

## Key to Proposed Changes

Insertions are indicated by **yellow highlight**.

Deletions are indicated by ~~red-strikethrough-font~~.

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### BYLAWS OF THE NATIONAL ASSOCIATION FOR KINESIOLOGY IN HIGHER EDUCATION

As Amended June, 1981; January, 1988; April, 1989; January, 1991; January, 1994;  
January, 1998; March 2004; April 2005; January 2009; June 2009; July 2009;  
December 2012; January 2017, **January 2018**.

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## ARTICLE I. OFFICE

The principal office of the National Association for Kinesiology in Higher Education Corporation (NAKHE) in the State of Texas shall be located in the City of Nacogdoches, County of Nacogdoches. The corporation may have such other offices, either within or without the State of Texas, 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 Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may, but need not, be identical with the principal office in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

## ARTICLE II. MEMBERS

Section I. Categories of Membership - The ~~corporation~~ Corporation shall have five categories of members. The designation of such categories and the qualification and rights of the members of such categories shall be as follows:

1.1 Professional Membership - Designed for full-time faculty who want to receive all benefits and privileges of a full NAKHE membership: voting, ~~Quest, International Journal of Kinesiology in Higher Education~~ NAKHE Publications, elected office, serve on committee, member of editorial board of Quest or International Journal of Kinesiology in Higher Education, member rate for conference, website access, and NAKHE workshops.

1.2 Associate Professional Membership - Designed for full-time faculty who wish to receive ~~Quest, International Journal of Kinesiology in Higher Education~~ NAKHE Publications, but are unlikely to attend the conference and/or do not want to participate in the association's governance. This would include the previous International category. Privileges and benefits include: ~~Quest, International Journal of Kinesiology in Higher Education~~ NAKHE Publications, website access and would require an additional \$40 non-member fee for conference.

1.3 Student Professional Membership - Designed for full-time students. They would need to document their enrollment status for joining and all subsequent renewals. Privileges and benefits would include: ~~Quest, International Journal of Kinesiology in Higher Education~~ NAKHE Publications, serve on committee, student rate for conference, website access, and NAKHE workshops.

1.4 NAKHE Concurrent Membership - Designed for NAKHE Fellows who wish to receive Quest and the International Journal of Kinesiology in Higher Education, but are

unlikely to attend the conference and/or do not want to participate in the association's governance. Privileges and benefits include: ~~Quest, International Journal of Kinesiology in Higher Education~~ NAKHE Publications, website access and would require an additional ~~\$50 non member~~ nonmember fee for conference.

1.5 Emeritus Membership - Designed for faculty who were members of NAKHE when they retired. They would receive a full NAKHE membership: voting, ~~Quest, International Journal of Kinesiology in Higher Education~~ NAKHE Publications, selected office, serve on committee, member of editorial board of Quest or International Journal of Kinesiology in Higher Education, member rate for conference, website access, and NAKHE workshops.

Section 2. Admission to Membership - Persons eligible for membership shall be deemed admitted to such membership upon payment of the first annual dues provided for by Article X of these Bylaws

Section 3. Voting Rights - Members of each category of membership except Associate Professional Membership and NAKHE Concurrent Membership shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4. Termination of Membership - The membership of any member from who dues are required shall automatically terminate upon failure to pay annual dues by the deadline fixed in Article X by these Bylaws.

Section 5. Resignation - Any member may resign by filing a written resignation with the Executive Director, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges therefore accrued and unpaid.

Upon receipt of the request for resignation, the member's name shall be removed from all membership records; all rights and privileges of membership shall cease as of that date.

Section 6. Reinstatement - Upon payment of dues pursuant to Article X of these Bylaws, the membership of any person eligible for membership whose membership has been terminated by resignation or for nonpayment of dues shall be automatically reinstated as of the date payment is received by the Executive Director of the corporation.

Section 7. Transfer of Membership - Membership in this corporation is not transferable or assignable.

