

ARIZONA HEALTH and PHYSICAL EDUCATION (AzAHPERD, Inc.)
Association BYLAWS
An Arizona non-profit corporation

Article 1. NAME

NAME: The name of this non-profit Association shall be: Arizona Health and Physical Education (SHAPE Arizona) known as the "Association". Doing business as Arizona Health and Physical Education and SHAPE Arizona.

PRINCIPAL OFFICE: The principal office of the corporation is the location designated by the Chief Financial Officer.

Article 2. PURPOSE AND PRIOR DOCUMENTS.

Section 2.1

Purpose: The purpose of this Association is exclusively charitable as described in the Articles of Incorporation on file with the Arizona Corporation Commission (the "Articles"). The character of the affairs, which the Association initially intends to conduct, is limited to activities in support thereof.

Section 2.2

Conflicts with Old Documents. Prior to its incorporation as a non-profit corporation under the laws of the State of Arizona in November 2005, the Arizona Association for Health, Physical Education, Recreation and Dance operated as an unincorporated Association; it was governed by the "Constitution and By-Laws as revised (2005)" and the "Operating Rules (1999)". To the extent that any provision of these prior "Old Documents" conflict with these new corporate Bylaws, the Old Documents are hereby superseded and replaced with the intention that the new Bylaws shall govern, control and prevail.

Section 2.3

Operating Rules (1999). The Operating Rules (1999) are however, hereby enacted as a part of the governing documents of the Association; provided, however, that any provisions thereof which are contrary to the provisions of these Bylaws are hereby deleted, including, but not limited to, Articles VI (Election of Officers) VII (Meetings), and XII (Rules of Order) of the Operating Rules (1999) which are hereby deleted as they have been incorporated in these Bylaws.

Article 3. MEMBERSHIP.

Section 3.1

Members: The Association is organized without shareholders, but shall have "Members." Members of the Association must be residents of the State of Arizona at all times during their Membership.

Section 3.2

Types of Members: The types of "Membership" are "Professional", "Student", "Retired" and "Lifetime":

3.2.1. “Professional Members” in the Association are persons professionally engaged in any aspect of health, physical education, recreation, and dance in the state of Arizona. Professional Members may vote and hold office.

3.2.2. “Student Members” in the Association include students who are actively involved as a student at a college or university preparing for professional work and service in health, physical education, recreation, or dance. They have all rights of Professional Members. Students have the right to vote as a Member, however they do not have the right to hold an office or serve as a director. Exception: the Board of Directors may select one Student Member to be their spokesperson and to represent them at meetings of the Board of Directors. This spokesperson will have a vote as a Director of the Association.

3.2.3. “Retired Members” are persons who have been previously active within the profession and who still have an interest in promoting and developing the organization. They do not have the right to vote or to hold office.

Section 3.3

Dues. Through its Corporate Board, and with the approval of the Membership, the Association shall assess annual (or other) dues as necessary to support the Association. The Board of Directors may also enact resolutions for imposing late charges for failure to make timely payment of dues, procedures for terminating the Membership of Members who fail to pay their dues, etc.

Section 3.4

Meetings. There shall be at least one annual convention of the general Membership of the Association. Other meetings may be determined by the Association Board of Directors. Election of officers will normally be held at the annual convention.

Article 4. BOARD OF DIRECTORS

Section 4.1

Powers of the Board. The Board of Directors shall review and approve budgets, policies, and activities of the Association, approve new structures, and periodically review existing structures. Codes of Operation shall govern the conduct of the Board of Directors, the Corporate Committee, and the standing and ad-hoc Committees of the Association.

