

# **Colorado Association for Health, Physical Education, Recreation and Dance (COAHPERD)**

## **BY-LAWS**

### **PREAMBLE**

To promote quality programs in health, physical education, recreation and dance throughout the State of Colorado, particularly in the schools (from pre-kindergarten through college), the Colorado Association for Health, Physical Education, Recreation and Dance has been organized, and the following By-Laws are adopted.

### **ARTICLE I. -- NAME**

The organization shall be called the Colorado Association for Health, Physical Education, Recreation and Dance (hereinafter referred to as COAHPERD). The organization will also be known as SHAPE Colorado (Society of Health and Physical Educators of Colorado).

### **ARTICLE II--- ORGANIZATION**

COAHPERD shall be organized into committees with appropriate substructures as provided in the By-Laws.

### **ARTICLE III--- PURPOSES**

The purposes of COAHPERD shall be to:

1. Support, encourage and provide assistance to professionals throughout the State of Colorado as they seek to develop and conduct quality programs in Health, Physical Education, Recreation and Dance (hereinafter referred to as HPERD).
2. Provide leadership and growth opportunities essential to the continued development of quality programs in HPERD.
3. Educate and inform the people of Colorado regarding the benefits of HPERD.
4. Encourage dissemination of research in each of the HPERD fields.
5. Promote the continued use and evaluation of professional standards for HPERD programs.
6. Communicate and collaborate with other organizations and governing bodies relevant to the mission of COAHPERD.
7. Provide representation for Colorado members in regional and national HPERD associations.
8. Facilitate cooperation among state, regional and national HPERD associations to further the attainment of mutually desirable goals.
9. Advocate for school children, parents/guardians, and teachers regarding legislation which affects the quality of students' physical health and well-being.
10. Produce and distribute publications to assist professionals in the improvement of HPERD programs.
11. Maintain efficient and effective management and operation of COAHPERD.

### **ARTICLE IV--- GOVERNANCE**

#### **Section 1-**

COAHPERD shall be governed by an Executive Board (as described in Article XI). The Executive Board shall be governed by a Board of Directors (as described in Article XII). Together, the Executive Board, as guided by the Board of Directors, shall conduct the business of COAHPERD as provided in these By-Laws.

**Section 2-**

The Executive Board shall formulate policies concerning COAHPERD and the general nature and scope of its activities as provided in these By-Laws and by the actions of the membership at the annual COAHPERD business meeting.

**Section 3-**

The Board of Directors shall be responsible for the day-to-day management of COAHPERD.

**ARTICLE V. -- MEETINGS**

COAHPERD shall conduct regular and special meetings as provided in these By-Laws.

**ARTICLE VI--- PUBLICATIONS**

COAHPERD shall publish and distribute publications as provided in these By-Laws.

**ARTICLE VII--- AMENDMENTS TO THESE BY-LAWS**

**Section 1-**

Any member of the COAHPERD may propose amendments to these By-Laws by submitting the proposed amendment in writing to the Secretary. The writing (which may be submitted electronically) shall contain the following: (a) the current language of the provision to be amended; (b) a concise statement of the proposed change to that language; and (c) a statement of the provision in question as amended. The Secretary will then forward the proposed amendment to all members of the Board of Directors at least 14 days before the next board meeting for their review. The Board of Directors may work with the person who proposed the amendment to modify or clarify the proposal. The Board of Directors will seek feedback from the Executive Board during the scheduled board meeting.

**Section 2-**

After review by the Board of Directors, the Secretary shall then submit the proposed amendment(s) to the Executive Director who will submit to the membership electronically. The membership will have 14 days to cast their vote electronically. Once the proposed amendment has been so submitted to the membership, the language of the proposed amendment may not be changed.

**Section 3-**

An amendment passes if it receives a simple majority of the votes cast (including those votes submitted by regular mail and electronic mail).

**Section 4-**

Proposed amendments to these By-Laws shall be considered adopted immediately after the simple majority vote of the membership has been obtained.

**Section 5-**

After such amendments are passed, all amendments shall be published on the COAHPERD website and/or an email will be sent to the membership.

