

Southwest Ohio Athletic Directors Association

Established 1961

Constitution & Bylaws

Revised: July 29, 2022

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THE CONSTITUTION & BYLAWS OF THE SOUTHWEST OHIO ATHLETIC DIRECTORS ASSOCIATION

ARTICLE I – ORGANIZATION

This organization shall be known as the SouthWest Ohio Athletic Directors Association (SWOADA).

ARTICLE II – PURPOSE

The purpose of this Association shall be:

- 2.1 To foster high standards of achievement and ethics in interscholastic athletics.
- 2.2 To promote better public relations and sportsmanship between schools.
- 2.3 To provide for an exchange of ideas and a better understanding of the administration of high school athletics.
- 2.4 To promote goodwill and fellowship among the athletic directors of SouthWest Ohio.
- 2.5 To cooperate with and promote all activities of the SouthWest District Athletic Board.
- 2.6 To cooperate with and promote all activities of the Ohio High School Athletic Association.
- 2.7 To cooperate with and promote all activities of the OIAAA, NIAAA, and NFHS.

ARTICLE III – MEMBERSHIP

3.1 ACTIVE

Open to all that are employed on a full or part-time basis by a school district in SouthWest Ohio and has among his/her responsibilities some segment of the administration or coordination of the interscholastic athletic program of that school or district.

3.2 RETIRED

Open to any retired member who has been an athletic administrator.

3.3 ALLIED

Open to individuals not meeting the criteria for active membership, but interested in supporting the SWOADA.

3.4 HONORARY

Bestowed on individuals nominated and approved by the Executive Committee. There shall be no dues or voting privilege for such a member, nor will this person be eligible to receive any awards or scholarships. Example of a Honorary nominee: Vender/Sponsor, College AD, supportive person not an AD but very important to the organization.

3.5 MEMBERSHIP RENEWAL

Membership expires 365 days after renewal of each year and renewal of membership is open immediately following this date. Membership renewal will be done via the OIAAA AMP site through your AMP profile for SWOADA, OIAAA, NIAAA. Fees shall be sent to the Treasurer of OIAAA and shall be considered active immediately upon receipt of payment.

ARTICLE IV – OFFICERS

4.1 OFFICERS

The officers shall be Past President, President, President-Elect, Secretary, Treasurer and Executive Committee, and at-large appointments.

4.2 PRESIDENT

- 4.21 The president shall preside at all meetings of the association as the chief executive officer and will have full voting privileges.
- 4.22 Shall have the power to appoint special committees for the purpose of improving the association.
- 4.23 Shall represent, or delegate, the association at the state OIAAA conference.
- 4.24 Shall call special meetings with the approval of the officers.
- 4.25 Shall represent, or delegate, the association at other times when requested or needed.
- 4.26 Shall be responsible for meeting deadlines, nominating SWOADA, NFHS and OIAAA/NIAAA nominees, and other functions with the OHSAA, NFHS OIAAA, or NIAAA by the effective deadlines.
- 4.27 Shall notify, or delegate the responsibility for notifying, the involved members of all meetings prior to the active meeting time and place.
- 4.28 Shall take office following the annual spring meeting for a period of two years.

4.3 PAST PRESIDENT

- 4.31 Upon completion of his/her term of Presidency, the Past President shall serve as an advisor and will assist the President in any matters requested and will have voting privileges.
- 4.32 Assist in the annual revision of the SWOADA notebook, constitution and manual.
- 4.33 Shall organize the Annual Spring Outing.

4.4 **PRESIDENT-ELECT**

- 4.41 Shall perform the duties of the President in his/her absence or inability to act.
- 4.42 Shall assist the President in any matters necessary, or as requested by the President.
- 4.43 Shall attend meetings upon request.
- 4.44 Shall be a voting member on the Executive Committee and shall have voting rights privileges.
- 4.45 The President-Elect shall take office of President following the Annual Spring meeting, and shall organize the annual Fall Conference/Meeting.

