

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

3 Amended 11-2017

4 **BYLAWS**

5  
6 **Article I**

7 **Mission Statement**

8  
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.

11  
12 **Article II**

13 **Purpose**

14  
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.

20  
21 **Article III**

22 **Membership**

23  
24 Section 1: Membership classifications in the Association shall be designated as Active  
25 Professional, Life, Student, Complimentary, Retired and Associate.

- 26  
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.

30  
31  
32  
33  
34  
35  
36  
37  
38  
39  
40  
41  
42  
43  
44  
45  
46  
47  
48  
49  
50  
51  
52  
53  
54  
55  
56  
57

- 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.

58

59

## Article IV

60

### Officers

61

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.

64

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

66

67 Section 3: Nomination and election of Officers

68

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.

73

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

75

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.”

80

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

83

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.

87

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

89  
90  
91  
92  
93  
94  
95  
96  
97  
98  
99  
100  
101  
102  
103  
104  
105  
106  
107  
108  
109  
110  
111  
112  
113  
114  
115  
116  
117  
118  
119

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.

120

121

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

122

123

3) Serve on the Membership Committee and chair the Strategic Planning Committee.

124

125

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.

126

127

128

129

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

130

131

132

c) The Past President shall:

133

134

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

135

136

137

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

138

139

140

3) Serve on the Convention Site Selection and Strategic Planning Committees.

141

142

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

143

144

145

e) The Division Vice Presidents-Elect shall:

146

147

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

148

149

150

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

151 conclusion of the convention.

152

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

156

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

159

160 Section 6: Succession of Officers

161

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.

165

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.

169

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.

176

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.

179

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.

182

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.

187

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.

197

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.

200

201

## **Article V**

202

### **Representative Assembly**

203

204 Section 1: The Representative Assembly shall consist of:

205

206 a) The Board of Directors.

207

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

209

210 c) The Executive Director and the Parliamentarian.

211

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.

214

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

216

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

218

219 b) Conduct business as necessary;

220

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.

224

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.

228

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

231

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.

235

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.

238

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

241

242

243



244  
245  
246  
247  
248  
249  
250  
251  
252  
253  
254  
255  
256  
257  
258  
259  
260  
261  
262  
263  
264  
265  
266  
267  
268  
269  
270  
271  
272  
273  
274

**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.

275  
276  
277  
278  
279  
280  
281  
282  
283  
284  
285  
286  
287  
288  
289  
290  
291  
292  
293  
294  
295  
296  
297  
298  
299  
300  
301  
302  
303  
304  
305

**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.

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.

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

308

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

311

312 Section 5: Attendance at meetings:

313

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

316

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

320

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

324

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

327

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

330

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

332

333 a) Conduct the business of the association

334

335 b) Implement the Strategic Plan

336

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

351 Section 8: Removal of a Member of Board of Directors  
352

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

357 **Article VIII**

358 **Divisions and Sections**  
359

360 Section 1: Divisions and Sections provide leadership and coordination for development  
361 of programs and educational activities to enhance the knowledge of VAHPERD members.  
362

363 Section 2: Division and Section Structure:  
364

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

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

369

370

1) Health Division

371

College and University Health

372

School Health

373

Community and Worksite Health

374

375

2) Physical Education Division

376

Adapted Physical Education

377

College and University Physical Education

378

Elementary Physical Education

379

Middle School Physical Education

380

Secondary School Physical Education

381

382

3) Recreation, Sport, and Fitness Division

383

Outdoor Recreation

384

Leisure Activities

385

Recreational Sports

386

387

4) Dance Division

388

Dance Education K-12

389

College/University Dance Education

390

Dance Performance

391

392

5) General Division

393

City/County Supervisors

394

College/University Faculty

395

Exercise Science

396

Research

397

Sport Management

398

Students

399

400 Section 3: Divisions

401

402 a) The Executive Committee shall appoint officers of a new Division for the first year  
403 term. The Division Vice President shall appoint officers for a new Section the first  
404 year term.

405

406 b) Changes to existing Divisions must follow the amendment process.

407

408 c) Any member of the Association may attend Division meetings held at the annual  
409 convention.

