

GEORGIA ATHLETIC DIRECTORS ASSOCIATION, INC.

CONSTITUTION



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**BY-LAWS of
GEORGIA ATHLETIC DIRECTORS ASSOCIATION, INC.
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ARTICLE I

Section 1.01 Name: The name of the organization shall be the Georgia Athletic Directors Association, Inc.

Section 1.02 Location:

a. Mailing Address. A post office box shall be maintained at a United States Post Office by the current Board of Directors in the name of the Corporation. This post office box address shall be the mailing address of the Corporation. Mail shall be received at the post office box on a regular schedule by the President of the Corporation or a Board of

b. Business Address. The principal office address required by the Georgia Nonprofit Corporation Code shall be the business address for the Corporation. If the Board of Directors acts to change the business address, the Board of Directors shall immediately notify all members. See Article V (Board of Directors), Section 5.06 (Office) of these Bylaws. .

Section 1.03 Purpose Statement. The purpose of this organization shall be:

- a. To provide for professional development in the area of athletic administration.
- b. To cooperate with and promote all functions of the Georgia High School Association and the Georgia Athletic Coaches Association.
- c. To foster higher standards of professional proficiency and ethics.
- d. To promote public relations and sportsmanship in interscholastic activities.
- e. To improve the articulation of interscholastic athletics in the total educational program.
- f. To develop greater unity, uniformity and fellowship among all members.
- g. To foster student achievement through scholarships and recognition.

ARTICLE II

MEMBERSHIP

Section 2.01 Eligibility. The membership shall be limited to all persons involved in the administration of interscholastic athletic programs in ~~the Georgia High School Association member schools and their feeder schools.~~ high schools and their feeder schools within the State of Georgia.

Section 2.02 Classification. The Corporation shall be composed of general, honorary and retired members.

- a. General Membership. An eligible ((See Section 2.01 Eligibility) general member is considered active when current on all dues.
- b. Honorary Membership. The Board of Directors may vote on honorary memberships.
There will be neither a fee nor will there be voting privileges assigned to honorary members.
- c. Retired Membership. Retired Board members are to be given lifetime memberships to GADA. ~~There will neither be a fee nor will there be voting privileges assigned to retired members.~~

Section 2.03 Voting. Only Active members will be eligible to vote.

Section 2.04 Termination of membership.

Any member may withdraw or resign from membership by notice in writing to the President. Membership may be suspended or terminated by the Board of Directors for any member convicted of any felony or any conviction for an offense where moral turpitude or financial misconduct is involved that appears detrimental to the food name, reputation, and purposes of the corporation. For hearing all such cases the following procedures will be followed:

- a. A special Board of Directors meeting will be held to hear the complaint.
- b. Minimum ten (10) days written notice will be provided to the member with with specific complaints detailed.
- c. The member's right to appear and speak is guaranteed.
- d. After deliberation and upon a two-thirds (2/3) majority vote of the Board of Directors to terminate the member is suspended or terminated. Termination or suspension shall be effective at such a time and for a duration as directed by the Board of Directors.
- e. While the Board of Directors will attempt to judge these matters in a fair and impartial manner, there is no representation of a judicial proceeding with a binding rules of evidence nor any suggestion of civil or criminal wrongdoing (other than any public record) for any member who is suspended or terminated.
- f. There shall be no judicial review of the Board's decision to terminate membership. The exclusive remedy for one aggrieved by such decision is provided by Article XII (Resolution of Disputes) by these By-laws.

ARTICLE III

DUES AND ASSESSMENTS

Section 3.01 Dues. An annual fee may be assessed by the members for membership dues. The amount of the dues shall be determines annually by the Board of Directors,

Section 3.02 Wavier. The Board of Directors is authorized to waive payment of dues for

upon good cause shown.

Section 3.03 Non-Payment of Due. A person's active membership may be suspended for nonpayment of dues.

Section 3.04 Non-Payment Penalties. All annual Fees are due according to the payment schedule determined by the board of Directors and will become in arrears when not paid according to the payment schedule. Active members whose fees are in arrears shall not have any voice or vote in the affairs and/or management of the Corporation until such time as the fees are current.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.01 Composition. The Board of Directors shall be composed of a President, First Vice President (President Elect), Second Vice President, Third Vice President, Executive Director, State Liaison Representative to the N1AAA, Principal's Representative, Superintendents' Representative, Awards Chair, Georgia Athletic Coaches Association (GACA) Representative, Members-at-Large, Retired Board Members, Liaison and the immediate Past President, Vice President, Past President, Membership Committee Chair, Education Committee Chair, Communications and Technology Committee Chair, Awards Committee Chair, Administrative Committee Chair, Conference Committee Chair and the Retired Athletic Directors Committee Chair. This group will hold at least one meeting per year.

