified task.

**Section 6.** President's Special Committees terminate at the conclusion of that President's term of office.

**Section 7.** The functions, organization, and methods of procedure of the standing committees shall be set forth in operating codes.

**Section 8.** Former Honor Award recipients shall serve on the Honor Awards Committee.

**Section 9.** The President shall appoint the members of all committees incorporating the stipulations as hereinabove provided. All appointments shall be approved by the Board of Directors.

## **Article XII – Divisions and Councils**

**Section 1.** The Association consists of three Divisions, and eight Councils: the Health Division, the Physical Education Division, the Sport & Exercise Science Division, the Research Council, the Athletics Council, the Future

Professionals Council, the Adapted Physical Activity Council, the Elementary Physical Education Council, Middle and Secondary Physical Education Council, the Physical Activity Council, and the Higher Education Council-

**Section 2.** Divisions and Councils may be proposed in writing by any member of the Association to the Board of Directors. If the proposed division or council is approved by two-thirds vote of the board, it shall be submitted in writing to the entire membership of the Association thirty days before an annual meeting or by mail as hereinbefore provided. An affirmative vote shall consist of two-thirds of the votes.

**Section 3.** Divisions and Councils shall be governed by provisions set forth in their respective operating codes.

**Section 4.** Members of Divisions and Councils must be members of the Association; otherwise, each Division and Council shall have the right to fix the qualifications of its members.

**Section 5.** Each Division and Council may hold meetings to conduct such business as deemed necessary.

**Section 6.** Officers of the Councils shall be elected at the time of the annual Council meeting by the members present. The organization of the Council and duties of the officers shall be set forth in a Council operating code.

**Section 7.** Divisions and Councils may be dissolved, upon recommendation of the Board of Directors, by a two-thirds vote of the Assembly at a regular meeting or by mail vote.

### **Article XIII – Meetings of the Board of Directors**

There shall be a minimum of three meetings of the Board of Directors each year at sites to be selected by the Board of Directors. The needs in the State shall be considered in making the selection of the site.

### **Article XIV – Official Publications**

**Section 1.** The official publication shall be called the Alabama State Association for Health, Physical Education, Recreation and Dance Journal. It shall be published by the Association and made available to all paid members.

**Section 2.** A Journal Editor shall be appointed by the President and approved by the Board of Directors for an indefinite period of time. The Journal Editor shall work with the Executive Director to publish the Journal.

### **Article XV – Awards**

**Section 1.** The Association may honor individuals for meritorious service in health education, physical education, recreation, dance, sport, or exercise science and make appropriate awards. The Association may honor individuals outside the immediate profession by making them honorary members or making appropriate honorary awards.

**Section 2.** Qualifications for Association Awards are outlined in the respective operating codes.

### **Article XVI – Rules of Order**

Questions of procedure shall be decided by Robert's Rules of Order, unless otherwise provided in the Articles of Incorporation and Bylaws.

### **Article XVII – Amendments**

**Section 1.** The Articles of Incorporation, or any provision thereof, may be amended as provided in the Alabama Non-Profit Corporation Act by Action of the Assembly at any annual or special meeting or by mail or electronic vote.

**Section 2.** These Bylaws may be amended by action of the Assembly at any annual or special meeting or by mail or electronic vote.

**Section 3.** An affirmative vote to amend the Articles of Incorporation and Bylaws shall consist of two-thirds of the votes cast.

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**Section 4.** The membership of the Assembly shall be notified of any proposed changes in the Articles of Incorporation or Bylaws at least 30 days before the date of any vote concerning the amendments. Such notice shall contain the full text of the proposed amendment.

#### **Article XVIII – Operating Codes**

The Articles of Incorporation and Bylaws may be supplemented by operating codes further implementing the provisions of the Articles of Incorporation and Bylaws and prescribing the duties of specific offices and committees. In the event any operating code shall be found to contain provisions not consistent with the Articles of Incorporation and Bylaws, the Articles of Incorporation and Bylaws, as last amended, shall at all times control the management of the Association and all of its boards, officers, committees and members.