Section 8. Membership Benefits - All members of the corporation are entitled to the

following benefits:

8.1 Voting rights on all matters submitted to the membership

8.2 Receipt of all publications of the corporation.

8.3 Preferential registration fees for conferences as determined by the Board of Directors.

8.4 Eligibility to attend and participate in conferences, special conferences, and workshops.

~~8.5 The opportunity to purchase a membership list or set of mailing labels at cost provided the purpose is wholly professional and approved by the Board of Directors.~~

NAKHE protects the personal privacy of its members by maintaining confidentiality of all member information. NAKHE does not use member information for any purpose other than its authorized use. Member information is made available to the board of directors, executive director, committee members and others on an as-needed basis. NAKHE discloses the minimum information necessary to fulfill its mission and purposes. Those receiving the information are instructed that it is confidential and to be used only for the purpose(s) expressly intended. Member information will be released only after consent is obtained from the member. Members will be notified about any breach of privacy or failure to maintain proper access to records.

### ARTICLE III. MEETING OF MEMBERS

Section 1. Annual Meeting - An annual meeting of the members shall be held for the transaction of such business as may come before the meeting. It shall be the duty of the Board of Directors to determine the exact day and time of the annual meeting.

Section 2. Special Meetings - 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.

Section 3. Place of Meeting - The Board of Directors may designate any place, either within or outside the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of the meeting shall be the registered office of the corporation in the State of Texas; but if all of the members shall meet at any time and place, either within or outside the State of Texas, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4. Notice of Meetings - Written notice stating the place, day, and hour of any meeting of members shall be delivered by mail (United States mail or electronic mail) to each member entitled to vote at such meeting, by or at the direction of the President, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of meeting shall be deemed to be delivered when deposited in the United States mail addressed to the members at their addresses as they appear on the records of the corporation, with postage thereon paid. If notice is given by electronic mail, it will be deemed delivered when confirmed as sent by electronic mail acceptance. If faxed, a notice shall be deemed to be delivered when it has been confirmed by the fax machine records. A person may change his/her address by giving written notice to the Executive Director.

Section 5. Quorum - A majority of the members with voting rights shall constitute a quorum at any meeting of members. Should a quorum not be present at any meeting of members, a majority of the members present may recess the meeting from time to time without further notice. A response by at least twenty percent (20%) of the members with voting rights shall constitute a quorum for the transaction of business by mail, **email or electronic** voting (including but not limited to the election of officers).

Section 6. Manner of Acting - A majority of the votes cast on a matter to be voted upon by members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by laws or by these Bylaws. On a matter to be voted upon by mail **or email** by the members (including but not limited to the election of officers), a plurality of the votes cast shall decide the vote, **provided** at least twenty percent (20%) of the members having voting rights cast a vote. This manner of acting by mail **or electronic** ballot shall be superseded by any law or by these Bylaws requiring a greater proportion for approval.

Section 7. Voting - The election of officers shall be conducted **by via electronic** mail by the Committee of Elections and Nominations **in or in** such a manner as the Board of Directors shall determine. Furthermore, any action which may be taken at a meeting of members may be taken without a meeting by electronic means or by mail vote conducted in such manner as the Board of Directors shall determine. ~~-, provided,~~ **However,** that mail **or email** voting shall not be permitted upon proposals to amend the Articles of Incorporation, to merge or consolidate, to sell or otherwise dispose of all assets ~~or substantially all the of the corporation~~ or to dissolve the corporation.

Section 8. Proxies - At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by authorized attorney-in-fact. No proxy shall be valid after 11 months from the date of its execution unless otherwise provided

in the proxy.

## ARTICLE IV. BOARD OF DIRECTORS

Section 1. Composition of the Board of Directors - The Board of Directors is comprised of the Past President, the President, the President-elect, the Vice President, the Vice President- elect, the Secretary, and Chairs of all Standing Committees who shall be voting members. Additionally, the Executive Director shall serve on the Board of Directors in an ex-officio non-voting capacity. ~~No two Board positions may be held by the same person~~ The same person may not hold two board positions at the same time.

1.1 Director of Publications - The Director of Publications shall be appointed for three years by the President with the approval of the Board of Directors. The Director of Publications shall be responsible for the oversight and management of corporation publications, including reviewing the quality of publications, consistency between the publications and the mission of the corporation, and periodically reviewing the editorial policies of the publications. The Director of Publications also maintains a Publications Committee comprised of the Editor of Quest, Editor of International Journal of Kinesiology in Higher Education, and three members appointed by the President for staggered three-year terms.