Section 4.02 Legislative Action. The Board of Directors shall act on all matters pertaining to membership and legislation in accordance with the Constitution.

Section 4.03 Authority. The business affairs of the Corporation shall be managed by the Executive Director and overseen by the Board of Directors, in all cases acting as a unit. The Board shall be vested with the responsibilities of the day-to-day implementation of policies set forth by the Members. The Board may recommend to the General Membership such rules and regulations for the conduct of meetings and the management of the Corporation, as they deem proper, consistent with these Bylaws and the laws of the State of Georgia. The Board shall have the power to act in the place of the Membership on matters on an emergency basis that require immediate action.

Section 4.04 Expenditures/Budget. The Board of Directors shall be responsible for the management of all receipts and disbursements. It shall adopt a budget to govern the Corporation's expenditures for the fiscal year.

The Board of Directors may approve all expenditures not included in the approved budget of the Corporation up to but not exceeding \$5,000.00. Any expenditure in the amount exceeding \$5,000.00 shall be first approved by the general membership in a regular scheduled meeting.

Section 4.05 Office. The Corporation shall maintain an office in such place as may from time to time be designated by the Board of Directors.

ARTICLE V

DIRECTORS

Section 5.01 Qualification. An elected Director must be a current athletic administrator. When a board member's professional status changes in education, the member may continue to serve at the discretion of the Board of Directors.

Section 5.02 Election/Tenure.

- a. Election. Article VI (Elections) of these Bylaws prescribes the procedures for election of directors
- b. Tenure. The Board of Directors shall serve for **one two years** with voting privileges, as prescribed in Section 5.04 (Enumeration and Duties of the Directors) of these Bylaws. [See Section 3.04b(2)]

Section 5.03 Removal/Resignation/Leave of Absence/Vacancies

The Board of Directors has the power to grant a leave of absence for a present board member for only one year.

Section 5.04 Enumeration and Duties of the Directors.

a. Enumeration. There shall be **eleven (11) ten (10)** members of the Board of Directors.

b. Duties.

(1) President. The President shall preside at all meetings of the association as the chief executive officer. He shall have the power to appoint committees. He shall conduct business not otherwise delegated at such time as the Board of Directors is not in session. The President shall have the authority to appoint an at large member to the Board of Directors if he desires with the Board's approval.

(2) **First** Vice President. The **First** Vice President shall assume the duties of the President in his absence or such duties as the President may delegate to him. He shall succeed the President after serving **one year two years** as **First** Vice-President. He shall serve as chair of the nominating committee to determine the new slate of officers.

~~(3) Second Vice-President. The Second Vice President shall assume the duties of First Vice-President in his absence or inability to act. He shall succeed the First Vice-President after serving one year as the Second Vice-President. He shall serve on the nominating committee.~~

~~(4) Third Vice-President. The Third Vice-President shall assume the duties of the Second Vice-President in absence of the Second Vice-President in his absence or inability to act. He shall succeed the Second Vice-President after serving~~

one year as the Third Vice-President. He shall serve on the nominating committee.

(5) Executive Director. The Executive Director shall be the chief correspondence officer responsible for all such records and proceedings of the association. He shall be responsible for notices, reports, and other items necessary for proper operations of the association. He shall be the chief financial officer responsible for receipt and disbursement of funds as authorized by the Board of Directors. He shall be responsible for the release of publicity concerning the association. He shall be responsible for the coordination of the GADA Conference including sponsorships, exhibitors, program, negotiate all necessary rooms, meals, meeting spaces, etc. A financial report shall be given as a routine order of business at all meetings. An annual stipend will be approved by the Board.

(6-3) Past President. The immediate Past President shall help guide the President and provide continuity within the organization. The Past-President will remain an officer. The chief responsibility will be to update the President's Plaque that will be displayed in the Georgia High School Association's office.

(7) State Liaison Representative. The State Liaison Representative shall be the liaison between the Board of Directors and the National Interscholastic Athletic Administrators Association.

(8) Principal's Representative. The Principal's Representative shall be the liaison between the Board of Directors and the State Principals.

(9) Superintendents' Representative. The Superintendent's Representative shall be the liaison between the Board of Directors and the State Superintendents.

