



# **BY-LAWS OF THE NATIONAL HIGH SCHOOL ATHLETIC COACHES ASSOCIATION**

## **ARTICLE I. GENERAL**

Section 1. The name of this organization will be the National High School Athletic Coaches Association, Inc. The registered agent(s) of the NHSACA is the Executive Director, OR, if the Board approves, the Executive Director of Operations.

A. The registered office of the Association shall be determined by the Executive Director with the approval of the Executive Committee. The Executive Director of the Association shall be appointed by the Executive Committee with the approval of the Board of Directors.

OR:

B. The registered office of the Association shall be determined by the Executive Director of Operations with the approval of the Executive Committee. The Executive Directors of Operations and Finance, of the Association, shall be appointed by the Executive Committee with the approval of the Board of Directors.

## **ARTICLE II. MEMBERSHIP**

Section 1. Dual State Membership

- A. All sport state associations
- B. Individual sport state associations
- C. District of Columbia or U.S. territory sports associations

Section 2. Individual Membership

- A. Active
- B. Public
- C. Honorary

## **ARTICLE III. FEES**

Section 1. The annual fees for membership shall be payable in advance to the association as follows:

- A. Dual State Memberships
  - 1. One to five hundred members - \$500
  - 2. Over five hundred members - \$1,000
- B. Individual Membership
  - 1. Active members - \$10.00
  - 2. Public members - \$25.00



3. Honorary members – no charge

- Section 2. Due dates, delinquencies, suspensions, and reinstatements are described in the Policy and Procedure Manual.
- Section 3. The Executive Committee may provide incentive programs to build and maintain membership.

#### **ARTICLE IV. OFFICERS**

- Section 1. The officers of this Association shall be:
- A. President
  - B. First Vice President
  - C. Second Vice President
  - D. Third Vice President
  - E. Past President
- Section 2. The officers of this Association shall perform the duties usually performed by such officers, together with such duties as shall be prescribed by the by-laws and policies of the Association or the Board of Directors.
- Section 3. The terms of office for all officers elected at the annual meeting shall commence at the installation of officers.
- A. See Exception in Article XIV Section 1.

#### **ARTICLE V. DUTIES OF OFFICERS**

- Section 1. The president shall be the chair of the Board of Directors and the Executive Committee, and an ex-officio member of all committees except the Committee on Awards, Nominations, and Credentials.
- Section 2. The vice-presidents, in order of rank, shall assume the duties in the absence of the president. They shall assume such other duties as may be assigned to them by the Board of Directors.
- Section 3. The immediate past president will serve as chair of the Committee on Awards, Nominations and Credentials, and such other duties as may be assigned by the Board of Directors.



## **ARTICLE VI. EXECUTIVE DIRECTOR(S)**

### **Section 1. The Executive Director Position:**

- A. The Executive Director shall perform the duties of the secretary-treasurer and such other duties as may be assigned by the Board of Directors or the Executive Committee of this Association.
- B. The salary and contractual negotiations with the Executive Director will be the responsibility of the Executive Committee with recommendation to and final approval by the Board of Directors.
- C. The Executive Director must serve three one-year terms of satisfactory service, which is renewable annually, after which he or she will be eligible for a three-year term.
- D. The Executive Director shall transfer all correspondence, records, funds and other materials, equipment and keys to his or her successor within a period of 60 days, and only after a complete "other comprehensive basis of accounting" of all Association finances and properties paid for by the NHSACA. The current sitting NHSACA President shall oversee the above.
- E. The Executive Director must give notice of six months or more to the Executive Committee prior to resigning or retirement.
- F. The Executive Director shall ensure that an annual financial report be conducted by the NHSACA CPA Accountants, and paid for by the NHSACA, and that the results shall be made available to the Executive Committee and the Board Members.

OR:

### **Section 2. Executive Directors of Operations and Finance:**

- A. The Executive Director of Operations shall perform the duties of operations of the NHSACA and such other duties as may be assigned by the Board of Directors or the Executive Committee of this Association.
- B. The Executive Director of Finance shall perform the duties of financial, social media and education and growth of the NHSACA and such other duties as may be assigned by the Board of Directors or the Executive Committee of this Association.