**ARTICLE VIII -- AMENDMENTS TO THE ARTICLES OF INCORPORATION**

**Section 1-**

The COAHPERD Articles of Incorporation may be amended by a simple majority vote of the elected members of the Executive Board at any regular meeting. Articles of Incorporation are filed with the State of Colorado as a means of having our legal standing as a non-profit organization and naming rights with the State of Colorado.

**Section 2-**

Any member of the Executive Board may submit to the Secretary a proposal to amend the Articles of Incorporation. The proposal must be submitted in writing at least 45 days before the meeting at

which the proposal will be considered. The proposal must include the following: (a) the current language of the provision of the Articles of Incorporation which the person proposes to amend; (b) a concise statement of how that language would be changed; and (c) the language of the provision in question as amended. The Secretary will then forward the proposed amendment to the Board of Directors at least 40 days before the meeting at which the proposal is to be considered. After working with the person who submitted the proposal to clarify or modify the language of the proposed amendment, the Board of Directors shall submit the proposed amendment to the Executive Board at least 30 days before the meeting at which it will be considered.

**Section 3-**

Proper notice having been given, the elected members of the Executive Board shall vote on any provision to amend the Articles of Incorporation at a regular meeting. Members should strive to attend all meetings in person and should vote in person. Nonetheless, members may vote on a proposed amendment to the Articles of Incorporation by submitting their vote to the Secretary, either by regular mail or by electronic mail. To be valid, such vote must be received by the Secretary at least 7 days before the meeting at which the proposed amendment is to be considered.

**Section 4-**

If a simple majority of the elected members of the Executive Board vote in favor of a proposal to amend the Articles of Incorporation, the proposed amendment passes. In that event, the Board of Directors shall instruct the Executive Director to file an appropriate amendment to the Articles of Incorporation with the Colorado Secretary of State as soon as practical.

**ARTICLE IX- -- FISCAL YEAR**

The fiscal year of COAHPERD shall extend from June 1<sup>st</sup> to May 31<sup>st</sup>, to align with the fiscal year of the Society of Health and Physical Educators of America (hereinafter referred to as SHAPE America).

**Section 1-**

COAHPERD will employ an outside (non-executive board member) accountant to review and monitor all financial business on behalf of COAHPERD. This person will work with the appointed Treasurer and Executive Director to complete all necessary financial documents as required by the IRS and SHAPE America.

**ARTICLE X. -- MEMBERSHIP**

Membership in COAHPERD shall be designated as professional (*regular*) members, emeritus (*retired*) members, student members, honorary members, associate members and life members.

**Section 1-**

*Professional Members*-Professional members shall consist of persons professionally engaged in one or more of the areas of COAHPERD. Professional members have voting privilege and may hold office.

**Section 2-**

*Emeritus Members*-Emeritus membership shall be granted, upon annual online membership registration, to a person who has met the following qualifications:

1. Has been a professional COAHPERD member in good standing for five continuous years prior to retirement or disability, and
2. Has reached age 55, and
3. Has retired from full-time professional employment, and/or
4. Has been a professional member of COAHPERD for five years before retiring because of disability, regardless of age.

Emeritus members shall receive all the privileges of membership, without dues, including the right to vote and hold office.

**Section 3-**

*Student Members*-Student members shall consist of full-time undergraduate and graduate students attending institutions of higher education preparing for a degree in the various areas of HPERD. Student members shall have voting privileges and be allowed to hold office.

**Section 4-**

*Honorary Members*-Honorary members shall be persons elected to this membership upon the basis of interest and/or meritorious service in HPERD. Candidates for honorary membership shall be nominated by the Awards Committee and approved by the Executive Board. Honorary members may not vote or hold elected office.

**Section 5-**

*Associate Members*-Associate members shall be persons not professionally engaged in the areas of HPERD, but interested in the support of these programs. Associate members may not vote or hold elected office.

**Section 6-**

*Life Members*- Life members shall consist of Past-Presidents of COAHPERD. Life Membership shall be awarded to Past-Presidents upon completion of the last day of their term. Life members shall receive all the privileges of membership, without dues, including the right to vote and hold office.