1.2 Executive Director - The Executive Director shall be appointed for three years by the President with the approval of the Board of Directors. The Executive Director shall be responsible for periodic mailings, membership records and recruitment, publicity, collection of dues and fees, preparation of the budget, and maintaining checking and bank accounts. More specifically, the Executive Director shall have charge and custody of, and be responsible for, all funds, and securities of the corporation, receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other banking accounts as shall be selected in accordance with the provisions of Article VII of these Bylaws. The Executive Director should be duly bonded in accordance with standards established by the Board of Directors.

Section 2. General Powers - The affairs of the corporation shall be managed by its Board of Directors subject to instructions adopted by majority vote at any meeting of the members. Directors need not be residents of the State of Texas but they must be active members of the corporation. The Board of Directors shall approve appointments to all standing committees and Presidential appointments.

Section 3. Appointments - The Board of Directors shall act on the recommended appointments of members of all committees at the Board meeting immediately preceding the annual meeting. In addition, the Board shall act on recommended

appointments related to any advisors who will serve at the pleasure of the Board.

Section 4. Regular Meetings - A regular annual meeting of the Board of Directors shall be held without notice, other than this Bylaw, immediately preceding and at the same place as the annual meeting of members. The Board of Directors may provide, by resolution, the time and place either within or outside the State of Texas for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 5. Special Meetings - Special meetings of the Board of Directors may be called by or at the request of the President or one-third of the Board of Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or outside the State of Texas, as the place for holding any special meeting of the Board called by them.

Section 6. Notice - Notice of any special meeting of the Board of Directors shall be given at least two days previously by mail, electronic mail, telephone or telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. ~~If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company.~~ If notice is given by electronic mail, it will be deemed delivered when confirmed as sent by electronic mail acceptance. If faxed, a notice shall be deemed to be delivered when it has been confirmed by the fax machine records. A person may change his/her address by giving written notice to the Executive Director.

Section 7. 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 a quorum is not present at said meeting, a majority of the Directors present may recess the meeting from time to time without further notice.

Section 8. Manner of Acting - The act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 9. Informal Action by Directors - Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all Directors.

Section 10. Executive Committee - An Executive Committee comprising the Past President, President, and President-elect shall convene for the purpose of making decisions regarding the management of the corporation between scheduled Board

meetings. The Executive Committee shall conduct business either through meeting or through conference telephone calls should they find it necessary. The Executive Committee shall not make policy decisions. The Executive Committee shall inform the Board of Directors of any business conducted and decisions made.

Section 11. Budget Approval - The Executive Director shall prepare the budget for the next fiscal year with the proposed budget to be presented at the spring Board meeting. The Board of Directors will review the proposed budget and vote to accept, accept with modifications, or reject the proposal. The proposed budget will activate at the beginning of the next fiscal year.

#### ARTICLE V. OFFICERS (and links to Officer Operating Codes)

Section 1. Officers - The officers of the corporation shall be the President, President-elect, Past President, Secretary, Vice President, and Vice President-elect. No two offices may be held by the same person at the same time. No persons may succeed themselves in the same elected office. Only active members are eligible to serve as officers of the corporation. The officers of the corporation should reflect equal representation of men and women. The President Elect and Vice President of the corporation shall be elected annually by the members of the corporation by electronic or mail vote. The secretary shall be elected biannually following the same election process.

Section 2. Election and Term of Office - The officers of the corporation shall be elected annually by the members of the corporation by electronic or mail vote. Elections shall be conducted in the following manner: The Nominations and Elections Committee shall canvas the membership and the Board of Directors for nomination suggestions and shall then prepare a slate of nominees for the election of officers. The slate shall contain at least two candidates for each office. The Nominations and Elections Committee chairperson shall electronically mail or U.S. mail to each member a ballot containing the slate of candidates together with instructions for voting. The ballots shall be returnable by mail within the period specified by the Nominations and Elections Committee chairperson, which shall be not less than 30 days after the ballots are sent to the members. In the event of an electronic ballot, each ballot is to be transmitted electronically in a format that guarantees the anonymity of the voter. If mailed, each ballot is to be sealed individually in an unsigned and unmarked envelope. The Nominations and Elections Committee chairperson shall count the votes and certify the election results to the Board of Directors and to the Committee. Electronic correspondence by the President regarding the election results shall be sent to the membership prior to the conference. Officers shall hold office until their successors have been duly elected and until their terms of office shall have begun as herein provided. If only one candidate is nominated for an elected office then, the membership

will be polled. This polling will be known as “a vote of confidence” and will follow all voting regulations previously prescribed in this section.

