

**INDIANA INTERSCHOLASTIC
ATHLETIC ADMINISTRATORS
ASSOCIATION
By-Laws**

**ARTICLE I
Incorporation/Name**

Section 1: On May 24, 1968, Charles F. Maas, Harry D. Sullivan, and William E. Glesing, as incorporators, executed and filed in the office of the Secretary of State of the State of Indiana, Articles of Incorporation for Indiana High School Athletic Director's Association, Inc. under the provisions of the Indiana Not-For-Profit Corporation Act.

Section 2: This association is organized as a 501c6 not-for-profit corporation under the statutes of the state of Indiana, is entitled to all the rights, privileges and benefits and is subject to all the obligations, duties and liabilities provided in said chapter.

The name shall be the Indiana High School Athletic Director's Association, Inc. On March 25, 1980, the General Membership voted to change the name of the Corporation to the Indiana Interscholastic Athletic Administrator's Association.

**ARTICLE II
Purpose**

The purposes of the corporation, and the limitation on its activities as an organization exempt from income taxes under Section 501(c)(6) of the Internal Revenue Code include:

- (1) To improve athletic understanding and relationship throughout the secondary schools within the State of Indiana.
- (2) To foster a closer working relationship with the Indiana High School Athletic Association.
- (3) To foster a closer working relationship with all coaching associations.
- (4) To foster higher standards of professional proficiency and ethics.
- (5) To develop greater unity, uniformity and fellowship among all members.
- (6) To improve the articulation of interscholastic athletics in the total educational program.
- (7) To present opportunities for member professional development on mutual problems and practices.

**ARTICLE III
Membership and Dues**

Section 1 – Categories

There shall be five classifications of individual membership in this association. They are Regular, Lifetime, Associate, Student and Honorary. Of the five membership categories, only Regular and Lifetime have voting privileges.

Section 2 – Dues

The amount of annual dues for each membership category will be set by the Board of Directors.

Section 3 – Fiscal Year

The fiscal year ends December 31. The membership for any individual ends with the end of the fiscal year. Members who fail to renew their membership after the end of the fiscal year shall forfeit all privileges and benefits until said dues are received.

ARTICLE IV Board of Directors

Section 1 – Board of Directors

- A. Administration of the association shall be vested in the Board of Directors.
- B. The Board of Directors shall consist of the President, First Vice-President, Second Vice-President, Secretary, Treasurer, three immediate past Presidents, six high school district directors, one from each of the six IAAA districts; three high school section directors, one from each of the three IAAA sections; three junior high/middle school directors, one from each of the three IAAA sections; and three minority directors, one from each of the three IAAA sections. Each member of the board shall have one vote.

Section 2 - HS District Directors: The district directors shall be elected by members within each respective district at the spring district meeting. Directors will take office following the spring conference, will serve for two years and will be eligible for re-election. District directors must be elected from high school athletic directors, high school assistant athletic directors or high school girls' sports directors.

Section 3 – High School Section Directors: The section directors will be the district director in each section whose district term is ending. The section directors who will take office following the spring conference will serve a one year term as section director.

Section 4 - Middle School/Junior High Section Directors: The Junior High/Middle School section directors shall be elected by members within their district at the spring district meetings. The two districts in each section will alternate election of the Junior High/Middle School Section Directors who will take office following the spring conference will serve for two years and will be eligible for re-election. Middle School/Junior High Section Directors must be elected as athletic administrators in grade 7-12, grade 7-8 or grade 6-8 buildings.

Section 5 - Minority Section Directors: The minority section directors shall be elected by members within their district at the spring district meetings. The two districts in each section will alternate election of the Minority Section Directors who will take office following the spring conference, will serve for two years and will be eligible for re-election. IAAA defines a minority as any individual other than a Caucasian male.

Section 6 - Unexpired Terms

Should it become necessary to fill an unexpired term of a high school district director, a Junior High/Middle School Section Director or a minority section director on the Board of Directors due to inability to serve, moving to a school in a different district, change of athletic director occupation status or assuming the duties of an officer or permanent chairperson, the vacant position shall be filled using the following procedure: If the vacancy occurs prior to the fall district meeting, the members at the appropriate district meeting shall elect an individual to complete the remainder of that term. If the vacancy comes after the fall district meeting, the section director after consultation with that district's leadership shall appoint an individual to complete the unexpired term.

Section 7 – Board Meetings

The Board of Directors will meet at least three times per year.

Section 8 - Special meetings of the Board of Directors may be called by or at the request of the President or by any two members of the board of directors. Such meetings shall be held at such place as a majority of the Directors may agree upon or by conference call. By consent of the Directors, the business of a special meeting of the Board of Directors may take place by means of conference telephone call.