410

411 Section 4: Sections

412

413 a) The officers of each Section shall be Chair, Chair-Elect and Past Chair.

414

415 b) Changes to existing Sections must follow the amendment process.

416

417 c) Candidates for offices of Sections shall be members of VAHPERD and shall be  
418 elected by members of VAHPERD present at the Section business meeting during  
419 the annual convention.

420

421 d) If a vacancy occurs in the Section Chair position, the Chair-Elect shall serve as Chair  
422 for the unexpired term as well as his/her own elected term the following year.

423

424 e) If a vacancy occurs in the Section Chair-Elect position, the Division Vice President  
425 shall appoint a replacement for the remaining terms of that office. The Division shall  
426 then elect a Chair-Elect at the next Section Meeting.

427

428 f) If a vacancy occurs in the Section Past Chair Position, the Division Vice President  
429 shall appoint a replacement for the remaining term of office.

- 430 g) No member currently holding office is eligible for appointment.  
431
- 432 h) Sections shall be assigned to Divisions by vote of the Board of Directors. Each  
433 section shall have the right to determine the qualifications of its members provided  
434 such action does not violate the Bylaws.  
435
- 436 i) Each Section shall hold a business meeting at the convention in conjunction with the  
437 Division meeting for the purpose of electing Chairs-Elects and conducting other  
438 Section business. Section officers shall assume their duties at the close of the  
439 Division meeting.  
440
- 441 j) Meetings of Divisions and Sections shall be conducted in person or by electronic  
442 means where all participants can simultaneously hear one another  
443
- 444 k) To be eligible for continuance of affiliation, each Section must present an approved  
445 program, co-sponsored program, or project at the annual convention.  
446
- 447 l) A section that does not sponsor or co-sponsor a presentation at two consecutive  
448 conventions will be dissolved upon decision of the Board of Directors.  
449

450  
451  
452  
453 **Article IX**

454 **Committees and Coordinators**  
455

456 Section 1: The standing committees will be: Awards, Convention Site Selection,  
457 Diversity, Finance, Grant, Legislative Affairs, Membership, Necrology, Nominating,  
458 Strategic Planning, and Structure and Function.  
459

- 460 a) Membership on standing committees shall be rotating three-year terms.

461  
462  
463  
464  
465  
466  
467  
468  
469  
470  
471  
472  
473  
474  
475  
476  
477  
478  
479  
480  
481  
482  
483  
484  
485  
486  
487  
488  
489  
490  
491

b) All standing committees shall be organized according to an operating code. Each committee shall have its own operating code to include a statement of purpose, organization, and responsibilities as applicable.

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

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

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

- a) Coordinators shall serve a three-year term. Availability of position shall be posted to the membership through the Journal and Communicator. Current coordinator may apply at the end of each three-year term when term expires.
- b) The President shall appoint vacant coordinator positions during his/her presidential year.
- c) Coordinator positions shall be defined according to an operating code. Each Coordinator position shall have its own operating code including a statement of purpose, organization, and responsibilities
- d) Coordinators shall be evaluated annually as described in their operating code.

**Article X**  
**Dues and Finance**



492

493 Section 1: The annual dues for Active Professional, Student, Retired and Associate  
494 membership; shall be determined by the Board of Directors. Any change in membership  
495 dues shall be approved by the Representative Assembly.

496

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

499

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

502

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

504

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

508

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

510

511

## **Article XI**

512

### **Delegates**

513

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

518

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

522

523  
524  
525  
526  
527  
528  
529  
530  
531  
532  
533  
534  
535  
536  
537  
538  
539  
540  
541  
542  
543  
544  
545  
546  
547  
548  
549  
550  
551  
552  
553

**Article XII**

**Awards**

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

**Article XIII**

**Publications**

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

**Article XIV**

**Parliamentary Authority**

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

**Article XV**

**Amendments**

Section 1: Consistent with applicable law of the jurisdiction in which VAPHERD is

554 incorporated, the Articles of Incorporation and these Bylaws may be amended as follows:

555

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

559

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

562

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

564

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

569

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

572

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

577

578

## **Article XVI**

579

### **Disposal of Assets**

580

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