Section 3. Removal **of an Officer** - Any officer may be removed by the members at a meeting of members whenever in their judgment the best interest of the corporation would be served thereby.

Section 4. Vacancies - A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term except that a vacancy in the office of President shall be filled by the President-elect.

Section 5. President - The President shall be the principal executive officer of the corporation and shall in general supervise all of the business and affairs of the corporation. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

The President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in case where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation; and the President shall be the second signatory on the NAKHE accounts.

The President shall preside at all meetings of the members and the Board of Directors. The President shall appoint a parliamentarian with the approval of the Board of Directors. Also the President shall be ex-officio of all standing committees. The President shall notify the membership regarding the results of the elections by electronic correspondence sent prior to the conference. When a new President assumes office, the retiring President shall become the immediate Past President and as such shall serve as a voting member of the Board of Directors for a period of one year. During that year the immediate Past President shall also perform the duties of the President in the absence of the President or in the event of the President's inability or refusal to act.

Section 6. President Elect - The President Elect shall serve as a member of the Executive Committee and attend all meetings of the Executive Committee. The President Elect shall submit his/her list of committee appointments to the Board of Directors for their approval prior to the annual conference. In the event the Past President and President cannot execute the duties of their office, the President Elect shall assume the respective responsibilities. The President Elect will work closely with the President in order to assure a smooth transition from the position of President Elect to President.

Section 7. Vice President - The Vice President shall be responsible for the planning and conduct of association conferences and meetings in consultation with the Executive Director who has general oversight responsibilities for all fiscal and contractual agreements. The Vice President shall perform such other duties as from time to time may be assigned by the President or the Board of Directors.

Section 8. Secretary - The Secretary shall keep, or cause to keep, the minutes of the meeting of the members and the Board of Directors in one or more books provided for that purpose. **The Secretary shall**; see that all notices are duly given in accordance with the provisions of these Bylaws as required by law. **The Secretary shall**; be custodian of the corporation records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these Bylaws. **The Secretary shall**; attend to the correspondence of the corporation, as directed by the President; keep records of non-business meetings of the corporation, the reports of the committees; and in general perform all duties incident to the office of Secretary, and such others as from time to time may be assigned by the President or by the Board of Directors.

#### ARTICLE VI. COMMITTEES (and links to Committee Operating Codes)

Section 1. Standing Committees - The standing committees of the corporation shall be Awards, Bylaws, Elections, Foundations, Future Directions, Marketing, Nominations, Publications, and Leadership Institute. The chairpersons and members of all standing committees shall be appointed by the President, acting with the approval of the Board of Directors. The members of all standing committees must be members of this corporation. The chairpersons of standing committees, as well as the members of each standing committee, should reflect balanced representation of men and women.

Section 2. Special Committees - The President, acting with the approval of the Board of Directors, may authorize special committees, appoint the chairpersons and other members, and have the power to dissolve the committees. In any event, all special committees shall dissolve upon the expiration of the term of office of the President during whose term the committees were authorized. No dissolution of a special committee shall preclude subsequent creation of a special committee having the same or a similar area of responsibilities. Each committee member must be a member of this corporation. The chairperson and members of special committees should reflect balanced representation of men and women.

Section 3. Task Forces - The task forces of the Organization shall be Social Justice, Cultural Diversity, Membership, and Technology. The chairpersons and members of all

task forces shall be appointed by the President, acting with the approval of the Board of Directors. Each task force will work and report to the Vice-President on special events related to the annual conference. The members of all sub-committees must be members of this corporation. The chairpersons of sub-committees, as well as the members of each standing committee, should reflect balanced representation of men and women.

