

## **WOMEN LEADERS IN COLLEGE SPORTS BYLAWS**

### **ARTICLE I. MISSION**

Women Leaders in College Sports is the premier leadership organization that develops, connects, and advances women working in college sports and beyond. Women Leaders takes a pro-active role in advancing women into positions of influence and powerfully shapes the landscape of women leaders.

We achieve our mission through the following strategic objectives:

- Women Leaders offers educational programs, networking and mentoring experiences, resources, and professional and personal development opportunities to its members.
- Women Leaders promotes the growth, leadership, success, and advancement of women as athletics administrators, professional staff, coaches, and student-athletes.
- Women Leaders provides a forum to facilitate discussion among its members on a myriad of topics pertaining to women in intercollegiate athletics.
- Women Leaders is committed to taking a leadership role by advocating on behalf of the membership on pertinent national issues.

### **ARTICLE II. MEMBERS**

#### **Section 1. Membership Classification**

- A. Active Members. Each active member shall have a voice and one vote and shall be eligible to serve on the Board of Directors or on committees. Except as otherwise noted herein, all powers and authority of Women Leaders in College Sports shall rest with the active members. Members within an Institutional or Organizational Roster (group roster) are classified as Active Members.
- B. Student/Intern/Retiree Members. Student/Intern/Retiree members shall have a voice but no vote in Women Leaders in College Sports business. They may not hold office or serve on the Board of Directors or on Committees, except as ex officio members.

### **ARTICLE III. FISCAL AFFAIRS**

Section 1. Fiscal Year. The fiscal year shall be from January 1 – December 31.

Section 2. Dues. The annual membership dues shall be established by the Board of Directors.

Section 3. Budget. The annual budget shall be approved by the Board of Directors.

Section 4. Audit. An annual audit or review shall be conducted and reported to the Board of Directors.

### **ARTICLE IV. ORGANIZATION**

#### **Section 1. Executive Committee, Board of Directors, and Officers**

Executive Committee.

- A. Composition. The Executive Committee shall consist of the President, the Immediate Past President, the President-Elect, and the Chief Executive Officer.
- B. Duties. The Executive Committee shall govern the affairs of Women Leaders in College Sports between meetings of the Board of Directors. The Executive Committee shall prepare a slate consisting of a single candidate for President-Elect to present to the Board of Directors annually.

## Board of Directors.

A. Composition. The President, the Immediate Past President, the President-Elect and twelve elected representatives shall constitute the voting members of the Board of Directors. At least four members of the Board of Directors shall be from NCAA Division II, Division III, NAIA, or NJCAA and of these four members at least one shall be from Division II and at least one shall be from Division III. Ex officio members and legal counsel are considered non-voting, appointed members of the Board of Directors.

Ex Officio Members. Ex officio non-voting members of the Board of Directors shall include the Chief Executive Officer, NCAA senior woman administrator, NCAA Division I Board of Directors SWA Appointee and other individuals as designated and appointed by the President.

Legal Counsel. Legal counsel shall serve as a non-voting member.

Officers. The officers shall be the President, the Immediate Past President, the President- Elect, a Secretary and a Treasurer. The Secretary and Treasurer shall be from the Board of Directors and recommended by the President and approved by the Board of Directors.

## Elections, Appointments and Terms of Office.

- A. The President-Elect and new members of the Board of Directors shall be elected by the Board of Directors through electronic voting or other ballot approved by the President. Election shall be by majority of the votes cast by the deadline set by the President.
- B. President, Immediate Past President and President-Elect. The President, the Immediate Past President, and the President-Elect shall serve for one year or until their successors are elected if the election occurs after the term expires.
- C. Board of Directors Members. A Board of Director member shall serve for one four-year term or until a successor is elected if the election occurs after the term expires.
- D. Ex Officio Members. An ex officio member shall be recommended by the President and approved by the Board of Directors. An ex officio member, other than the Chief Executive Officer or NCAA senior woman administrator, shall serve one two-year term and may be reappointed by the President, subject to approval by the Board of Directors, but is limited to a term not to exceed four years in length. An individual who has served as an ex officio member previously may be reappointed as an ex officio member provided a minimum of two years has elapsed between the date the individual previously relinquished duties with the Board of Directors and reappointment as an ex officio member.
- E. Legal Counsel. Legal counsel shall be recommended by the President and approved by the Board of Directors. Legal counsel is not subject to term limits.

