

1 VIRGINIA ASSOCIATION FOR HEALTH, PHYSICAL
2 EDUCATION, RECREATION, AND DANCE, INC.

3 Amended 01-2019

4 **BYLAWS**

5
6 **Article I**

7 **Mission Statement**

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9 This Association is a charitable and educational association that promotes quality programs,
10 and facilitates professional growth of its members through best educational practices.

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12 **Article II**

13 **Purpose**

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15 The purpose of the Association is to acquire and disseminate accurate and up-to-date
16 professional information, aid in the development and promotion of effective programs,
17 promote professional growth and excellence in instructional best practices, and coordinate
18 the professional interests and efforts in the areas of health, physical education, recreation,
19 dance and sport.

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21 **Article III**

22 **Membership**

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24 Section 1: Membership classifications in the Association shall be designated as Active
25 Professional, Life, Student, Complimentary, Retired and Associate.

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27 a) Active Professional Membership shall consist of persons professionally prepared in
28 the field of health, physical education, recreation, dance and sport, or professionally
29 engaged in some aspects of the program.

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- b) Life Membership with full privileges is extended to Past Presidents, Pioneer and Honor Award recipients as well as persons deemed worthy of this distinction by a majority vote of the Board of Directors.
- c) Student Membership shall consist of those undergraduate and graduate students majoring in health, physical education, recreation, dance or sport.
- d) Complimentary Memberships may be bestowed upon individuals who have made unique substantial contributions to the Association. Such memberships shall be recommended by the Board of Directors and shall be for one year.
- e) Retired Membership will be available to professionals no longer employed in the field.
- f) Associate Membership shall consist of those who provide professional support to the goals of the Association but do not qualify for the above memberships.

Section 2: The above shall be designated as members upon payment of dues to the association. Dues shall be determined by the Board of Directors as stated in Article X, Section 1 of the Bylaws.

Section 3: Active Professional, Life and Retired members shall have the right to hold office in the Association with all the rights and privileges assigned to that office.

Section 4: Student members shall have the right to hold office and vote in the Student section of the Association.

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Article IV

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Officers

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62 Section 1: The officers of VAHPERD shall consist of President, President-Elect, Past
63 President, Division Vice Presidents, Vice Presidents-Elect, and Past Vice Presidents.

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65 Section 2: Officers shall be members of VAHPERD and SHAPE America.

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67 Section 3: Nomination and election of Officers

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69 a) The Nominating Committee shall prepare a slate of up to two nominees for President-
70 Elect and Division Vice Presidents-Elect. Additional candidates, with their written
71 approval and who meet eligibility requirements, may be nominated from the floor,
72 only if the Nominating Committee has not submitted a candidate.

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74 b) Voting for all officers shall be by written or electronic ballot.

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76 c) The President is elected for three one-year terms, serving the first year as “Elect”, the
77 second year “President” and the third year as “Past President.” Vice presidents are
78 elected for three one-year terms, the first year as “Elect”, the second year as “Vice
79 President”, and the third as “Past Vice President.”

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81 d) The term of office begins immediately following the close of the annual convention at
82 which elections are held.

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84 e) Voting for all elected officers of VAHPERD, except for Section officers, shall be a
85 function of Active Professionals, Retired, Life, Complimentary, Association, and
86 Student Representative Members.

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88 f) In order to be elected, a candidate must receive a majority of the votes cast.

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g) No person shall simultaneously hold more than one elected office. If a person is elected to more than one office, the person shall declare which office he/she will assume. The other office(s) will be declared vacant and filled by conducting an election immediately. If the R.A. has adjourned, any vacancy(ies) shall be filled as prescribed in these bylaws under succession of officers.

Section 4: Primary Duties of Officers (additional responsibilities shall be found in individual operating codes)

- a) The President shall:
 - 1) Serve as VAHPERD’s primary representative.
 - 2) Act as Chair of the Board of Directors, R.A., and the Executive Committee.
 - 3) Appoint all ad-hoc committees with the approval of the Board of Directors.
 - 4) Serve as an ex-officio member of all committees except nominating.
 - 5) Have the power of official action, with Executive Committee approval, during emergencies that may occur between official meetings of the Board of Directors.
 - 6) Appoint a parliamentarian to interpret the application of the current edition of *Robert’s Rules of Order Newly Revised*, during all R.A. and Board meetings.
- b) The President-Elect shall:
 - 1) Act for the President in his/her absence, and in the case of the President’s death or resignation, shall succeed him/her for the unexpired term as well as the expected term the following year.