4.5 **SECRETARY**

- 4.51 Shall be responsible for the release of publicity concerning the Association.
- 4.52 Shall take official minutes of all Executive Committee meetings.
- 4.53 Shall take official minutes of all SWOADA business meetings.
- 4.54 Shall handle all communication on behalf of the Association.
- 4.55 Shall check attendance of those present at all Executive Committee Meetings.
- 4.56 Shall maintain a current notebook file, and /or electronic flash drive, with official minutes, other Executive Committee information, present membership information, copy of the present constitution & bylaws, and other pertinent information.
- 4.57 Shall assist in the annual revision of the notebook-manual with the Past President and newly elected Secretary, as well as the entire Executive Committee.
- 4.58 Shall take office of the President-Elect following the annual spring meeting following the appropriate two year rotation.

4.6 **TREASURER**

- 4.61 The Treasurer is appointed by the Executive Committee to officially act as Treasurer for the SWOADA and to perform such duties as applied and to account for all treasury funds.
- 4.62 Shall receive all monies of the Association.
- 4.63 Shall keep an accurate account and be responsible for the transfer of all records and money to their successor.
- 4.64 Shall receive and financially account for all incoming checks and monies as needed.
- 4.65 Shall receive membership dues and maintain a membership directory.
- 4.66 Shall be subject to an annual audit by the Executive Committee.
- 4.67 Shall have voting privilege.

4.7 **EXECUTIVE COMMITTEE**

- 4.71 Shall consist of the President, President-Elect, Secretary, Treasurer, Immediate Past President, one retired representative, one ethnic minority representative, one female representative, one middle school member representative and will have full voting rights. Members of the OIAAA who represent the Southwest District will be appointed as at large members who will have full voting rights in matters of SWOADA board business.
- 4.72 Shall convene at the request of the President.
- 4.73 Duties of Executive Committee members:
 - 1. Attend all executive committee meetings.
 - 2. Assist the president in any matter deemed necessary.
 - 3. Assist the SWOADA in all matters pertaining to the operation of the organization.
 - 4. Directly assist in the regularly scheduled meetings and provide updates at meetings.
 - 5. Encourage and promote SWOADA, OIAAA, and NIAAA.
 - 6. Assist in all nominating processes for all executive committee and at large members.
 - 7. Assist in the annual audit of the Association's financial records

4.8 **TERMS OF OFFICE**

- 4.81 The term of office for newly elected shall take place at the conclusion of the Annual Spring Meeting.
- 4.82 For additional appointees by the Executive Committee; their terms may start immediately upon approval, if not confirmed at the Annual Spring Meeting.
- 4.83 The length of term of office shall be for a period of two years – for a total of eight years.
- 4.84 Term transition shall take place at the end of the Annual Spring Meeting.
1. President becomes immediate Past President.
 2. President-Elect becomes President
 3. Secretary becomes President-Elect
 4. Newly elected Secretary takes office.
 5. The retired, ethnic minority, female and middle school representative will serve on the Executive Committee for two years. In the year of implementation (2019), the ethnic minority member will serve an initial three years to stagger the transition of the board.
 6. The retired and ethnic minority representatives will be appointed in odd numbered years, and the female and middle school representatives will be appointed in even numbered years.
 7. At-Large positions may be appointed as needed by the executive board.

4.9 **VACANCIES**

If any office or appointment is vacated, the officers shall appoint a person to complete the term of said office for the remainder of the term as well as the remainder of the rotation.

ARTICLE V – SCHOLARSHIPS

5.1 Eligibility for SWOADA Scholarship

To be eligible to receive a SWOADA Scholarship, the applicant must be the son/daughter of an Active or Retired Athletic Administrator who is also a current member of the SWOADA.

5.2 The amount of the scholarships paid out on a yearly basis by the SWOADA shall not exceed \$2,000 and can be split among up to three scholarship winners.