- C. The salary and contractual negotiations with the Executive Directors will be the responsibility of the Executive Committee with recommendation to and final approval by the Board of Directors.
- D. Each Executive Director, individually must serve three one-year terms of satisfactory service, which is renewable annually. After this, he or she will be eligible for a three-year term.
- E. Each Executive Director, individually shall transfer all correspondence, records, funds and other materials, equipment and keys to his or her successor within a period of 60 days, and only after a complete “other comprehensive basis of accounting” of all Association finances and properties paid for by the NHSACA. The current sitting NHSACA President shall oversee the above.
- F. Each Executive Director, individually must give notice of six months or more to the Executive Committee prior to resigning or retirement.
- G. The Executive Director of Finance shall ensure that an annual financial report be conducted by the NHSACA CPA Accountants, and paid for by the NHSACA, and that the results shall be made available to the Executive Committee and the Board Members.

## **ARTICLE VII. EXECUTIVE COMMITTEE**

Section 1. There shall be an Executive Committee of the Board of Directors, composed of the president, the three vice-presidents, the past-president, the state executive director’s representative, and the Executive Director (ex-officio). The Executive Director is a voting member.

.OR:

Section 2. There shall be an Executive Committee of the Board of Directors, composed of the president, the three vice-presidents, the past-president, the state executive director’s representative, and the Executive Directors (ex-officio). The Executive Director positions are non-voting positions.

Section 3. The Executive Committee shall have the powers of the Board of Directors to transact business during the interim between the annual meetings of the Board of Directors. All transactions of the Committee shall be reported in full to the Board of Directors.

Section 4. The Executive Committee shall have a minimum of two interim meetings annually.



## **ARTICLE VIII. BOARD OF DIRECTORS**

- Section 1. There shall be a Board of Directors of the Association. The Board of Directors shall consist of the president, three vice-presidents, the immediate past-president, the eight regional directors, the chairs of the National Sports Committees, the chair of the State Associations Executive Secretaries, and at-large members as herein provided. National past presidents will continue to serve on the National Board of Directors. The Executive Director will be an ex-officio member of the Board, and if he/she is a past president, will retain voting privileges.
- Section 2. There shall be a Board of Directors of the Association. The Board of Directors shall consist of the president, three vice-presidents, the immediate past-president, the eight regional directors, the chairs of the National Sports Committees, the chair of the State Associations Executive Secretaries, and at-large members as herein provided. National past presidents will continue to serve on the National Board of Directors. The Executive Directors will be ex-officio members of the Board, and if either is a past president, he/she will retain voting privileges.
- Section 3. Dual states shall have voting representation based on their paid membership as follows:
- |                  |                |
|------------------|----------------|
| 1- 500 members   | - minimum of 1 |
| over 500 members | - minimum of 2 |
- Section 4. At-large members of the Board of Directors shall be appointed by their respective State Associations to meet the minimum voting representation.
- Section 5. Regular meetings of the Board of Directors will be held during the annual meeting.
- Section 6. Special meetings of the Board of Directors may be called by the president.
- Section 7. There shall be a director who shall represent each of the eight NHSACA geographic regions and shall be known as regional director.
- Section 8. There shall be a chair of each National Sports Committee.
- Section 9. There shall be a sport chair coordinator.

## **ARTICLE IX. DUTIES OF THE BOARD OF DIRECTORS**

- Section 1. The Board of Directors is the legislative body of the Association.



Section 2. The Board of Directors shall transact the general business of the Association.

## **ARTICLE X. COMMITTEES**

Section 1. Organizational Committees

The chair and members of these committees will be appointed by the president and the Executive Director. If the Executive Director is a member of the committee, he will be an ex officio member. The committees are as follows:

- A. Awards, Nominations and Credentials
- B. By-Laws, Policies and Procedures
- C. Hall of Fame
- D. Professional Education
- E. Publications, Resolutions and Social Media
- F. Regional Directors, Growth and Development

Section 2. National Sports Area Committees

- A. Assistant Coach (Boys)
- B. Assistant Coach (Girls)
- C. Athletic Directors
- D. Baseball
- E. Basketball (Boys)
- F. Basketball (Girls)
- G. Cross Country (Boys)
- H. Cross Country (Girls)
- I. Football
- J. Golf
- K. Soccer
- L. Softball
- M. Special Sports
- N. Swimming & Diving
- O. Tennis
- P. Track and Field (Boys)
- Q. Track and Field (Girls)
- R. Wrestling
- S. Volleyball

## **ARTICLE XI. NOMINATIONS**

Section 1. Officers – The Committee on Nominations shall receive nominations for the elective offices and make a final report to the Board of Directors.