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2) Automatically succeed to the office of President following the convention.

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3) Serve on the Membership Committee.

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4) Appoint members to fill vacancies on standing committees, liaisons, and student section advisor, for his/her term as President. These appointments are presented at the pre-convention Board meeting.

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5) Present, at the summer board meeting, a schedule of regular meetings of the Board of Directors for the coming term.

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c) The Past President shall:

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1) Plan and conduct the annual convention in cooperation with the Convention Manager.

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2) Preside at meetings of the Board of Directors in the absence of the President and President-Elect.

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3) Serve on the Convention Site Selection Committee.

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d) The Division Vice-Presidents shall represent their respective Divisions on the Board of Directors.

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e) The Division Vice Presidents-Elect shall:

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1) Serve on the Board of Directors and act for their respective Division Vice Presidents in their absence.

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2) Automatically succeed to their respective office of Division Vice President at the

151 conclusion of the convention.

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153 f) The Division Past Vice-Presidents shall serve on the Board of Directors and assume
154 the office of Vice President in the absence of both the Vice President and Vice
155 President-elect

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157 Section 5: Additional duties and responsibilities of each elected officer shall be identified
158 in the Operating Code for that specific office.

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160 Section 6: Succession of Officers

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162 a) In the event that a vacancy occurs on the Board of Directors and these Bylaws do not
163 otherwise provide for filling such a vacancy, the President shall appoint, with the
164 Board approval, a replacement to serve until the next regular meeting of the R.A.

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166 b) Should a vacancy occur in the office of President; the President-Elect shall serve the
167 unexpired term in addition to his/her elected term the following year. The Past
168 President shall serve a second term as Past President.

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170 c) The President shall submit a slate of two candidates to a special meeting of the R.A.
171 should a vacancy occur in the office of President-Elect. The R.A. then selects the
172 new President-Elect. If only a single candidate can be found the appointment must
173 still be approved by the R.A. This person will serve the remainder of the President-
174 Elect term and continue through the normal progression of the President and Past
175 President.

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177 d) Should a vacancy occur in the office of Past President; the Past President prior to the
178 vacancy shall serve the unexpired term.

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180 e) Should concurrent vacancies occur in the offices of President and President-Elect; the
181 Executive Director shall call a special meeting of the R.A. to elect successors.

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183 f) Should a vacancy occur in the office of Division Vice President; the Division Vice
184 President-Elect shall serve the unexpired term in addition to his/her elected term the
185 following year. The Division Past Vice President shall serve a second term as Past
186 Vice President.

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188 g) Should a vacancy occur in the office of Vice President-Elect; the Vice President shall
189 submit a nominee to the Board of Directors. The Board of Directors may confirm the
190 nominee or request another submission. If confirmed, the person will serve the
191 remainder of the Vice President-Elect term and continue through the normal
192 progression of Vice President.

193

194 h) Should concurrent vacancies occur in the offices of Vice President; Vice President-
195 Elect, and Past Vice President within a Division, the President shall appoint
196 successors subject to confirmation by the Board of Directors.

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198 i) Should a vacancy occur in the office of Division Past Vice President; the prior Past
199 Vice President should serve the unexpired term as Past Vice President.

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Article V

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Representative Assembly

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204 Section 1: The Representative Assembly shall consist of:

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206 a) The Board of Directors.

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208 b) The Chair and Past Chair of each Section.

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210 c) The Executive Director and the Parliamentarian.

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212 Section 2: All members of the R.A. shall be members of VAHPERD and have voting

213 privileges with the exception of the Executive Director and Parliamentarian.

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215 Section 3: It shall be the duty of the R.A. to:

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217 a) Effect all changes to the Articles of Incorporation and the Bylaws and

218

219 b) Conduct business as necessary;

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221 Section 4: Voting shall take place in person or by electronic means where all participants
222 can simultaneously hear one another at meetings of the R.A. Proxy voting will be allowed if
223 the voting RA member notifies the Executive Committee prior to the meeting.

