

# ***CODE OF REGULATIONS***

## ***DIVISION II ATHLETICS DIRECTORS ASSOCIATION***

The members of the DIVISION II ATHLETICS DIRECTORS ASSOCIATION, an Ohio corporation not for profit, have adopted the following regulations for the government of said corporation:

### **ARTICLE I**

#### **Purpose**

The purpose for which the corporation has been organized is to explore mutual problems and opportunities encountered by colleges and universities that participate in NCAA Division II athletics programs, to facilitate the administration of college and university athletics, and to promote and elevate the standards of athletic administration.

### **ARTICLE II**

#### **Members and Meetings of Members**

1. **Membership Classifications; Membership Dues.** Members of the corporation shall include, without limitation, individuals, whom have been admitted to membership and whom have paid the appropriate membership dues, if any, and which dues have been accepted for the category of membership and the relevant membership period. Membership in the corporation shall consist of Athletics Directors exclusively.
  - A. **Active Members.** Each Director of intercollegiate athletics at a Division II institution, who is admitted to membership shall be an Active member of the corporation. Each Active Member shall have be entitled to vote and shall hereinafter be referred to as a voting member. An Active member who ceases to qualify as such due to his or her cessation as a director of intercollegiate athletics shall cease to be an Active member of the corporation; provided, however, the Trustees may, upon a majority vote, admit such individual as an Associate or Affiliate member of the corporation.
  - B. Membership Dues shall be determined from time to time by the voting members, based upon the recommendations of the Trustees. Assessments against members shall be determined from time to time by the Trustees, upon the recommendations of the officers, but any such determinations must be approved by a majority of the voting members.
2. **Rights of Members.** All of a member's right, title and interest in or to the corporation shall cease on the termination of his or her membership, including the right of voting members to vote. No member shall be entitled, by virtue of his or her status as a member, to share in the distribution of the corporate assets upon the dissolution of the corporation. The preceding sentence shall not, however, be interpreted as precluding a member from being designated as a distributee of assets upon the dissolution of the corporation, if such member is qualified to be a distributee within the limitations set forth in the Articles of the corporation.

3. Resignation of Members. Any member may resign from the corporation by delivering a written resignation to the President or Secretary of the corporation.
4. Annual Meeting. There shall be one (1) annual meeting of the members of the association. Such annual meeting of the members of the corporation shall be held at the site of the annual convention of the National Association of Collegiate Directors of Athletics (NACDA) in June of each year, at such specific time and at such specific place as determined by the Trustees or at such other site determined by the Trustees.
5. Notice of Annual Meeting. Notice of the time and place of the annual meetings shall be served, either personally or by mail, not less than ten (10) or more than forty (40) days before the meeting, upon each person who appears upon the books of the corporation as a member and, if mailed, such notice shall be directed to the member at his or her address as it appears on the books of the corporation, unless he or she shall have filed with the Secretary of the corporation a written request that notices intended for him or her be mailed to some other address, in which case it shall be mailed to the address designated in such request.
6. Special Meetings. Special meetings of the members may be called at any time by the President or by resolution by the Trustees, and must be called by the President or Secretary on receipt of the written request of one-third (1/3) of the voting members of the corporation.
7. Notice of Special Meeting. Notice of a special meeting stating the time, place and purpose or purposes thereof shall be served, either personally or by mail, upon each person who appears upon the books of the corporation as a member, not less than five (5) or more than forty (40) days before such meeting, and if mailed such notice shall be directed to each member at his or her address as it appears on the books or records of the corporation, unless he or she shall have filed with the Secretary of the corporation a written request that notices intended for him or her shall be mailed to some other address, in which case it shall be mailed to the address designated in such request.
8. Quorum. At any meeting of the members of the corporation, the presence of a majority of the voting members in person or by proxy shall be necessary to constitute a quorum for all purposes except as otherwise provided by law, and the act of a majority of the voting members present or represented by proxy at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided by statute or by this Code of Regulations. All meetings of the members shall be conducted in accordance with Roberts Rules of Order. A meeting may be adjourned from time to time, whether or not a quorum is present, by vote of the majority of the voting members present in person or represented by proxy, without notice other than by announcement at the meeting and without further notice to any absent member.
9. Voting. At every meeting of members, each voting member shall be entitled to vote in person, or by proxy duly appointed by instrument in writing which is subscribed by such voting member and which bears a date not more than eleven (11) months prior to the date of such meeting, unless such instrument provides for a longer period. Each voting member of the corporation shall be entitled to one (1) vote. The vote upon any question before the members, upon the demand of any voting member, shall be by ballot. All elections shall be had and all questions decided by the voting members shall be by a majority vote of the voting members present in person or by proxy.