**Section 7-**

*Annual Dues*-The Executive Board shall approve dues for members.

**ARTICLE XI--- EXECUTIVE BOARD**

**Section 1-**

*Executive Board*- The Executive Board shall consist of two kinds of members: elected members and appointed members.

**Section 2-**

*Elected Members*- Elected members of the Executive Board shall consist of the President, President-Elect, the immediate Past-President, Secretary, Secretary-Elect, Treasurer, Jump Rope/Hoops for Heart Coordinator, and committee members. Elected members serve as voting members of the Executive Board.

**Section 3.**

*Appointed Members*- Appointed members of the Executive Board are appointed by the incoming President or contracted by the organization. The following list of persons (neither inclusive nor exclusive) may be appointed to be members of the Executive Board: Executive Director (ex officio), Colorado Department of Education representative, Lobbyist, Parliamentarian, American Heart Association Representative, Technology Coordinator, Student representatives from each of the colleges/universities with PETE programs, and Journal Editor. Appointed members serve as non-voting members of the Executive Board. It is possible that a voting board member be asked to serve in an appointed position in which they would still retain their right to vote.

**Section 4-**

*Duties*- The day-to-day business of COAHPERD shall be conducted by the Board of Directors. The overall operation of COAHPERD shall be managed by the Executive Board.

**Section 5-**

*Meetings*- The Executive Board shall meet a minimum of five times each year. Special meetings may be called by the President or by written request of a majority of the Executive Board.

**Section 6-**

*Quorum*- A simple majority of the elected Executive Board will constitute a quorum for transacting business.

**Section 7-**

*Participation by Members-* Members of COAHPERD may attend Executive Board meetings without voice or vote. By request of a member and simple majority vote of the Executive Board, a visitor may briefly address the meeting upon a specific topic.

**Section 8-**

*Proxy-*Members of the Executive Board may be represented by proxy if the proxy is an elected member.

**Section 9-**

*Absences-* A Board Member missing more than one of the regularly scheduled meetings in any given year without “sufficient cause” may be released from the Executive Board. Decisions concerning “sufficient cause” will be made by the Board of Directors.

**ARTICLE XII- OFFICERS**

Officers of the Association shall consist of the members of the Board of Directors, the Secretary, Treasurer, Parliamentarian Committee Chairs and Convention Manager.

**Section 1-**

*Board of Directors-*The Board of Directors shall consist of Executive Director, President, President-Elect, and the Immediate Past-President.

**Section 2-**

*Committee Chairs.-*The Committee Chairs shall consist of those elected members of the Executive Board serving in each Committee - determined by the President.

**Section 3-**

*Responsibilities-* Officers shall perform duties as outlined in the Operating Code and perform other duties needed by that office.

**Section 4-**

*President Vacancy-* If the office of President becomes vacant; the President-Elect shall assume this office. In that event, the office of the President-Elect shall be filled by a nomination from the Board of Directors and must be approved by a majority vote of the Executive Board.

**Section 5-**

*Officer Vacancy-* If the office of President-Elect, Immediate Past-President, Secretary, -or Treasurer becomes vacant; the office shall be filled by a nomination from the Board of Directors and must be approved by a majority vote of the Executive Board.

**Section 6-**

*Committee Chair Vacancy-* If the office of Committee Chair - becomes vacant; a qualified candidate shall be determined by the President . A qualified candidate is any elected member of the Executive Board..

**Section 7-**

*Executive Director-* The Executive Director shall perform duties as outlined in the Contract and Operating Code. He/she is an ex officio (non-voting) member of the Executive Board and Board of Directors.

**Section 8-**

*Qualifications for Presidency-* The COAHPERD President must have served as the immediate years President Elect. All three presidents (President-Elect, President, and Immediate Past-President) must be current COAHPERD and SHAPE America members. The President-Elect should have two consecutive years of SHAPE Colorado membership before taking office.

