

**CONSTITUTION
MISSOURI INTERSCHOLASTIC ATHLETIC ADMINISTRATORS
ASSOCIATION**

ARTICLE I - NAME

The name of the organization shall be: Missouri Interscholastic Athletic Administrators Association.

ARTICLE II – PURPOSE

The purpose of the organization shall be:

1. To improve the educational aspects of interscholastic activities within the total educational program.
2. To foster high standards of professional proficiency and ethics.
3. To encourage and promote activities programs that will provide the widest possible participation, while maintaining the highest possible standards.
4. To present an opportunity for an exchange of ideas and to promote greater unity and fellowship among all schools.
5. To assist and cooperate with the Missouri State High School Activities Association (MSHSAA) in carrying out its objectives.
6. To recognize that the administrative head of the school is held ultimately responsible in all matters pertaining to interscholastic activities involving their school.

ARTICLE III - OFFICES

The principal office of the corporation in the State of Missouri shall be located in the city of Lee's Summit, County of Jackson. The corporation may have such other offices, either within or without the State of Missouri, as the board of directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of Missouri a registered office, and the registered agent whose office is identical with such registered office. The registered office may be, but need not be, identical with the principal office in the State of Missouri, and the address of the registered office may be changed from time to time by the board of directors.

ARTICLE IV – MEMBERSHIP

Membership in the MIAAA shall consist of those individuals who meet the requirements and qualifications in those categories provided in the by-laws.

ARTICLE V – BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by its board of directors.

Section 2. Number, Tenure, and Qualifications. The board of directors shall consist of 16 members; the elected directors of the eight geographical districts of the MSHSAA, the two elected at-large regional directors and the past-president, president, president-elect, secretary, treasurer and Executive Director. (4/21)

Beginning with the annual meeting of 1983, the district directors shall be elected to the board of directors in the following manner:

The directors from Kansas City, Southeast, Central and Northwest districts shall be elected on odd numbered years and the directors from St. Louis, Northeast, Southwest and South Central districts shall be elected on the even numbered years.

These district directors will be elected in the local district caucuses prior to the annual business meeting. Directors shall be elected by majority of MIAAA members present in district meetings.

The two at-large positions will be elected every two years in even numbered years beginning in 2022. Both at large positions must be served by underrepresented athletic administrators (a minority AD and/or a female AD). The At-Large Region 1 position will serve the Kansas City and St. Louis Districts. Each of these districts can nominate two athletic administrators by February 1 of an even numbered year. The At-Large Region 2 position will serve the remaining 6 MSHSAA Districts. Each of these districts may nominate one athletic administrator by February 1 of an even numbered year. The two elections will take place between the up to four candidates from Region 1 and the up to six Region 2 candidates at the annual MIAAA Spring Conference Business Meeting in those even numbered years. Members elected to the MIAAA board shall be presented to the general membership at the annual business meeting.

All director terms (district and region) will be two years. (4/21)

Section 3. Non-Voting members Serving the Board of Directors. With the exception of MSHSAA Executive Director, these individuals must hold MIAAA membership and shall be appointed by the President and approved by the board of directors. They will not be afforded a vote in board of directors meetings. They will serve indefinitely until they resign or replaced by the board of directors.

- a. Awards Coordinator
- b. Conference Coordinator
- c. Exhibitor Coordinator
- d. MSHSAA Executive Director
- e. Retired Member Coordinator
- f. Professional Development Academy Chair(s)
- g. NIAAA State Liaison
- h. Associate Executive Director (4/21)
- i. Mentoring Coordinator (4/21)

Section 4. Vacancies. Any vacancy in the board of directors due to resignation, removal, disqualification, or otherwise, shall be filled by the president for the unexpired portion of the term, with the approval of the board of directors. Non-voting members vacancies shall be filled by the president and approved by the board of directors.

ARTICLE VI – OFFICERS

Section 1. Any active member of this association directly involved with the administration of an activities program shall be eligible to hold office.

Section 2. The officers of this organization shall be:

- a. Past President
- b. President
- c. President-elect
- d. Secretary
- e. Treasurer
- f. Executive Director (4/14)
- g. District Directors (8)
- h. At-Large District Directors (2) (4/21)

Section 3. The term for an elected officer shall be two years. The Secretary, Treasurer, and Executive Director may be re-elected for their positions indefinitely. (4/21)

ARTICLE VII – ANNUAL MEETING

Section 1. Annual Meeting. An annual meeting of the members shall be held at a location designated by the board of directors for the purpose of the transaction of such business as may come before the meeting.

Section 2. Conduct of Meeting. Meetings will be conducted according to Roberts Rule of Order.