## Duties.

- A. President. In addition to the normal duties of the office, the President shall have signature privileges in the absence of the Chief Executive Officer.
- B. President-Elect. In the event of the absence of the President, the President-Elect shall preside at the meetings of the Board of Directors and the organization.
- C. Board of Directors. The Board of Directors shall perform the duties prescribed by these bylaws and by the designated parliamentary authority. The Board of Directors shall have the general power to administer the affairs of the organization and to initiate and carry out its programs and policies between membership meetings, including making modifications to the Women Leaders in College Sports Policy and Procedure Manual.

## Vacancies.

- A. President. If a vacancy in the office of President occurs, the Secretary shall call a meeting of the Board of Directors, which shall elect, by majority vote, one of its members to fill the unexpired term.
- B. Secretary or Treasurer. If a vacancy in the office of Secretary or Treasurer occurs, the President shall, with the approval of the Board of Directors, appoint a member of the Board of Directors to fill the unexpired term.
- C. Board of Directors. If a vacancy on the Board of Directors occurs, the President shall, in consultation with the Executive Committee and with the approval of the Board of Directors, appoint an active member to fill the unexpired term.

Change of Constituency. If during the term of office, a Board of Directors member constituency changes from one division or governance organization to another and such a change of constituency affects the required representation of the Board of Directors, a vacancy shall be declared and the President shall, in consultation with the Executive Committee and with approval of the Board of Directors, appoint a member from the constituency originally represented.

Removal from Service. The President may recommend to the Board of Directors that the secretary, treasurer, a Board of Directors member, or legal counsel be replaced if the individual is not properly discharging his or her duties.

## Section 2. Committees.

- A. Committee Appointments. Committee appointments by the President shall occur annually in accordance with the policies and procedures approved by the Board of Directors.
- B. Committee Terms of Office. Unless otherwise noted herein, committee members shall serve no more than a three-year term. No individual shall serve more than one consecutive term in the same office. Filling an unexpired term due to a vacancy shall not constitute a term. The term of office shall begin at the conclusion of the National Convention.
- C. Awards Committee.
  - 1. Composition. An Awards Committee shall be appointed by the President. The president shall determine the appropriate number of committee members and shall appoint the committee chair from the Board of Directors, subject to approval by the Board of Directors.
  - 2. Duties. The Awards Committee shall manage the Women Leaders in College Sports awards program as enacted by the Board of Directors. The committee shall solicit nominations from the membership in all award categories and recommend award winners to the Board of Directors for its approval. Other duties and responsibilities shall be outlined in the policies and procedures.
- D. Bylaws and Policies and Procedures Committee.
  - 1. Composition. A Bylaws and Policies and Procedures Committee shall be appointed by the President and consist of at least three members of the Board of Directors. The President shall determine the appropriate number of committee members and shall appoint the committee chair from the Board of Directors, subject to approval by the Board of Directors. Legal Counsel shall serve as an ex officio member of the committee.
  - 2. Duties. The Bylaws and Policies and Procedures Committee shall review, at least on an annual basis, the Bylaws and Policies and Procedures and propose to the Board of Directors amendments as deemed appropriate. The Bylaws & Policies and Procedures Committee shall oversee the annual nominating timeline and process for new Board of Directors members as outlined in the Policies and Procedures Manual. The Bylaws & Policies and Procedures Committee shall prepare a slate consisting of candidates for open positions on the Board of Directors from the nominations received from the full membership. The Bylaws Committee shall provide all nominee names and information to the Board of Directors upon

submission of the slate for the Board. The Bylaws & Policies and Procedures Committee will work with the Membership Engagement Committee on the solicitation and recruitment of nominations from the Women Leaders membership. Other duties and responsibilities shall be outlined in the policies and procedures.