Section 9 - Notice of any special meeting of the Board of Directors shall be given at least seven (7) days prior thereto by written or electronic notice delivered to each Director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by fax or overnight mail, such notice shall be deemed to be delivered when the fax is received by the receiving fax machine, or overnight mail is received by the addressee. If notice is given by email, such notice shall be deemed delivered when transmission is verified as received.

Section 10 – Quorum

A quorum shall consist of two-thirds of the members of the Board of Directors and any action taken at a meeting shall be based on simple majority vote of those members present at the meeting except where otherwise provided by law or by these Bylaws.

Section 11 – Legislative Action

The Board of Directors shall act on all matters pertaining to membership and legislation in accordance with the By-laws.

Section 12 – Finances

- A. The board of directors shall have charge of the funds of the association and shall approve all projects and necessary expenditures.
- B. Directors as such shall not receive any stated salaries for their services. By resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, that nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefor.

**ARTICLE V
Officers/Executive Board**

Section 1 – Officers/Executive Committee

The Officers or Executive Committee shall be President, First Vice-President, Second Vice-President, Secretary, and Treasurer and the three immediate Past Presidents. The Executive Director and Assistant Executive Director shall be non-voting members. The term of office for the President, First Vice-President and Second Vice-President shall be one year. The terms of the secretary and treasurer shall be unlimited as appointed by the Board of Directors.

Section 2 –Election

Election of officers will be held at the spring conference membership meeting. Each member will have one vote for the election of each officer. New officers will take office at the conclusion of the spring membership meeting.

Section 3 – Duties of President

The President shall preside at all meetings of the association as chief executive officer including all board meetings and the annual spring conference membership meeting. He/she shall have power to call special meetings of the board of directors. He/she shall have power to appoint committees. He/she is responsible for the spring conference program format and securing all persons involved in the program.

Section 4 – Duties of the First Vice-President

The First Vice-President shall assume the duties of the President in his/her absence or his/her inability to act. He/she shall succeed the President. He/she shall serve as the association’s co-chairman of the state conference planning committee.

Section 5 – Duties of the Second Vice-President

The Second Vice-President shall assume the duties of the First Vice-President in his/her absence or inability to act. He/she shall succeed the First Vice-President. He/she shall serve as chairperson of the membership committee. He/she may serve as co-chairman of the state conference planning; a position to be determined by the President.

Section 6 – Duties of the Secretary

The Secretary shall be the chief correspondence officer responsible for all such records and proceedings of the association. He/she shall be responsible for notices, publications, reports, and other items necessary for proper operation of the association. He/she shall conduct meetings in the absence of the President and Vice-Presidents. He/she may be paid an annual stipend as established by the Board of Directors at the April organizational meeting.

Section 7 - Duties of the Treasurer

The Treasurer shall be the chief financial officer responsible for receipt and disbursement of funds as authorized by the Board of Directors. Accurate records are to be kept subject to annual audit. A financial report shall be provided at all Board of Directors and Executive Committee meetings. He/she may be paid

an annual stipend as established by the Board of Directors at the April organizational meeting.

Section 9 – Past Presidents

Past Presidents shall be members of the Executive Committee and Board of Directors for a period of three consecutive years following their Presidential term of office.

Section 10 – Vacant Unexpired Terms

A vacant un-expired term of the elected officers shall be filled by the Board of Directors in the following manner:

A. Office of President becomes Vacant

1. The office of President shall be filled by the First vice-President for the remainder of the un-expired term. **Note:** This person will complete the vacant un-expired term as well as their elected term as President.
2. The office of First Vice-President shall be filled by the Second Vice-President for the remainder of the unexpired term. **Note:** This person will complete the vacant un-expired term as well as their elected term as First Vice-President.
3. The office of Second Vice-President shall be filled by the candidate who received the second highest number of votes in the most recent Second Vice-President election. If the most recent election for Second Vice-President had only one candidate, the Board shall hold a special election for the sole purpose of filling the Second Vice-President position. This special election shall be held within sixty (60) days of the date the vacancy was created. **Note:** This person will complete the vacant un-expired term as well as their elected term as Second Vice-President.

B. Office of First Vice-President becomes Vacant (Other than assuming the Presidency)

1. The office of First Vice-President shall be filled by the Second Vice-President for the remainder of the unexpired term.
2. The office of Second Vice-President shall be filled by the candidate who received the second highest number of votes in the most recent Second Vice-President election for the remainder of the unexpired term. If the most recent election for Second Vice-President had only one candidate, the Board shall hold a special election for the sole purpose of filling the Second Vice-President position. This special election shall be held within sixty (60) days of the date the vacancy was created.