Section 4.2

Qualification of Board Members. Only Members of the Association who have been Members in good standing for at least one year prior to the date of their nomination may be nominated or elected as Chairs. To retain a position as Chair, each Chairperson must meet these annual “Requirements”:

- 4.2.1. Attend 75% of the meetings of the Board of Directors;
- 4.2.2. Maintain current Membership in the Association, including but not limited to, payment of dues;
- 4.2.3. Attend the Association’s annual state convention;
- 4.2.4. Serve on at least one of the convention standing committees,
- 4.2.5. Actively promote the Association to the community;
- 4.2.6. Recruit and recommend to prospective new Members for the Association, prospective members for the Board of Directors of the Association, or others who will assist the Association in advancing its mission;

4.2.7. Submit a written report quarterly detailing the work accomplished toward fulfilling the goals of the Association.

4.2.8. Note, however, that the Board of Directors may grant a waiver upon a showing of good cause for an exemption for compliance with these Requirements. If a member of the Board of Directors fails to substantially fulfill the duties of office or of the Requirements, then the Board of Directors may, upon majority vote of the members of the Board of Directors, remove that member and nominate a replacement to serve the remainder of the term of the removed member.

4.2.9. Secure their vote by proxy if an absence from a board meeting is unavoidable.

Section 4.3

Term of Board Members. The Board of Directors shall consist of not less than five and not more than 15 Directors.

Section 4.4

Changes. The Board may, by a majority vote, add, change or delete the number of Directors serving at any given time on the Board. So long as the Member serving is within the range specified above, then an amendment to these Bylaws is not necessary.

Section 4.5

Term of Directors. Directors may serve for a two year term or as otherwise designated by the Board from time to time.

Section 4.6

Meetings Quorum. The Board of Directors should meet at least annually at a time and place determined by the President. General or Special Meetings may be called on three days' notice. The presence of a majority of the Directors on the Board shall constitute a quorum.

Section 4.7

Attendance. A Member whose record of attendance at Board meetings is deemed unsatisfactory or whose behavior is contrary to the best interests of the Association may be removed upon by a majority vote of the Directors.

Section 4.8

Replacement. The Board of Directors shall select a person to replace any Director who has resigned, or has been removed from office. That person shall serve out the remaining term of the resigned Director.

Section 4.9

Conflicts. A person is not eligible for service on the Board if that person's other civic positions or interests are adverse to the interests of the Association.

Section 4.10

Notice. Notice of a special meeting of the Board of Directors shall be given at least three days prior thereto by written notice delivered personally, by telephone, by email or sent by mail or fax to each Director at their address as shown on the records of the Association. A Director may waive notice of the meeting. The attendance of a Director at a meeting waives notice of the meeting, unless a Director attends that meeting for the express purpose of objecting to the transaction of business because the

meeting is not lawfully called or convened. The reason for calling a special meeting should be specified in the notice.

Section 4.11

Reimbursement. Directors shall not receive any salary or remuneration for their services, unless voted otherwise by the Board. By resolution of the Board of Directors, however, reimbursement for all or a part of reasonable expenses actually incurred in connection with attendance at any regular or special meetings of the Board may be allowed.

Section 4.12

Electronic Meetings. Members of the Board of Directors may participate in a regular or special meeting through conference telephone or similar electronic communications equipment, so long as all Members participating in such meeting have immediate access to the interaction. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

Section 4.13

Appointment and Election of Directors. The Board of Directors shall be elected by the Members at the Annual Meeting of Membership.

Section 4.14

Initial Meeting of Board of Directors. Either immediately following, or at a joint annual meeting of the Membership, there shall be a meeting of the Board of Directors, including all newly appointed Directors. The President will assume the role of Chair to serve for the coming year.

Section 4.15

Employees. The Board of Directors may employ those persons as it deems necessary, and shall fix the title, salary and other considerations of employment. All employees report to the President or his/her designee. All employment is "at will", and is administered in accordance with the laws of the State of Arizona. The only benefits to be granted employees shall be those defined by written policy adopted by the Board of Directors.

<h2>Article 5. GOVERNANCE</h2>

Section 5.1

Governance; Corporate Committee. The Association's governance and its implementation of activities necessary to meet the goals and objectives set by the Board are the responsibility of the Board of Directors, except that the Board may appoint three or more of its Directors to act as a Corporate Committee responsible for day-to-day governance of the Association's affairs. This Committee shall consist of the following; President, President Elect, Past President, Chief Financial Officer, and Executive Director. The Corporate Committee shall carry out all orders, votes and resolutions of the Board which are not otherwise self-executing and shall perform other duties assigned by the Board of Directors. The Corporate Committee shall include the Chair of the Board of Directors.