Section 4. Removal **from a Committee** - Any member of a standing or special committee may be removed by the President acting with the approval of the Board of Directors whenever the best interests of the corporation shall be served by such removal.

Section 5. Operating Code - Each standing committee and/or task force contained within a standing committee shall adopt an operating code for its own governance consistent with these Bylaws or with rules adopted by the Board of Directors. Each operating code shall include the name of the committee or sub-committee, its purpose, its plan of organization, its plan of work, its procedures for submitting reports, and its provisions for financial support. A special committee may adopt an operating code at its option.

Section 6 - A regular annual meeting of standing committees, including the outgoing and incoming committee members shall be held without notice, other than this bylaw, at some time during the annual meeting.

## ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. 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 Bylaws, 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 specific instances.

Section 2. Checks, Drafts, Etc. - All checks, drafts, or orders for 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 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 Executive Director or by the Secretary of the corporation.

Section 3. Deposits - All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts - The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the corporation.

#### ARTICLE VIII. BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account, ~~and~~ The corporation shall also keep minutes of the proceedings of its members and Board of Directors and shall keep at its 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 their agents or attorneys, for any proper purpose at any reasonable time. A complete audit of the books and records of account shall be conducted at the end of the Executive Director's term of office. In addition, the Board of Directors can call for an audit at any time during the Executive Director's term of office.

#### ARTICLE IX. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of ~~December~~ **July** and end on the last day of June in each year.

#### ARTICLE X. DUES AND FEES

Section 1. Annual Dues - Annual dues for members shall be determined as recommended by the Board of Directors and approved by the members.

Section 2. Payment of Dues - Annual dues shall be payable to the Executive Director of the corporation. Membership benefits will begin upon receipt of payment.

Section 3. Special Fees - The Board of Directors may levy a special fee on participants in a conference or workshop meeting to defray part or all of the expenses thereof. The amount of such fees shall be determined by the Board of Directors.

#### ARTICLE XI. RULES OF ORDER

The rules contained in the most recent edition of Robert's Rules of Order, Revised, shall govern all meetings of members and directors and committees of this corporation where those rules are not inconsistent with the Articles of Incorporation, these Bylaws or special rules of order of the corporation.

#### ARTICLE XII. COMPENSATION

Officers and directors of this corporation and members of its committees shall serve

without compensation. Traveling and maintenance expenses, which they incur solely on account of this corporation, may be partially or wholly reimbursed at the discretion of the Board of Directors; also the Board of Directors may at its discretion pay honoraries and honorarium to speakers at its meetings.

## ARTICLE XIII. AMENDMENTS

### Section 1. Articles of Incorporation.

The Articles of Incorporation may be altered or amended and new articles may be adopted in the following manner: The Board of Directors shall adopt a resolution setting forth the meeting of members, which may be either an annual or a special meeting. Written or printed notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given in the same manner as notice of meetings not less than 30 nor more than 50 days before the date of the meeting. The proposed amendment shall be adopted upon receiving at least two-thirds (2/3) of votes which members present at such meeting in person or by proxy are entitled to cast.

### Section 2. Bylaws.

1.1 These Bylaws may be amended at any annual meeting by two-thirds of the votes cast by members with voting rights present or represented by proxy.

1.2 Amendments may be proposed by any member with voting rights in the corporation.

1.3 Proposed amendments must be submitted in writing, with supporting arguments, to the chair of the Bylaws Committee no later than ninety days before the opening of the annual meeting (approximately October 1).

1.4 The Bylaws Committee shall review all proposed amendments and coordinate similar proposals but make no substantive changes in a proposal without the consent of the originator. The committee shall mail or cause to be sent to every member the coordinated proposals no later than thirty days before the opening of the annual meeting (approximately December 1). If mailed, the notice of proposed amendments shall be deemed to be delivered when deposited in the United States mail addressed to the members at their addresses as they appear on the records of the corporation, with postage thereon paid. If notice is given by electronic mail, it will be deemed delivered when confirmed as sent by electronic mail acceptance. If faxed, a notice shall be deemed to be delivered when it has been confirmed by the fax machine records.