C. Office of Second Vice-President becomes Vacant (Other than assuming the First Vice-Presidency)

1. The office of Second Vice-President shall be filled by the candidate who received the second highest number of votes in the most recent Second Vice-President election for the remainder of the unexpired term. If the most recent election for Second Vice-President had only one candidate, the Board shall hold a special election for the sole purpose of filling the Second Vice-President position. This special election shall be held within sixty (60) days of the date the vacancy was created.

D. Office of Past President

1. Any of the three immediate Past President positions shall remain vacant.

ARTICLE VI

Past Presidents Council

Section 1 – The three immediate Past Presidents of the Association shall be members of the Past Presidents’ Council. The immediate Past President shall serve as the chairperson. The duties of this Council shall be to assist and advise the officers and directors of the Association, as requested by the officers and/or Board of Directors.

Section 2 – The council shall be the nominating committee for the Second Vice-President position.

ARTICLE VII
Permanent Chairpersons

Section 1 – Permanent Chairpersons

The Board of Directors shall appoint permanent chairpersons and assistant chairpersons as needed to facilitate the administration of the affairs of this association. All permanent chairpersons and assistants may be paid an annual stipend as established by the Board of Directors at the April organizational meeting

ARTICLE VIII
Committees

Section 1 – Committees

The President in consultation with the Executive Committee shall have the authority to appoint committees to facilitate the administration of the affairs of this association. The board of directors shall designate the chairperson of the committee.

A. Qualifications of Committee members:

1. Must be an IIAAA member
2. Must have attended at least one state conference prior to appointment
3. Must be able to attend the state conference while on the committee

B. Term of Service

1. Term of service on committees shall be determined by the board of directors
2. An individual term may be extended beyond the designated length if the individual plays a vital role in the successful completion of a project
3. Term of service may be terminated at any time if responsibilities are not fulfilled

ARTICLE IX
Legislative Body

Section 1 – Legislative Body

The legislative body of the IIAAA shall be the membership present at the annual spring conference meeting of the membership. The number of members present at this meeting shall determine a quorum.

ARTICLE X
District Meetings

Section 1 – Member Meetings

Each of the six IIAAA districts will annually hold a fall district meeting prior to the November Board of Directors meeting and a spring district meeting prior to the IIAAA State Conference. The general meeting of all members will be held at the annual Spring Conference.

ARTICLE XI
Amendment to By-Laws

Section 1 – Constitutional Purpose

The By-Laws of the Indiana Interscholastic Athletic Administrators Association has been developed to best serve the purpose of this organization as outlined in Article II.

Section 2 – Amendments

Adoption of amendments to the By-Laws shall be by the majority of voting members present at the spring conference meeting of the membership or by two-thirds vote of the board of directors at any regular scheduled meeting.

Section 3 – Referendum

Amendments to the By-Laws may be proposed by the Board of Directors or by petition of thirty active members of the association to the Board of Directors at least 30 days prior to any regular meeting of the membership.

ARTICLE XII

Funds/Financial Support

Section 1: The activities of the Association conducted pursuant to its purposes, shall be supported by gifts, grants, and contributions to the extent the same may be accepted by the Board of Directors, and from such dues or assessments as may be established and collected by the Board of Directors.

Section 2: At such time the association should be dissolved, the net assets of the association shall be dispersed to the National Interscholastic Athletic Administrators Association (NIAAA) a 501c3 association to which the IIAAA has been an organizational member.

ARTICLE XIII

Contracts

Section 1: The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

Section 2: All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officers or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President, first Vice-President and/or the second Vice-President of the Association.

Section 3: All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE XIV

Books and Records

Section 1: The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. It shall keep a record of the names and addresses of the members and the Board of Directors entitled to vote. All books and records of the Association may be inspected by any member of the Board of Directors for any proper purpose at any reasonable time.

ARTICLE XV

Indemnification of Officers, Directors, Employees, and Agents

Section 1: The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he or she is or was a Director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fine and amounts to be paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent, shall not, or itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe his/her conduct was unlawful.

Section 2: The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he/she is or was a Director, officer, employee, or agent of the Association or is or was serving at the request of the Association as a Director, officer, employee, or

agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Association and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3: To the extent that a Director, officer, employee, or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 or 2, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith.

Section 4: Any indemnification under Sections 1 or 2 (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee, or agent is proper in the circumstances because he/she has met the applicable standards of conduct set forth in Sections 1 and 2. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (3) by the shareholders.

Section 5: Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 4 upon receipt of an undertaking by or on behalf of the Director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Association as authorized in this section.

Section 6: The indemnification provided by this section shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested Directors or otherwise, both as to the action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 7: The Association may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Association, or is or was serving at the request of the Association as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the corporation would have the power to indemnify him/her against such liability under the provisions of this section.

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