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225 Section 5: A regular meeting of the R.A. shall be held at the VAHPERD convention.
226 Special meetings may be called by the President of the Association or at the written request
227 of 50% of the members of the R.A.

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229 Section 6: A majority of the R.A. present in person shall constitute a quorum as
230 determined by the Chair.

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232 Section 7: Members of VAHPERD may attend the R.A. meetings but shall not have
233 voting privileges. They may address the R.A. by consent of a majority of voting members of
234 the R.A.

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236 Section 8: The Executive Director shall notify in writing all R.A. members at least thirty
237 (30) days in advance of all R.A. meetings.

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239 Section 9: Additional duties and responsibilities of the R.A. shall be designated in the
240 Operating Codes for that specific body.

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Article VI
Executive Committee

Section 1: The Executive Committee shall consist of the President, Past President, and President-Elect. The Executive Director shall serve as a non-voting member.

Section 2: The Executive Committee shall:

- a) Transact Association business between regular Board of Directors meetings
- b) Evaluate the editors of *The Virginia Journal*, *The Communicator* and the website administrator.
- c) Approve the actions of the President during emergencies between meetings of the Board of Directors

Section 3: Meetings

- a) Meetings of the executive committee shall be conducted in person or by electronic means where all participants can simultaneously hear one another.
- b) Meetings shall be held at the call of the President or by request by the majority of the members.
- c) A majority of the members of the executive committee shall constitute a quorum.

Section 4: The Executive Director shall notify the Board of Directors within fifteen (15) days of all actions taken by the Executive Committee.

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Article VII
Board of Directors

Section 1: The Board of Directors shall consist of the President, President-Elect, Past President, Division Vice Presidents, Vice Presidents-Elect, Past Vice Presidents and Student Section Chair. The Executive Director and the Parliamentarian shall be non-voting members of the Board of Directors.

Section 2: Members of the Board of Directors shall be members of VAHPERD and SHAPE America.

Section 3: Members of the Board shall have a two-year break in service after serving as Past Vice President unless elected as President Elect, or there is not a nominee to fill a Vice President-Elect Board position by the close of nominations at the annual convention.

Section 4: Meetings of the Board of Directors

a) Regular meetings: There shall be five regular meetings of the Board of Directors. Two meetings are held at the annual convention (one within seventy-two hours following the election of officers). In addition, a winter, a spring and a summer meeting shall be held at a time and place determined by the President-Elect at the summer board meeting. Notice of regular meetings shall be served not less than thirty (30) days in advance.

b) Special meetings: Special meetings may be called by the President or by written request of any five (5) members of the Board of Directors. Members of the Board shall be served notice of special meetings not less than fifteen (15) days in advance. Special meetings of the Board of Directors shall be conducted in person or by electronic means where all participants can simultaneously hear one another.

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307 c) A majority of the Board of Directors shall constitute a quorum for transacting
308 business.

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310 d) All meetings of the Board of Directors are open to all Association members except
311 when the meeting is in executive session.

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313 Section 5: Attendance at meetings:

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315 1) Members of the Board of Directors shall attend a minimum of four (4) regular
316 meetings of the Board of Directors per term.

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318 2) Following the first missed regular meeting, the Executive Director shall send
319 the board member written notice that forfeiture of office shall occur upon the
320 next missed regular meeting.

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322 3) When a second regular meeting is missed, the President shall send a formal
323 dismissal notification, thanking them for their service. This action is separate
324 from removal from office for cause

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326 4) Exceptions to the Attendance Policy for extenuating circumstances may be
327 approved by the Board of Directors by a 2/3 vote.

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329 Section 6: The Board of Directors may grant a vote by proxy to a sitting Vice President,
330 Past Vice President, or Vice President Elect in their Division or Student Representative Elect.