ARTICLE VIII – AUDIT

The president shall appoint a committee at the Fall meeting to audit the financial records of the association.

ARTICLE IX – AMENDMENTS TO CONSTITUTION

Section 1. Initiation of Amendments. Amendments may be proposed by the board of directors or by petition signed by ten percent of the active membership and given to the board of directors at least sixty days prior to any regular meeting.

Section 2. Amendments. Amendments to the constitution shall be by referendum of the members present at a regular meeting of the association.

Section 3. Adoption. Adoption of amendments shall be by two-thirds of the members at any regular meeting.

Section 4. The board of directors shall be authorized to make editorial changes in the constitution that does not change the intent of the constitution.

BY-LAWS

BY-LAW 100 – MANAGEMENT

The business and active management of the affairs of the association shall be delegated to the board of directors.

BY-LAW 200 – MEMBERSHIP

210.0 Members. Membership is available to all individuals that have direct responsibility for the administration, direction, coordination, or supervision of an interscholastic activities program.

211.0 Voting Rights. Only those active members present at a regular meeting of the association are eligible to cast a vote.

212.0 Application for Membership. Membership shall be by application accompanied by the prescribed dues, which are determined by the board of directors. Any such membership application shall be considered immediately active, pending approval by the board of directors.

213.0 Dues. Annual dues are to paid prior to the annual meeting. The association fiscal year shall be from July 1 to June 30.

- 214.0 Ex-Officio Members. The executive director of the Missouri State High School Activities Association or their designated representative shall be an ex-officio member of this association.
- 215.0 Honorary Members. Honorary memberships may be awarded by the board of directors to those individuals as the board deems worthy. Dues will not be assessed and such members will not be afforded the right to vote.
- 216.0 Associate Members. Individuals interested in interscholastic activities in the State of Missouri may become associate members of the association by making an application accompanied by the prescribed dues. Such members will not be afforded the right to vote.
- 217.0 Retired Members. Membership is open to any retired person who has been a regular member of the MIAAA. Individuals are eligible for retired membership upon termination from their position in education. Application for membership shall be accompanied by the prescribed dues, which are determined by the board of directors. Retired members may not serve on the board of directors, except as past president and Executive Director, but may serve on committees and/or as a coordinator.

BY-LAW 400 – DELEGATES-NIAAA. Delegates to the NIAAA shall be selected by the board of directors. They must be a member of the MIAAA and the NIAAA. The numbers of delegates for each athletic administrators association which holds organizational membership in the NIAAA is determined by the number of individuals holding NIAAA membership as follows:

- One – less than 30
- Two – 30 to 59
- Three – 60 to 129
- Four – 130 to 199
- Five – 200 or more

The number of delegates is determined based on NIAAA individual and organizational membership from the previous school year and a renewal of the organizational membership in the current school year.

BY-LAW – 500 – MEETINGS OF MEMBERSHIP

- 510.0 Annual Meeting. An annual meeting of the members shall be held at a location designed by the board of directors for the purpose of the transaction of such business as may come before the meeting.

- 511.0 Special Meeting. Special meetings of the members may be called by the president, the board of directors, or not less than one-tenth of the members having voting rights.
- 512.0 Place of Meeting. The board of directors may designate the place for the annual meeting or for any special meeting called by the board of directors.
- 513.0 Notice of Meetings. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered either personally or by mail, to each member entitled to vote at such meetings, not less than five or more than thirty days before the date of such meetings, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting, unless such notice is waived in writing. In case of a special meeting or when required by statute or by these by-laws, the purpose or purposes for the meeting is called shall be stated in the notice.
- 514.0 Informal Action by Members. Any action required by law to be taken at a meeting of members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all members entitled to vote with respect to the subject matter, thereof.
- 515.0 Quorum. The members holding ten percent of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

BY-LAW 600 – MEETINGS OF BOARD OF DIRECTORS

- 610.0 Regular Meetings. Regular meetings of the board of directors shall be held annually.
- 611.0 Special Meeting. Special meetings of the board of directors may be called by or at the request of the president or any two directors.
- 612.0 Place of Meeting. The person or persons authorized to call special meetings of the board may fix any place, either within or without the state, as the place for holding any special meeting of the board of directors called by them.
- 613.0 Notice of Meeting. Notice of any special meeting of the board of directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail or telegram to each director at the address as shown by the records of the corporation. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director

attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

614.0 Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at said meeting, a majority of the directors may adjourn the meeting from time to time without further notice.

710.0 Executive Officers. The executive officers of the corporation shall be a past president, president, president-elect, secretary, treasurer & executive director.