Section 5.2

Corporate Committee Membership. The Corporate Committee may consist of at least three (3), but not more than five (5) Members, all of whom shall be Directors. Corporate Committee Members shall serve one-year terms, except the Chief Financial Officer and Executive Director, which have a three year term in office. If a Committee Member is no longer serving, whether by non-eligibility or choice, the Board shall select a replacement to complete that term.

Section 5.3

Corporate Committee Chair. The President, or his/her designee, shall conduct meetings of the Board of Directors and the general Membership. The President shall ensure adequate communications among the various working committees, and coordinate the activities of all Officers.

Section 5.4

Meetings. The Corporate Committee shall meet at a time and place to be determined by the President.

Section 5.5

Election. Election of Corporate Committee Members shall take place as determined by the Board of Directors.

Section 5.6

Contracts. The Board of Directors may authorize the Corporate Committee, any officer or officers or agent or agents of a Member, in addition to the officers so authorized by these Bylaws, to sign contracts or execute and deliver instruments in the name of, and on behalf of, the Association. Their authority may be general or may be limited to specific situations.

Section 5.7

Loans. No loans may be contracted on behalf of the Association and no evidence of indebtedness may be issued in its name unless authorized by a resolution of the Board of Directors. This authority may be general or confined to specific instances.

Section 5.8

Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in banks, trust companies, or other depositories approved by the Board of Directors

Article 6. OFFICERS

Section 6.1 Officers. The Corporate Officers of the Association are:

- 6.1.1. President (elected by the Members)
- 6.1.2. Past President (elected by the Members)
- 6.1.3. President Elect (elected by the Members)
- 6.1.4. Executive Director (appointed by the President, approved by the Association Board)
- 6.1.5. Chief Financial Officer (appointed by the President, approved by the Association Board)

- 6.1.6. The Elected Chairpersons of the Association Governing Board that are not Corporate Officers are:
(i) Advocacy, (ii) Best Practices, (iii) Marketing, (iv) Membership, (v) Partnerships and (vi) Public Relations.

The Board of Directors may add other Chairpersons at its discretion.

Section 6.2

President and Chief Executive Officer. The President is the Chief Executive Officer of the Association, and shall Chair the Corporate Committee. The Chief Executive Officer shall heretofore be called President. All Officers shall report to, and be responsible to, the Corporate Committee through the Chair of that Committee. All Officers shall be elected for two year terms by the Membership at their Annual Meeting, except the Chief Financial Officer and Executive Director which have three (3) year terms. (Also see the Operating Rules for additional details regarding the duties of the President, President Elect and Past President.)

Section 6.3

Executive Director. The Executive Director is appointed by the President with the approval of the Board of Directors for a three (3) year term.

6.3.1. The Executive Director shall oversee the administration of the Association, direct the operating activities of the Association and perform other duties as may be defined by the Corporate Committee. It is his/her duty:

- 6.3.1.1. To give notice of and attend all meetings of the Association and to make provision for appropriate record keeping of proceedings;
- 6.3.1.2. To keep a list of the Members of the Association;

Section 6.4

Chief Financial Officer. The Chief Financial Officer is appointed by the President with the approval of the Board of Directors for a three (3) year term. It is his/her duty:

- 6.4.1 To present an annual report of the finances, transactions and condition of the Association when called upon by the Chair.
- 6.4.2 To keep all books and records of the Association, and ensure that all accounting records are maintained.
- 6.4.3 Additionally, this officer shall keep an account of all monies received and expended for use of the Association, and shall make⁷ disbursements authorized by the Corporate Committee or other persons as prescribed by the Membership. All sums received shall be deposited in the Association's bank or banks.
- 6.4.4 Funds in excess of \$5,000 may be drawn only on signature of The Chief Financial Officer and the Chair (or, in his/her absence, any Corporate Committee Member).
- 6.4.5 The funds, books and vouchers in his/her hands are subject to verification and inspection of the Directors of this Association. At the expiration of his/her term of office, the Chief Financial Officer shall deliver to his/her successor all books, money and other property of the Association.
- 6.4.6 Either the President or Chief Financial Officer may open accounts, make deposits, sign checks and do all other things necessary to handle the money of the Association.
- 6.4.7 (Also see the Operating Rules for additional details regarding the duties of the Chief Financial Officer.)