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332 Section 7: Duties and Responsibilities of the Board of Directors

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334 a) Conduct the business of the association

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336 b) Implement the Strategic Plan

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- 338 c) Review proposed amendments to the Bylaws and present those approved to the R.A.
- 339
- 340 d) Approve an annual budget and related financial matters as specified in the
- 341 Association's Investment Policy Statement.
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- 343 e) Select an independent auditor to conduct an annual review or audit. An audit shall be
- 344 conducted at least every three years.
- 345
- 346 f) Determine Membership dues and convention fees.
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- 348 g) Establish the place and date of the annual convention.
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- 350 h) Evaluate the Executive Director
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352 Section 8: Removal of a Member of Board of Directors

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- 354 a) Any officer or director shall be removed from office for cause. Notice shall be
- 355 provided to the officer or director not less than thirty days prior to a hearing before
- 356 the R.A. The officer or director shall be removed upon majority vote of the R.A.
- 357

358 **Article VIII**

359 **Divisions and Sections**

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361 Section 1: Divisions and Sections provide leadership and coordination for development

362 of programs and educational activities to enhance the knowledge of VAHPERD members.

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364 Section 2: Division and Section Structure:

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- 366 a) The Divisions shall be Health; Physical Education; Dance; General; and Recreation,
- 367 Sport, and Fitness.

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369 b) The Sections under each Division shall be as follows:

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371 1) Health Division

372 College and University Health

373 School Health

374 Community and Worksite Health

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376 2) Physical Education Division

377 Adapted Physical Education

378 College and University Physical Education

379 Elementary Physical Education

380 Middle School Physical Education

381 Secondary School Physical Education

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383 3) Recreation, Sport, and Fitness Division

384 Outdoor Recreation

385 Leisure Activities

386 Recreational Sports

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388 4) Dance Division

389 Dance Education K-12

390 College/University Dance Education

391 Dance Performance

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393 5) General Division

394 City/County Supervisors

395 College/University Faculty

396 Students

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398 Section 3: Divisions

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- a) The Executive Committee shall appoint officers of a new Division for the first year term. The Division Vice President shall appoint officers for a new Section the first year term.
- b) Changes to existing Divisions must follow the amendment process.
- c) Any member of the Association may attend Division meetings held at the annual convention.

Section 4: Sections

- a) The officers of each Section shall be Chair, Chair-Elect and Past Chair.
- b) Changes to existing Sections must follow the amendment process.
- c) Candidates for offices of Sections shall be members of VAHPERD and shall be elected by members of VAHPERD present at the Section business meeting during the annual convention.
- d) If a vacancy occurs in the Section Chair position, the Chair-Elect shall serve as Chair for the unexpired term as well as his/her own elected term the following year.
- e) If a vacancy occurs in the Section Chair-Elect position, the Division Vice President shall appoint a replacement for the remaining terms of that office. The Division shall then elect a Chair-Elect at the next Section Meeting.
- f) If a vacancy occurs in the Section Past Chair Position, the Division Vice President shall appoint a replacement for the remaining term of office.
- g) No member currently holding office is eligible for appointment.

- 430 h) Sections shall be assigned to Divisions by vote of the Board of Directors. Each
431 section shall have the right to determine the qualifications of its members provided
432 such action does not violate the Bylaws.
433
- 434 i) Each Section shall hold a business meeting at the convention in conjunction with the
435 Division meeting for the purpose of electing Chairs-Elects and conducting other
436 Section business. Section officers shall assume their duties at the close of the
437 Division meeting.
438
- 439 j) Meetings of Divisions and Sections shall be conducted in person or by electronic
440 means where all participants can simultaneously hear one another
441
- 442 k) To be eligible for continuance of affiliation, each Section must present an approved
443 program, co-sponsored program, or project at the annual convention.
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- 445 l) A section that does not sponsor or co-sponsor a presentation at two consecutive
446 conventions will be dissolved upon decision of the Board of Directors.
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451 **Article IX**

452 **Committees and Coordinators**

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454 Section 1: The standing committees will be: Awards, Convention Site Selection,
455 Diversity, Finance, Grant, Legislative Affairs, Membership, Nominating, and Structure and
456 Function.
457

- 458 a) Membership on standing committees shall be rotating three-year terms.
459
- 460 b) All standing committees shall be organized according to an operating code. Each

461 committee shall have its own operating code to include a statement of purpose, organization,
462 and responsibilities as applicable.

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464 c) Vacancies on standing committees are filled by appointment by the President-Elect
465 and approved by the Board of Directors.

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468 Section 2: Ad hoc committees may be created for a one-year term. Such committees
469 may be indefinite in number and are appointed for specific purposes that would generally fall
470 outside the traditional responsibilities of a standing committee.