Nomination Procedure for the President-Elect Position

1. The notice of position vacancy will be announced to the membership by January 15 of the election year. The announcement will be posted on the MIAAA website and the MIAAA electronic newsletter
2. This notice may be supplemented with local correspondence by the District Representatives
3. Any applicant must forward a one page resume to their District Representative for their endorsement by February 1 of the election year
4. All nominations must be forwarded to the Past President by the February meeting of the MIAAA of the election year for preparation of the ballot
5. District Representatives may caucus if more than one nomination is made to determine whether to nominate more than one candidate

711.0 Election and Term of Office. Upon completion of the term of office, the president shall serve as a voting member for a two year term. The president-elect shall be elected bi-annually at a regular meeting of the membership of the organization. The president shall serve for a two year term and not be eligible for re-election. The president-elect shall succeed to the office of president and assume office following the conclusion of the annual business meeting of that election year. Ballots are to be issued only to voting members in good standing. The secretary and treasurer shall be elected in even numbered years at the Spring meeting of the board of directors and may succeed themselves by re-election. The secretary and treasurer shall assume office on July 1 of the election year.

BY-LAW 1000 – COMMITTEES

1010.0 Committees. The board of directors by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more director, which committees, to the extent provided in said resolution, shall have and exercise the authority of

the board of directors in the management of corporation; but the designation of such committee and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed upon it by law.

1011.0 Standing Committees.

- a. Nominating Committee. The nominating committee shall consist of the 14 members of the board of directors with the chairman being the immediate Past President. They shall recommend at least two competent candidates for each office two weeks prior to the annual meeting. In preparing a slate of candidates for office, the candidates for president-elect shall not be from the same district of the MIAAA president.
- b. Awards Committee. The purpose of the awards committee shall be to provide a procedural process to award individuals in and outside the field of athletic administration, honoring recipients for their contribution to activities and athletics.
- c. Professional Development Academy (4/12/01). The purpose of the professional development academy shall be to provide professional development opportunities for athletic administrators. This includes but is not limited to the NIAAA Leadership Training Program. To serve on this committee a member should be certified as an instructor in the Leadership Training Program. Committee members are appointed by the Chairperson with the approval of the Board of Directors.

1012.0 Other Committees. Other committees not having and exercising the authority of the board of directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the president of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

1013.0 Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until a successor is appointed, unless the committee shall be sooner terminated or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

- 1014.0 Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.
- 1015.0 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- 1016.0 Quorum. Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.
- 1017.0 Rules. Each committee may adopt rules for its own government not inconsistent with the by-laws, or with rules adopted by the board of directors.

BY-LAW 1100 – FISCAL POLICY

- 1110.0 Contracts. The board of directors may authorize any officer or officers agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to special instances.
- 1111.0 Checks, Drafts, Etc. All checks, drafts, or order for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer and countersigned by the president or president-elect of the corporation.
- 1112.0 Dues and Fees. Annual dues, registrations and exhibitors fees shall be established each year by the board of directors.
- 1113.0 Deposits. Income from gifts, donations, interest, sponsored activities and/or other income sources shall be deposited in such banks, trust companies, or other depositories as the board of directors may select.
- 1114.0 Expenditures.
- a. All expenditures must be approved by the board of directors, and normal accounting procedures shall be followed.
 - b. The board of directors may approve the cost of having the treasurer bonded.

- c. Organization dues to the NIAAA must be approved by the board of directors.
- d. The Board of Directors will determine which expenses shall be reimbursed while attending all board of directors meetings, except the conference meeting.
- e. All expenses of the president and lodging, transportation and registration fees shall be paid by the association to the NIAAA conference for the past president, president-elect, Executive Director, secretary, treasurer, conference coordinator, exhibitors coordinator, NIAAA state liaison and awards coordinator and the NIAAA electors. (4/21)
- f. The board of directors may approve specified expenses for other members serving the board that attend the national conference.

BY-LAW 1200 – AWARDS

1210.0 Awards Committee Responsibilities

- a. Review nomination form before sending out to members.
- b. Establish procedural dates for submission of nominations.
- c. Recommend award recipients to the board of directors.
- d. Review type of awards and number to be presented.
- e. Maintain accurate records of all awards by year and category.