**ARTICLE XIII- -- ELECTION OF OFFICERS**

**Section 1-**

*Nominating Committee-* Any SHAPE Colorado member may submit nominations to the Executive Director 45 days prior to the Annual State Convention. The Executive Director is responsible for

sending an email out to the membership 60 days before the business meeting at the Annual State Convention to solicit nominations for all SHAPE Colorado officers. The Board of Directors is responsible for making sure there are nominations. The Executive Director will confirm eligibility of each candidate and submit the slate of officers to be voted upon 30 days prior to the Annual State Convention.

**Section 2-**

*Election-* Each member of the Executive Board specified in Article XI of these By-Laws (Section 2) shall be elected at the business meeting held at the Annual State Convention by a vote. Members must be present in person to vote for members of the Executive Board.

**Section 3-**

*Terms-* The President-Elect shall serve one year as President-Elect. At the end of that year, the President-Elect automatically shall become President, and at the end of this second year the President shall automatically become the Immediate Past-President. All other elected members of the Executive Board (except the Treasurer) shall be elected to terms of one year, but may serve multiple terms. The Treasurer shall be elected to an indefinite term. Appointed members of the Executive Board serve at the discretion of the Board of Directors.

**Section 4-**

*Termination-* Officers of COAHPERD may be removed for “sufficient cause” by a simple majority vote of the elected members of the Executive Board. Sufficient cause may be defined as not performing duties as stated in the Operating Codes for their position.

## **ARTICLE XIV. –HIRING OF PAID POSITIONS**

**Section 1 - Hiring Committee**

When there is a vacancy in a paid position, the Executive Director will form a hiring committee. In the absence of an Executive Director, the President will form a hiring committee. The Board of Directors will be a part of the hiring committee, unless applying for the position. The committee will consist of an odd number of people. The hiring committee will update the position announcement, advertise the position, conduct interviews, and offer the position to the applicant who gets the majority vote.

**Section 2- Contracts**

The Executive Director and President have the responsibility of signing, issuing, and maintaining contracts for all paid positions. All paid positions are considered independent contractors. The Executive Director must be contracted out as an LLC.

**Section 3- Salary and evaluations**

Each contracted position should have an evaluation conducted at the end of each year. The evaluations will be initiated by the President and Executive Director. The Board of Directors can propose increases to the position pay based on evaluations. The Executive Board must vote to approve the pay increase.

## **ARTICLE XV. -- ASSOCIATION STRUCTURE**

**Section 1-**

*Board of Directors-*The Board of Directors shall consist of the President, President-Elect, Immediate Past-President and Executive Director (ex officio).

**Section 2.**

*Officers.* COAHPERD officers shall consist of the following: the members of the Board of Directors; the Secretary, Treasurer, Parliamentarian, Committee Chairs and Convention Manager.

**Section 3-**

*Committees-* The committees of COAHPERD shall consist of: Advocacy, Convention and Recognition, Professional Development, State Strategic Plan and other ad hoc committees determined by the President. The incoming President shall appoint chairs of each committee. The

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

**Section 4-**

*Responsibilities-* Each committee shall function to promote the goals and strategic plan of COAHPERD within their specific committee focus.

**ARTICLE XVI- -- AD HOC COMMITTEES**

**Section 1-**

*Purpose-* The functions, organization and methods of procedure of the Ad-Hoc committees shall be determined and set forth by the President in relation to specific projects to tasks. All Ad-Hoc Committees should support the goals of the state strategic plan.

**Section 2-**

*Ad Hoc Committees-* The President shall appoint Ad Hoc committees as needed.

**Section 3-**

*Termination of Ad Hoc Committees-* The President shall direct the termination of Ad Hoc Committees when the specific project or task assigned to such committees has been completed.

**ARTICLE XVII--- RULES OF ORDER**

*Rules of Order-* Question of procedure not covered in these By-Laws shall be decided in accordance with the latest edition of *Sturgis Standard Code of Parliamentary Procedures*.