Section 6.5 Removal and Vacancies. An Officer or Member of the Corporate Committee may be removed from office by a majority vote of the Board whenever, in the Board's sole judgment, the best interest of the Association will be served by the removal. Vacancies shall be filled by majority vote of the Board of Directors.

Section 6.6 Vacancies. A vacancy in an office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6.7 Other Officers & Positions. Subject to approval by the Board of Directors, the President, may from time to time, without amendment to these Bylaws, appoint: (i) Executive Director, (ii) Secretary, (iii) Chief Financial Officer, (iv) Convention Manager, (v) Sections Chairs, (vi) Newsletter Editor, (vii) Web page Manager; (viii) Parliamentarian; or other (ix) Vice Presidents who shall report to the President and who shall perform specific duties identified by the Board. A Vice President may be removed from office at any time by an action of the Corporate Committee. (Also see the Operating Rules for additional details regarding the duties of the Vice Presidents.)

Article 7. Elections

Section 7.1 Officers. Corporate Officers shall be elected at the regular annual meeting. The candidate who receives a majority of votes cast by the Members shall be elected to serve for a term of three years (i.e., the first year as the President Elect, the next year as the President, and the third year as Past President). If no election is held, then the officers in place are deemed re-elected for an additional one year term.

Section 7.2 Members of Corporate Committee. At the discretion of the Board, a Corporate Committee may be elected by a majority vote of the Board. The governance of the Association may be vested in the Corporate Committee, as defined herein.

Section 7.3 Board of Directors. Those Directors for whom election is applicable shall be elected at the annual meeting of the Membership.

Section 7.4 Nominations. The Board shall appoint a "Nominating Committee" to consist of no greater than five Association Members with the President Elect serving as the Chair of the Nominating Committee. The Chair will:

7.4.1. Make appointments to this Committee with the approval of the Corporate Committee;

7.4.2. There will be an all-call for names for each elected position in addition to names suggested by the nominating committee with the goal of having two names if possible.

These will be presented to a meeting of the Corporate Committee at least 60 days prior to the annual meeting;

7.4.3. Present the approved slate of nominees to the Membership of the Association at the annual meeting. Or, the approved slate may be presented to the Members by mail ballot at least 30 days prior to the annual meeting;

7.4.4. Appoint a committee to distribute, collect, and count the

ballots;

7.4.5. Provide a list of absentee voters to the Nominating Committee

To avoid duplicate voting.

Section 7.5 Absentee Ballots. If a regular Member is unable to attend the annual meeting of the Association, then that Member may request an absentee ballot from the Chair of the Nominating Committee. To be valid, an absentee ballot must be properly marked and returned to the Chair of the Nominating Committee at least seven (7) days prior to the annual meeting.

Article 8. COMMITTEES

Section 8.1 Standing Committees. Standing Committees, if any, shall be established by the Board with the approval of the Membership at its first meeting after the Annual Meeting of the Membership, and shall report annually to the Board.

Section 8.2 Special or Ad-Hoc Committees. Special or Ad-Hoc Committees may be appointed from time to time by the Corporate Committee to work on special goals or programs of the Association.

Section 8.3 Role of Committees. The primary role of the Association's Committees is to accomplish the mission delegated to it by the Corporate Committee. Each Committee's mission shall be defined in writing; and the Committee shall operate independently.

Article 9. AMENDMENTS:

Section 9.1 These Bylaws are part of an adaptation of a uniform constitution and bylaws promulgated by SHAPE Arizona for adoption by its affiliated state organizations.

If SHAPE Arizona's legal counsel issues a written opinion requiring an amendment to these bylaws (or to the Articles of Incorporation of the Association) for the purpose of qualifying for, or for retaining qualification under, section 501C (3) of the Internal Revenue Code of 1954, or of any related successor provision, then the required amendments shall become a part of these Bylaws upon receipt by the President of the Association of the required opinion letter, with or without the consent of the Association's Membership. The President is authorized and directed to immediately prepare and file an amendment to the Articles of Incorporation to implement the required change without the further approval of the Board of Directors or of the Members.

