

# Bylaws of the Association of Division III Independents, Inc.

## Article I – Purposes

The purposes of the Association of Division III Independents, Inc. (hereinafter referred to as the Association) are:

- Enhance communications and professional development among member institutions and administrators facing a set of common challenges as independent members of NCAA Division III.
- Contribute to effective participation by independent institutions in the affairs of NCAA Division III.
- Seek equitable opportunities for participation by student-athletes at Division III independent institutions in NCAA championships and other educational opportunities for student-athletes.

## Article I – Dues and Finances

The payment of annual dues shall entitle member institutions to all rights of membership as specified in the Constitution and Bylaws of the Association.

Annual dues shall be set by the Executive Committee and approved by the general membership at the Annual Business Meeting of the Association. Dues shall be payable within six months following the date of the Annual Business Meeting.

The Association shall operate as a non-profit organization. It shall receive funds solely for the intent of advancing the stated purposes of the Association. No funds shall be used for the benefit of any individual member of the Association.

An Annual Financial Report shall be presented to the membership of the Association at the Annual Business Meeting.

## Article II – Duties of Officers

The officers of the Association shall carry out all responsibilities enumerated in the Constitution and Bylaws including:

Duties of the President – The President shall preside at all regular and special meetings of the Association, represent the Association to other organizations and the public, and perform other such duties as normally pertain to the office of the chief executive officer.

The president shall serve as chair of the Executive Committee of the Association and program chair for the Annual Business Meeting.

Duties of the Vice President – The Vice President shall preside at meetings in the absence of the President and shall assume the duties of the President when the President is absent or when the President is unable to fulfill the duties of the office of chief executive.

Duties of the Secretary – The Secretary shall maintain an accurate record of the proceedings of the Association and maintain an accurate membership list. The Secretary shall be responsible for providing notices of annual and special meetings of the Association to the membership in a timely manner. Actions taken at any annual or special meeting of the Association shall be reported to all members no later than forty-five (45) days following the respective meeting.

Duties of the Treasurer – The Treasurer shall bill, collect and deposit all membership dues; disburse and account for all funds as provided in the bylaws or as directed by the Executive Committee or the membership; and provide an Annual Financial Report to the membership at the Annual Business Meeting. The Annual Financial Report shall include a detailed report of receipts and disbursements reconciled to bank balances.

### Article III – Meetings

The Association shall meet at least annually. An Annual Business Meeting shall be held in conjunction with the Annual Convention of the National Collegiate Athletic Association. The site and time of the Annual Business Meeting shall be determined by the Executive Committee.

The program for the Annual Business Meeting shall include at a minimum:

- Report of the Executive Committee
- Membership Report
- Financial Report
- Committee Reports
- Old Business
- New Business
- Appointment of Committees
- Election of Officers and Executive Committee

The stated order of business for the Annual Business Meeting may be altered by the President. The order of business at any other regular or special meeting shall be set by the President, provided the business for which the meeting is called shall be given primary consideration.

Additional regular or special meetings of the Association may be called by the Executive Committee or by vote of the membership at the Annual Meeting. Regular or special

meetings shall be conducted either in person or by telephone conference. Notice of regular or special meetings shall be provided at least two weeks in advance by postal or electronic mail.

#### Article IV – Committees and Their Responsibilities

Except where otherwise specified by the Constitution or Bylaws:

- Membership on standing and special committees of the Association shall be open to all administrators of member institutions of the Association through a nomination process established by the Executive Committee.
- Appointments to standing and special committees shall be made by the Executive Committee.
- There shall be no restriction on the length of service by individual members on standing or special committees of the Association.

It shall be the responsibility of the respective committee chairs to provide the membership of their committees with timely notice of all committee meetings. A member of each committee, designated by the chair, shall keep an accurate record of the proceedings of the respective committee and forward minutes to members of the committee and Secretary of the Association.

Executive Committee – The Executive Committee shall be composed of the officers of the Association and five at-large members, elected by the membership at the Annual Business Meeting. The membership of the Executive Committee shall include representation of each of the regional districts established by the NCAA. The President shall serve as chair of the Executive Committee.

The Executive Committee shall conduct the business of the Association between annual meetings. A report of actions taken on behalf of the Association shall be presented at the Annual Business Meeting. The Executive Committee shall set the Annual Dues of the Association and shall be responsible for approving an annual budget.

The Executive Committee shall be empowered to create special committees to address issues of concern to the membership of the Association. All such committees shall report to the Executive Committee and subsequently to the membership at the Annual Meeting. The Executive Committee shall appoint the chairs of all standing and special committees of the Association, except where provided by the Constitution or Bylaws.

The Executive Committee may employ or contract for the services of one or more individuals to provide administrative and other services as may be necessary to conduct the business of the Association. The Executive Committee shall determine the nature and scope of, and supervise, the work of such individual(s). If an executive director (or similar position) is established by the Executive Committee, that individual shall serve as a member of the Executive Committee in an ex-officio, non-voting capacity.

Administrative Committee – The Administrative Committee shall be composed of the officers of the Association. The Administrative Committee shall be authorized to act on behalf of the Executive Committee and Association on matters necessary to conduct efficiently the business of the Association in the interim between regular meetings of the Executive Committee. If an executive director (or similar position) is established by the Executive Committee, that individual shall serve as a member of the Administrative Committee in an ex-officio, non-voting capacity.

Nominating Committee – The Nominating Committee shall be composed of the Secretary and four other Executive Committee members representing different geographical districts and selected by the Secretary. The Secretary shall serve as chair. The Nominating Committee annually shall recommend to the membership candidates for election as officers of the Association.

## Article V – Voting and Action by the Association and Committees

Quorum – A majority of Association members shall constitute a quorum for the transaction of business at an annual or special meeting of the Association. Two-thirds of the membership of the Executive Committee shall constitute a quorum for that body, and one-half the membership of other committees shall constitute a quorum for those committees.

In the event a quorum is not present for an annual or special meeting of the Association or a meeting of one of its committees, business may be transacted by a two-thirds majority of those present and voting.

Voting – Each member of the Association and its committees is entitled to one vote on any questions presented to the Association or its committees, respectively, in conformity with its Constitution and Bylaws. No voting by proxy shall be allowed.

To be enacted, all business presented for consideration at annual or special meetings of the Association or at its committee meetings shall be passed by a majority of those representatives of eligible members present and voting, except as otherwise specified in the Constitution or Bylaws.

Robert’s Rules of Order (Revised) shall be the parliamentary authority for the conduct of all meetings of the Association and its committees and shall be the deciding reference used in case of parliamentary challenge.

## Article VI – Amendments

These bylaws may be amended by a majority vote of members present and voting at the Annual Business Meeting of the Association. Proposed amendments to the Bylaws must be submitted in writing to the Secretary not less than thirty (30) days prior to the Annual

Business Meeting. Notice of proposed changes shall be distributed to the membership prior to the Annual Business Meeting by the Secretary.

The Executive Committee may propose amendments to the Bylaws without prior notification of the membership, however such proposed amendments must be presented to the membership in writing prior to their consideration during the Annual Business Meeting.