5.3 The Executive Committee will select the scholarship winner(s) based on the overall qualifications and overall score of the scholarship rubric.

5.4 Scholarship payment will be made to the student and/or parent upon verification of tuition payment.

5.5 Applicants may not be a previous SWOADA Scholarship recipient, but may be a college undergraduate student. College students are considered if there are no high school applicants. AD must be a member of SWOADA by Oct 31st for the student to be considered.

ARTICLE VI – CONSTITUTIONAL ADOPTION/REVISION

- 6.1 This Constitution and Bylaws shall be approved by a simple majority of voting members of a regular meeting.
- 6.2 The Constitution and Bylaws of this Association shall be reviewed annually.
- 6.3 Any member in good standing may submit amendments in writing to the Secretary thirty (30) days prior to a regular meeting or a special meeting called by the President. Those shall be voted upon at the next regular meeting. Approval of the amendments requires a two-thirds majority vote of the members present.

ARTICLE VII – AWARDS

The SouthWest Ohio Athletic Directors Association is very proud to recognize the hard working men and women among its membership. Yearly recognition of these very deserving individuals will take place through a nomination and ballot/voting process of the Athletic Directors in the SouthWest District. The SWOADA will align its award system and program with the NFHS, OIAAA and NIAAA as best we can, but will maintain some autonomy with some individual awards not offered by the OIAAA and/or NIAAA. These awards may be presented annually by SWOADA based on appropriate qualifications of individuals nominated and voted on by SWOADA members. In order to be considered for awards, membership required deadlines set forth by the SWOADA/OIAAA/NIAAA must be met in order for a member to appear on the ballot.

7.1 The following awards can be won by any eligible member of the SWOADA one time in their career:

1. SWOADA/OIAAA Hall of Fame
2. SWOADA Horizon Award

7.2 The following awards may be won by any eligible member of the SWOADA once every 5 (five) years:

1. *SWOADA/NFHS Citation
2. *SWOADA/OIAAA Award of Merit
3. *SWOADA Jim Rolfes Professional Development Award
4. SWOADA/OIAAA Athletic Director of the Year
5. SWOADA Sportsmanship, Ethics and Integrity Award
6. SWOADA Middle School Athletic Director of the Year
7. *SWOADA/OIAAA Distinguished Service Award
8. *SWOADA Meritorious Service

*Awards won at the National Level will make the member ineligible to receive the award at the local and state level.

7.3 Any ties that occur through the balloting/voting process will be resolved by a vote of the Past President, President, President-Elect and Secretary.

7.4 Removal from Hall of Fame

The SWOADA membership reserves the right to remove any member from the Hall of Fame they deem to be no longer fit for the award.

The process for removal shall be:

- A. Membership shall be notified at a regular meeting of the intent to remove a Hall of Fame member and the reasons for the removal.
- B. Membership will vote whether to move forward with motion to remove. A simple majority vote passes or denies motion.
- C. Members to be removed will be notified of the Association's intent and allowed to attend the next scheduled meeting to speak on their own behalf prior to the removal vote.
- D. Membership will vote on removal. A simple majority will vote to pass or deny removal.

- 7.5 Anyone can nominate for one of our awards but only SWOADA Members can vote for them.

ARTICLE VIII – CONFLICT OF INTEREST

8.1 The purpose of the conflict of interest policy is to protect this tax-exempt organization's ("Organization") interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

8.2 Definitions

1. **Interested Person.** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;
 - b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

8.3 Procedures:

1. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. **Procedures for Addressing the Conflict of Interest.**

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. **Violations of the Conflicts of Interest Policy.**

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

8.4 Record of Proceedings:

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

8.5 Compensation:

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

8.6 Annual Statements:

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy;
- b. Has read and understands the policy;
- c. Has agreed to comply with the policy; and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

8.7 Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

8.8 Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the

organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.