1211.0 Types of Awards

- a. MIAAA Athletic Director of the Year
 - 1. Must have 5 years’ experience as an athletic administrator, including current year.
 - 2. Must have been selected as District Athletic Director of the Year in current or previous years.
 - 3. Previous District Athletic Director of the Year candidates must be re-submitted to be considered. Any member of the board of directors may nominate one of these individuals. Up-dated credentials must be submitted with nominations.
 - 4. Must be a MIAAA member the previous year of nomination.
 - 5. Must be a current member of the MIAAA
- b. MIAAA District Athletic Director of the Year.
 - 1. Must have 5 years’ experience as an athletic administrator, including current year.
 - 2. Must be a MIAAA member the previous year of nomination.
 - 3. Must be a current member of MIAAA

4. Nominations should include photograph, biography, honors and awards, services to the community, and significant achievements toward school, community and district.
- c. MIAAA 10 Year Certificate of Merit.
 1. Member of MIAAA previous year of nomination.
 2. Current member of MIAAA.
 3. Minimum of 10 years as an athletic administrator.
 - d. MIAAA 15 Year Certificate of Merit.
 1. Member of MIAAA previous year of nomination.
 2. Current member of MIAAA.
 3. Minimum of 15 years as an athletic administrator.
 - e. MIAAA 20 Year Certificate of Merit.
 1. Member of MIAAA previous year of nomination.
 2. Current member of MIAAA.
 3. Minimum of 20 years as an athletic administrator.
 - f. MIAAA 25-year Certificate of Merit.
 1. Member of MIAAA previous year of nomination.
 2. Current member of MIAAA.
 3. Minimum of 25 years as a coach/athletic administrator with a minimum of 5 years as an athletic administrator.
 - g. MIAAA - Distinguished Service Award
 1. Presented to individuals outside the field of interscholastic athletic administration in recognition of their services to interscholastic athletics and activities.
 2. Limited to two individuals per district per year.
 3. Recipients will receive an engraved plaque and 2 tickets to the conference banquet.
 - h. NIAAA - State Award of Merit
 1. Presented to an NIAAA member in conjunction with the NIAAA for outstanding leadership and meritorious achievement in athletic administration.
 2. Member of MIAAA and NIAAA previous year.
 3. Member of MIAAA and NIAAA current year.

- i. NIAAA – Distinguished Service Award.
 - 1. Presented by NIAAA to recipients in recognition of their length of service, special accomplishments and contributions to athletic administration at the local, state, and national levels.
 - 2. Member of MIAAA and NIAAA previous year.
 - 3. Member of MIAAA and NIAAA current year.

- j. President’s Ring
 - 1. A MIAAA ring will be presented to the outgoing president during the annual conference luncheon by the president-elect.

- k. The Don Rothermich Professional Development Achievement Award
 - 1. The recipient must be a member in good standing with the MIAAA and NIAAA.
 - 2. The recipient must demonstrate a commitment and passion for professional development for MIAAA members.
 - 3. This award does not have to be selected annually.
 - 4. Gerald Linneman Award winners are ineligible for this award.

- l. The Gerald Linneman Award
 - 1. Nomination of candidates will be made by MIAAA Board of Directors and Officers.
 - 2. The person must be or have been a member in good standing of the MIAAA.
 - 3. The person must have served as a coach, athletic administrator, school administrator, or school administrator involved with the school(s) athletic program, for a minimum of 25 years.
 - 4. The person(s) must display characteristics commensurate with those exhibited by Gerald Linneman, i. e. high principles, ethics, integrity, long and diligent service, dedication to interscholastic sports and a deep love and devotion to athletes who participated in sports of all levels.
 - 5. The final selection of the award recipient(s) will be voted on by a committee composed of the MIAAA Past President, the MIAAA President, the MIAAA Secretary, the MIAAA Treasurer, the Second Past President, the Retired AD liaison, the Executive Director and the Awards Coordinator.

BY-LAW 1300 – CERTIFICATE OF MEMBERSHIP

1310.0 Certificate of Membership. The board of directors may provide for the issuance of certificates evidencing membership in the corporation, which

shall be in such form as may be determined by the board. Such certificates shall be signed by the president or the president-elect and by the membership coordinator. The name address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificates shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the board of directors may determine.

BY-LAW 1400 – BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors, and committees having any of the authority of the board of directors and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member or attorney for any proper purpose at any reasonable time.

BY-LAW 1500 – WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Non-Profit Corporation Act of Missouri or under the provision of the articles of incorporation or by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

BY-LAW 1600 – AMENDMENTS TO BY-LAWS

- 1610.0 Initiation of Amendments. Amendments may be proposed by the board of directors or by petition signed by ten percent of the active membership and given to the board of directors at least sixty days prior to any regular meeting.
- 1611.0 Amendments. Amendments to the by-laws shall be a referendum of the members present at a regular meeting of the association.
- 1612.0 Adoption. Adoption of amendments shall be by simple majority of voting members at any regular meeting.
- 1613.0 The board of directors shall be authorized to make editorial changes in the by-laws that do not change the intent of the by-laws.

Updated April, 2023