Section 2. Regional Directors - Nominations for regional directors, may be submitted to the executive committee by members of the NHSACA Board of Directors and/or executive directors or presidents of member-state associations.



- Section 3. National Sports Area Chair and Sport Chair Coordinator – Nominations should be submitted to the President and Board of Directors

## **ARTICLE XII. ELECTIONS**

- Section 1. Election of officers shall be by written ballot.
- Section 2. Officers - The president and the three vice-presidents shall be elected by the Board of Directors. The term of service for the officers shall be one year with annual ascendancy as per Board of Directors action. A candidate for 3rd vice-president must either be a current member of the Board of Directors or have served at least three years on the Board of Directors at some time in the past.
- Section 3. In the event an annual meeting is cancelled or postponed, the officers of the Executive Committee shall remain in the current positions until their ascendancy takes place per Board of Directors action.
- Section 4. Regional Directors - The directors that represent the eight NHSACA geographic regions will be officially elected during an executive committee meeting.
- A. That directors from Regions 1-3-5-7 will be elected on the odd-numbered years;
- B. That directors from Regions 2-4-6-8 will be elected on the even-numbered years; and
- Section 5. Dual State Executive Secretary Representative to the Executive Committee
- A. The Executive Secretaries may recommend at least one person for approval by the NHSACA Board of Directors. Length of term will be two years with renewal possible. The Dual State Executive Secretary/Director is elected in even years.

## **ARTICLE XIII. REMOVAL FROM OFFICE**

- Section 1. A Board of Directors member may be removed or suspended from his or her office for criminal conviction, neglect of regular or assigned duties, failure to perform duties due to illness, or termination of active coaching or athletic responsibilities.
- Section 2. The Executive Director may be removed or suspended from office because of criminal conviction, neglect of regular or assigned duties or failure to perform duties due to illness.



- Section 3. The procedure for such removal or suspension is outlined in the Policy and Procedures Manual.

#### **ARTICLE XIV. VACANCIES**

- Section 1. Section 1. Officers – In the event of a vacancy occurring in the office of the president, or first vice-president or second vice-president, the next lower ranked officers shall fill the vacancies that exist. If this vacancy occurs when the National Convention is in session, the Board will determine if the next lower officers are willing and able to fill the vacancies, and if they are, will fill the open 3rd VP position through election. The Board may also direct the Executive Committee to act on any vacancy at a time following the closing of the final board meeting during the National Convention. If this vacancy occurs when the National Convention is not in session, the Executive Committee will either maintain the members and positions of the updated Executive Committee, or review the current members of the Board to select an individual to complete the term of the initial, vacated office. In the event of a vacancy in the office of the third vice-president, the office shall remain vacant until the Board of Directors meeting at the next annual meeting. In the event of a vacancy in the office of immediate past-president, the last available past-president with current active membership status, who will accept this appointment, shall fill the vacancy.
- Section 2. Regional Directors - A vacancy among Regional Directors of this Association will be filled by the Executive Committee upon recommendation of the president.
- Section 3. National Sports Committee Chairs - A vacancy in the committee chair positions will be filled by the Executive Committee upon recommendation of the president.
- Section 4. Executive Director - In the event of a vacancy in the position of Executive Director, the president shall notify the Board of Directors of the vacancy, and then call a meeting of the Executive Committee.

#### **ARTICLE XV. QUORUM**

- Section 1. Four members shall comprise a quorum for the transaction of business at any meeting of the Executive Committee.
- Section 2. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors. The president or a vice-president must be in attendance. The number of active past presidents who are in attendance at the Annual Meeting will be used in determining a quorum.





- Section 3. A majority of the members of any committee of this Association shall constitute a quorum for the transaction of business.

#### **ARTICLE XVI. FISCAL YEAR**

- Section 1. The fiscal year of this Association shall be September 1 through August 31.