**ARTICLE XVIII--- DISSOLUTION OF THE ASSOCIATION**

**Section 1-**

*Dissolution-* COAHPERD may be dissolved at the yearly business meeting at the State Convention by a two-thirds vote of the members present provided that the dissolution proposal was sent to members 30 business days in advance of the meeting. Also, a majority of votes cast in a mail or electronic vote may dissolve COAHPERD provided that one-half of the professional members respond.

**Section 2-**

In the event of dissolution of COAHPERD, all financial records shall be forwarded to SHAPE America .

**ARTICLE XIX--- MISCELLANEOUS PROVISIONS**

**Section 1-**

*Legal Consideration-* These By-Laws shall be construed in accordance with the laws of the State of Colorado. All references in these By-Laws to statutes, regulations, and other sources of legal authority shall include their successors as they may be amended from time to time. If any By-Law provision is held to be invalid, illegal or unenforceable in any respect, the invalidity, illegality, or inability to enforce shall not affect any other provision, and these By-Laws shall be construed as if the invalid, illegal, and unenforceable provision had not been included in these By-Laws.

**Section 2-**

*Headings-* The headings in these By-Laws are used for convenience only and should not be considered in construing the meaning of these By-Laws.

**Section 3-**

*Power of Attorney-* An officer or agent of COAHPERD may execute any instrument, document, or agreement on behalf of COAHPERD by means of a power of attorney if an original executed copy of the power of attorney is provided to the Executive Director prior to the use of such power of attorney. Such powers of attorney shall be kept with the other records of COAHPERD.

## **ARTICLE XX-- RESTRICTION ON ACTIVITIES**

No part of the net earnings of COAHPERD shall inure to the benefit of any member, sponsor, donor, creator, director, officer, employee, or without limitation, any other private individual or to the benefit of any corporation or organization; provided, this shall not prevent payment of reasonable compensation for services actually rendered to or for COAHPERD and in the furtherance of its purposes. COAHPERD shall not divert any part of its income or corpus to any member, sponsor, donor, creator, director, officer, or employee. COAHPERD shall not do this either directly or indirectly by lending any part of its income or corpus without receipt of adequate security and a reasonable rate of interest; by paying any compensation in excess of reasonable allowance for salaries, or other compensation for personal services actually rendered; by making any purchase of security or other property for more than adequate consideration for money or money's worth; by selling any substantial part of its property for less than adequate consideration for money or money's worth; or by engaging in any other transaction which results, either directly or indirectly, in such diversion of its income or corpus. COAHPERD shall not make any accumulation of its income, unreasonable in amount or duration, or use any income for purposes other than the objectives herein set forth or invest any income in any manner as to jeopardize the fulfillment or carrying out of its objectives. COAHPERD shall not devote a substantial portion of its activities to carrying on propaganda or otherwise attempting to influence legislation, and in no event shall COAHPERD engage in any legislative activities other than those in direct furtherance of COAHPERD's stated objectives. COAHPERD shall not participate in or intervene in any political campaign on behalf of any candidate for public office. In general, COAHPERD shall not act in any way or engage in any activity which might affect its right to full tax exemption or the right of donors to COAHPERD to full tax deduction for their contributions to COAHPERD, and COAHPERD shall be so operated as to be entitled to receive all tax exemptions, federal or local, which may from time to time be granted to charitable, scientific, or educational associations or foundations.

No part of the net earnings of COAHPERD shall be used for the benefit of, or to the advantage of, any member, sponsor, donor, creator, trustee, officer, employee, or without limitation, any other private individual. No part of the net earnings of COAHPERD shall be used for the benefit of any corporation or organization in which any private individual might benefit, or in which a substantial part of the activities of such corporation or organization is the carrying on of propaganda or otherwise attempting to influence legislation, provided that this restriction shall not prevent payment of reasonable compensation for services actually rendered to or for COAHPERD in the furtherance of its purposes.

## **ARTICLE XXI--- NON DISCRIMINATION**

COAHPERD does not discriminate on the basis of race, color, religion, sex, national origin, citizenship status, age, disability, sexual orientation or veteran status.

*Voted by the Membership on December 5, 2017.*

*Updated on January 18, 2018.*