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472 Section 3: The President shall appoint Coordinators for: Jump Rope for Heart, Hoops
473 for Heart, and Outstanding Health and Physical Education Programs.

474

475 a) Coordinators shall serve a three-year term. Availability of position shall be
476 posted to the membership through the Journal and Communicator. Current
477 coordinator may apply at the end of each three-year term when term expires.

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479 b) The President shall appoint vacant coordinator positions during his/her
480 presidential year.

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482 c) Coordinator positions shall be defined according to an operating code. Each
483 Coordinator position shall have its own operating code including a statement of
484 purpose, organization, and responsibilities

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486 d) Coordinators shall be evaluated annually as described in their operating code.

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Article X

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Dues and Finance

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491 Section 1: The annual dues for Active Professional, Student, Retired and Associate

492 membership; shall be determined by the Board of Directors. Any change in membership
493 dues shall be approved by the Representative Assembly.

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495 Section 2: There shall be no annual dues for Life members, Honor Award recipients, Past
496 Presidents and Pioneer Award recipients.

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498 Section 3: All contracts must be approved by the Executive Committee and signed by the
499 Executive Director.

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501 Section 4: The Association fiscal year shall be established by the Board of Directors.

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503 Section 5: The treasurer shall submit financial documents to an independent auditor
504 promptly following the end of the fiscal year. The results of the financial review or audit will
505 be presented at the R.A. and will be available to the members for review upon request.

506

507 Section 6: Taxes will be filed annually with the Internal Revenue Service

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509 **Article XI**

510 **Delegates**

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512 Section 1: Society of Health and Physical Educators (SHAPE) America Alliance
513 Delegates: The Executive Committee shall serve as delegates to the SHAPE America
514 Delegate Assembly. The President may appoint additional delegates as authorized by
515 SHAPE America.

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517 Section 2: SHAPE America District Delegates: The Executive Committee shall serve as
518 delegates to the SHAPE America Southern District State Advisory Commission. The
519 President may appoint additional delegates as authorized.

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521 **Article XII**

522 **Awards**

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524 The Association may honor individuals for meritorious service. The awards shall be
525 presented during the annual convention or at such other time or location as determined by the
526 Board of Directors.

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Article XIII

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Publications

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531 The Association shall produce professional journals and/or newsletters as determined by the
532 Board of Directors. The two primary publications shall be *The Virginia Journal* and *The*
533 *Communicator*. Publications shall be distributed and made available to the membership and
534 other sources as determined by the Board of Directors.

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Article XIV

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Parliamentary Authority

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543 The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall
544 govern the Association in all cases to which they are applicable and in which they are not
545 inconsistent with the Articles of Incorporation, these Bylaws, or any special rules of order the
546 Association may adopt.

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Article XV

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Amendments

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551 Section 1: Consistent with applicable law of the jurisdiction in which VAPHERD is
552 incorporated, the Articles of Incorporation and these Bylaws may be amended as follows:

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554 a) All proposed amendments shall be forwarded to the Structure and Function
555 Committee for review and recommendation based on impact to this and other
556 governing documents.

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558 b) The proposed amendment shall be adopted by majority vote of the board of directors,
559 provided notice is given at least fifteen (15) days in advance of the meeting.

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561 c) The board of directors shall submit adopted amendments to the R.A. for approval.

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563 d) The Executive Director shall notify each member entitled to vote at the R.A. not less
564 than thirty (30) days in advance. The notice of meeting shall also state that the
565 purpose, or one of the purposes, of the meeting is to consider the proposed
566 amendment and contain or be accompanied by a copy of the amendment.

567

568 e) Amendments shall be approved by a two-thirds vote at any meeting of the R.A.
569 provided notice of such amendment(s) is provided to all R.A. members.

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571 Section 2: Operating codes may be changed by submitting a written proposal, including
572 rationale, to the Executive Director. The Executive Director shall submit the proposal to the
573 Board of Directors not less than fifteen (15) days in advance of a vote. The proposal shall be
574 adopted by a majority vote of the Board of Directors.

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576 **Article XVI**

577 **Disposal of Assets**

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579 Upon dissolution, all of the assets of VAHPERD shall be distributed as designated by the
580 Articles of Incorporation.