#### **ARTICLE XVII. PARLIAMENTARY AUTHORITY**

- Section 1. The rules contained in the Robert's Rules of Order on parliamentary procedure shall govern meetings of this Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

#### **ARTICLE XVIII. ANNUAL MEETING**

- Section 1. There shall be an Annual Meeting.
- Section 2. It shall be the purpose of this Association to conduct an Annual Meeting where active and public members may meet and exchange ideas with their colleagues from other sections of the country who have common interests and problems in the area of high school and amateur sports.
- Section 3. The Annual Meeting site (city and property) will be selected by the Executive Committee after invitations have been tendered.
- Section 4. The Annual Meeting may be postponed or cancelled with a 80% majority vote by the Executive Committee followed by a 60% majority vote by the Board of Directors. The Executive Committee will determine the process for the votes to take place.

#### **ARTICLE XIX. AWARDS**

- Section 1. There shall be a National Awards Banquet held annually.
- Section 2. There shall be a Hall of Fame Banquet held annually.
- Section 3. The award categories include:
- A. National Coach or Athletic Director of the Year (specific sports areas)
  - B. Coach or Athletic Director of the Year National Finalist
  - C. Hall of Fame
  - D. Dwight T. Keith Award
  - E. Carey E. McDonald National Citation
  - F. Distinguished Service Award
  - G. Kathy Holloway Women of Inspiration Award



- Section 4. Guidelines and criteria for each award will be outlined in the Association Policy and Procedure Manual.

## **ARTICLE XX. REGIONS AND STATES**

- Section 1. Regions for administrative uses and purposes of this Association and for the purpose of the eight Region Directors to carry out their duties for the Association, shall be set by the Board of Directors upon recommendation of the Executive Committee. The regions established for this section shall be:

- A. Region 1 - Maine, New Hampshire, Vermont, New York, Connecticut, Rhode Island, Massachusetts
- B. Region 2 - New Jersey, Pennsylvania, West Virginia, Delaware, Maryland, Virginia, District of Columbia
- C. Region 3 - North Carolina, South Carolina, Georgia, Tennessee, Kentucky, Alabama, Florida
- D. Region 4 - Ohio, Indiana, Michigan, Wisconsin, Illinois
- E. Region 5 - Missouri, Kansas, Oklahoma, Texas, Louisiana, Arkansas, Mississippi
- F. Region 6 - Minnesota, Iowa, North Dakota, South Dakota, Nebraska, Colorado
- G. Region 7 - Montana, Wyoming, Idaho, Oregon, Washington, Alaska
- H. Region 8 - New Mexico, Utah, Nevada, California, Arizona, Hawaii

- Section 2. Regions, solely for the purpose of selecting the National Coaches of the Year Program, shall be set by the Executive Committee.

- Section 3. The Executive Committee shall utilize the previous year's regional alignment if it provides balance, equity, and fairness for each state nominee.

- Section 4. The Executive Committee shall re-align the regions if it is necessary to establish balance, equity, and fairness for each state and nominee.



## **ARTICLE XXI. AMENDMENTS TO THE BY-LAWS**

- Section 1. These by-laws may be amended, altered, or repealed at any duly constituted meeting of the Association Board of Directors by an affirmative vote of two-thirds of the Board members present.
- Section 2. A proposed amendment must be submitted in writing to the Executive Director and/or the President. The Board of Directors shall be given the proposed amendment in writing not less than one day prior to board meeting and final action.
- Section 3. The Board of Directors may also take such board action as in Section 2, on proposed amendment(s) by a mail poll or electronic poll.

## **ARTICLE XXII. DISSOLUTION**

- Section 1. In the event of dissolution, the residual assets shall be turned over to Dual State Associations which are exempt as organizations described in Section 501(c)(3), 501(c)(6) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding section of any prior or future law. The method of distribution of Association assets will be as follows:
- A. To be divided equally among the dual state Coaches Associations who hold in their own name an official Internal Revenue Service tax exempt service under Code 501(c)(3) or 501(c)(6).
  - B. If none of the dual state associations qualify, the assets will be contributed to the U.S. Olympic Fund.
- Section 2. Under no circumstances shall any of the property or assets of this Corporation, during the existence and/or upon dissolution thereof, go or be distributed to any officer, director or member of the Corporation.



## **ARTICLE XXIII. AMENDMENTS TO THE ARTICLES OF INCORPORATION**

Section 1. Only the Board of Directors of this Corporation may propose amendments, alterations, or rescission of these articles.

As amended July 24, 2012

As amended June 20, 2015

As amended June 20, 2017

As amended June 27, 2018

As amended May 15, 2020

As amended July 28, 2021

As amended June 22, 2022

As amended November 22, 2023