E. Finance Committee.

1. Composition. A Finance Committee shall include the Treasurer and two members of the Board of Directors, as appointed by the President subject to approval by the Board of Directors.
2. Duties. The Finance Committee shall provide guidance and oversight of all matters related to fiscal affairs of Women Leaders in College Sports. Other duties and responsibilities shall be outlined in the policies and procedures.

F. Membership Engagement Committee.

1. Composition. A Membership Engagement Committee shall be appointed by the President. The President shall determine the appropriate number of committee members and shall appoint the committee chair from the Board of Directors, subject to approval by the Board of Directors. The committee shall be representative of the active member composition, have NCAA divisional representation, ethnic and racial diversity, and geographic representation.
2. Duties. The Membership Engagement Committee shall promote membership in Women Leaders in College Sports and be responsible recruiting and encouraging member engagement in leadership offerings, member service roles, award nominations and other programming areas for members. Other duties and responsibilities shall be outlined in the policies and procedures.

G. Personnel Committee.

1. Composition. A Personnel Committee shall be comprised of the President, President- Elect and Past President. The Past President shall serve as chair.
2. Duties. The Personnel Committee shall be responsible for the evaluation and recommendation of employment terms of the Chief Executive Officer. Other duties and responsibilities shall be outlined in the policies and procedures.

H. Special Committees. Special Committees may be appointed by the President as necessary. The President shall, with the approval of the Board of Directors, appoint a committee chair from among the members of the Board of Directors and shall appoint committee members, with strong consideration given to ethnic and racial diversity and geographic representation.

## ARTICLE V. MEETINGS AND COMMUNICATION

Section 1. Annual Communication. Annual communication to the membership shall be sent.

Section 2. Special Meetings. Special meetings of the membership may be called by the President, the Board of Directors or by written request (electronic or hard copy) of 50 active members of the Association. The purpose of the meeting shall be stated in the call. Except in emergencies as determined by a majority vote of the Board of Directors, 30 days' notice shall be provided to the membership.

Section 3. Board of Directors Meetings. The Board of Directors shall meet in conjunction with the annual meeting as well as other meetings called by the President or on written request of 10 members of the Board or 50 Active members of the Association. Ten (10) members of the Board of Directors shall constitute a quorum.

Section 4. Quorum. Fifty members shall constitute a quorum for membership meetings.

Section 5. Parliamentary Rules. The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall be the parliamentary authority for the conduct of all meetings.

Additionally, they shall be the deciding reference used in case of parliamentary challenge in all instances to which they apply and in which they are not superseded by these bylaws, or any special rule of order adopted by the membership. The chair of the Bylaws and Policies and Procedures Committee shall serve as Parliamentarian at official meetings of the Board of Directors and general membership.

#### ARTICLE VI. CHIEF EXECUTIVE OFFICER

The Chief Executive Officer shall be employed by and report to the Board of Directors. The Chief Executive Officer shall serve as an ex-officio member of the Board and of the Executive Committee. The Chief Executive Officer shall perform duties as assigned and approved by the Board of Directors.

#### ARTICLE VII. AMENDMENT OF BYLAWS

The Bylaws may be amended by electronic ballot or other method approved by the President. The proposed amendment shall be sponsored by the Board of Directors. Notification of the proposed amendment shall be provided to the membership in accordance with the policies and procedures established by the Board of Directors. Voting shall be by a majority vote of the votes cast by active members by the deadline set by the Board of Directors.

#### ARTICLE VIII. AMENDMENT OF POLICIES AND PROCEDURES

The Board of Directors is empowered to adopt or revise policies and procedures for the conduct of Women Leaders in College Sports' business. These policies and procedures shall not be inconsistent with the provisions of the Bylaws.