(10) Awards Chair. The Awards Chair shall select a committee to review and present all regions, classification and N1AAA awards to the Board of Directors for confirmation. The chair is responsible for the coordination of all the awards at the conference.

(11) Board Members At-Large. The Board Members-at-Large shall be the liaison between the Board of Directors and state athletic directors. The at-large members shall represent all sections of the state and shall include both public and private schools. Each at-large member shall have designated duties.

(4) Membership Committee Chair. The Membership Committee Chair will be responsible for driving membership opportunities across the state.

(5) Education Committee Chair. The Education Committee Chair will be responsible for continuing education opportunities across the state.

(6) Communications and Technology Committee Chair. The Communications and Technology certification chair will be responsible for insuring information about all aspects of the organization are communicated through various outlets.

(7) Awards Committee Chair. The Awards Committee Chair will be responsible for insuring that all awards given by the organization and on behalf of the NIAAA are done within the selected time frames.

(8) Administrative Committee Chair. The Administrative Committee Chair shall oversee the liaisons between the State Superintendents, State Principals and State Middle School Principals.

(9) Conference Committee Chair. The Conference Committee Chair shall oversee all operations as it relates to the annual conference.

(10) Retired Athletic Director Committee Chair. The Retired Athletic Director Committee Chair shall be responsible for insuring that the organization communicates and welcomes retired AD's throughout the year.

ARTICLE V

DUTIES OF THE BOARD OF DIRECTORS

SECTION 1:

PRESIDENT:

The President shall preside at all meetings of the association as the chief executive officer. He/She shall have the power to appoint committees. He/She shall conduct business not otherwise delegated at such time as the Board of Directors is not in session. **The** President shall have the authority to appoint an at-large member to the Board of Directors if he/she desires with the Board's approval.

SECTION 2:

FIRST-VICE PRESIDENT:

The First -Vice President shall assume the duties of the President in his/her absence or such duties as the President may delegate to him/her. He/she shall succeed the President after serving one year as First Vice-President. He/She shall serve as chair of the nominating committee to determine the new slate of officers.

SECTION 3:

SECOND VICE-PRESIDENT:

The Second-Vice President shall assume the duties of First Vice-President in his/her absence or inability to act. He/She shall succeed the First Vice-President after serving one year as the Second Vice-President. He/She shall serve on the nominating committee.

SECTION 4:

THIRD VICE-PRESIDENT:

The Third Vice-President shall assume the duties of the Second Vice-President in absence of the Second Vice-President in his/her absence or inability to act. He/She shall succeed the Second Vice-President after

serving one year as the Third Vice-President. He/She shall serve on the nominating committee.

SECTION 5:

EXECUTIVE DIRECTOR:

The Executive Director shall be the chief correspondence officer responsible for all such records and proceedings of the association. He/She shall be responsible for notices, reports, and other items necessary for proper operations of the association. He/She shall be the chief financial officer responsible for receipt and disbursement of funds as authorized by the Board of Directors. He/She shall be responsible for the release of publicity concerning the association. He/She shall be responsible for the coordination of the GADA Conference including sponsorships, exhibitors, program, negotiate all necessary rooms, meals, meeting spaces, etc. A financial report shall be given as a routine order of business at all meetings. An annual stipend will be approved by the Board.

SECTION 6:

PAST PRESIDENT:

The **immediate** Past President shall help guide the President and provide continuity within the organization. The Past-President will remain an officer. The chief responsibility will be to update the President's Plaque that will be displayed in the Georgia High School Association's office.

Section 7:

STATE LIAISON REPRESENTATIVE:

The State Liaison Representative shall be the liaison between the Board of Directors and the National Interscholastic Athletic Administrators Association.

SECTION 8:

PRINCIPAL'S REPRESENTATIVE:

The Principal's Representative shall be the liaison between the Board of Directors and the State Principals.

SECTION 9:

SUPERINTENDENTS' REPRESENTATIVE:

The Superintendent's Representative shall be the liaison between the Board of Directors and the State Superintendents.

SECTION 10:

AWARDS CHAIR:

The Awards Chair shall select a committee to review and present all regions, classification and NIAAA awards to the Board of Directors for confirmation. The chair is responsible for the coordination of all the awards at the conference.

SECTION 11:

BOARD MEMBERS AT-LARGE:

The Board Members-at-Large shall be the liaison between the Board of Directors and state athletic directors. The at-large members shall represent all sections of the state and shall include both public and private schools. Each at-large member shall have designated duties.