Section 9.2 These Bylaws may be amended by a vote of the Members of the Association at any regular meeting of the Association or by mail vote.

9.2.1. Amendments to the Bylaws shall be submitted in writing to the Secretary/Designee not less than 21 days before a regularly scheduled meeting of the Members.

9.2.2. An affirmative vote equivalent to two thirds of the Membership is required for adoption of an amendment.

Article 10.LIABILITIES AND INDEMNIFICATION

Section 10.1 Non-Liability. The Members of the Association shall not be deemed to be partners for any purpose. No Member, Director, officer, agent, committee member, or employee is personally liable for the acts or failure to act of any other Member, Director, officer, agent or employee of the Association. Nor shall any Member, Director, officer, agent or employee be personally liable for acts or failure to act under these Bylaws, excepting only acts or omissions arising out of willful misfeasance. An action taken by this Association does not legally bind the personal assets of its Members.

Section 10.2 Indemnification. The Board of Directors is empowered to indemnify directors, officers, Members or employees on behalf of the Association to the maximum extent allowed by law.

Article 11. Fiscal Year, Budget

Section 11.1 Finances. This Association is not intended to, and shall not, operate as a profit-making organization, nor is it founded with the expectation of making a profit. This Association shall use its funds only for objects and purposes specified in the Articles and these Bylaws.

Section 11.2 Budget. The Board of Directors shall approve at a regular meeting annually, the budget necessary to conduct the business of the Association for the coming year.

Section 11.3 Fiscal Year. The fiscal year of the Association begins on June 1st and ends on May 31st of the following year, unless otherwise decided by the Directors.

Section 11.4 Bonding. Persons entrusted with the handling of Association funds may be required, at the discretion of the Corporate Committee, to furnish, at Association expense, a suitable fidelity bond.

Article 12.DISSOLUTION

Section 12.1 Vote. The Association may be dissolved by the vote of two-thirds majority of its Membership.

Section 12.2 Distribution. In the event of dissolution of this Association, its property shall be distributed for charitable purposes according to the Articles and as determined by the Board of Directors.

Article 13.PROHIBITED ACTIVITIES

Section 13.1 The Association shall not:

13.1.1. In dealing with any individual, whether related or unrelated to the Association, lend assets, cash or otherwise, without adequate security in a reasonable rate of interest;

13.1.2. Pay compensation in excess of a reasonable allowance for

- salaries or compensation other than for services actually rendered;
- 13.1.3. Purchase or sell property for less, or more, than adequate consideration and reasonable value;
- 13.1.4. Engage in any other transaction that, either directly or indirectly, results in a diversion of the Association's income or assets;
- 13.1.5. Accumulate the Association's income in an unreasonable amount or for an unreasonable duration, or use income for a purpose other than approved by the Board of Directors in accordance with its stated mission;
- 13.1.6. Invest income in a manner which jeopardizes the fulfillment of the Association's objectives;
- 13.1.7. Devote a substantial portion of its activities to carrying on propaganda or otherwise attempting to influence legislation. (This means that not more than 20% of all yearly expenditures of the Association may be used for that purpose. Not more than 25% of this amount may be used for grass roots efforts. These funds include preparation costs, overhead, and support staff payments);¹¹
- 13.1.8. Engage in any legislative activities, other than those in direct furtherance of the Association's stated objectives;
- 13.1.9. Violate the laws applicable to non-profit organizations (Note: These requirements are subject to further regulation from time to time by the Internal Revenue Service); or,
- 13.1.10. Discriminate against any person on the basis of race, creed, religion, color, disability or on the basis of any other illegal basis.

Article 14. GOVERNING LAW

Section 14.1 These Bylaws and the governance of the Association shall at all times conform to the Arizona Revised Statutes for non-profit Associations. In matters not provided for by these Bylaws, Robert's Rules of Orders govern procedures of the Association. The President may appoint a parliamentarian to interpret these rules and procedures. After consultation with the parliamentarian, the President's ruling on matters of procedure is final and binding, subject only to a reversal by a two-thirds majority of the Board of Directors.

Section 14.2 Unless otherwise provided by law, whenever any notice is required to be given to any Member or Director of the Association, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, is equivalent to the giving of notice.