10. Waiver of Notice. Whenever, under the provisions of any law or under the provisions of the Articles of Incorporation or Code of Regulations of this corporation, the corporation or the Board of Trustees or any committee thereof is authorized to take any action after notice to the members of the corporation, or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any period of time, if at any time before or after such action is taken, such requirements are waived in writing by the person or persons entitled to such notice or entitled to participate in the action to be taken or by his or her attorney thereunto authorized.
11. Removal of Members and Termination. Any member may be removed from membership by the affirmative vote of the majority of the voting members present in person or by proxy at any regular or special meeting called for that purpose. Any such member proposed to be removed shall be entitled to at least five (5) days' notice in writing by mail of such proposed action, and shall be entitled to appear before and be heard at such meeting. Membership in the corporation may be terminated by giving written notice to the Secretary. Membership may be terminated by action of the Board of Trustees for non-payment of dues or such other acts not in the interests of the corporation, but in the latter instance, only after notice to such member and hearing before the Board of Trustees if the member so desires.
12. Compensation and Expenses. Members, as such, shall not receive any salary for their services, but, by resolution of the Board of Trustees, the expenses of attendance may be allowed for attendance at each regular or special meeting. The Board of Trustees shall have power in its discretion to contract for and to pay special compensation to members rendering unusual or special services to the corporation, which compensation shall not exceed the value of such services.

### ARTICLE III Trustees

1. Control. The business and property of the corporation shall be managed and controlled by a Board of Trustees, who shall also be members of the Executive Committee.
2. Designation of Trustees. The number of Trustees shall in no event be less than ten (10). The Trustees shall constitute the Executive Committee of the corporation. The Board of Trustees/Executive Committee shall consist of all of the then serving officers of the corporation (other than assistant officers), representatives from every Division II conference, plus one representative from the Division II schools which are not members of a conference, the immediate past President of the corporation (for a one (1) year term immediately following his or her term of office), as well as such voting members of the corporation as are selected by the membership.
3. Term. Each Trustee, other than an officer of the corporation, shall be elected for and serve a three (3) year term. Any trustee serving by virtue of being an officer of the corporation shall serve for as long as such person continues to serve as an officer. A Trustee may be removed from office at any time by a majority of the voting members, present in person or by proxy at a meeting at which a quorum is present and for which meeting the notice has specified that such contemplated action is one of the purposes of the meeting. A Trustee may resign at any time by giving written notice of such resignation to the Board of Trustees.

4. Vacancies. Any vacancy occurring in the Board of Trustees, and any directorship to be filled by reason of any increase in the number of directors, shall be filled by the represented conferences. The independent representative will be selected by a vote of the independent members. A director selected to fill a vacancy shall be elected for the unexpired term of the predecessor in office. The Board of Trustees shall have authority to declare a vacancy in the office of any director who is absent from two consecutive meetings without justifiable reason; provided, however, that before such declaration may be made, the director affected thereby shall be notified of pendency of such action by the Secretary pursuant to order of the Board of Directors or the President of the corporation and shall be permitted to explain the cause of such absence in writing to the Board of Trustees not later than the next meeting of the Board held after such notice is given.
5. Meetings. Meetings of the Board of Trustees may be called by the President, and must be called by him or her on the written request of a majority of the Trustees. All meetings of the Board of Trustees shall be conducted in accordance with Roberts Rules of Order.
6. Notice of Meetings. Notice of all Trustees' meetings, except as herein otherwise provided, shall be given by mail at least three (3) days, or by telephone at least one (1) day, before the meeting. Notice shall be directed to the usual business or residence address of each Trustee, but such notice may be waived by any Trustee. Any business may be transacted at any Trustees' meeting for which proper notice has been given. At any meeting at which every Trustee shall be present, even though without any notice or waiver thereof, any business may be transacted.
7. Quorum. At all meetings of the Board of Trustees, a majority of the Trustees shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Trustees present at any meeting at which there is a quorum shall be the act of the Board of Trustees, except as may be otherwise specifically provided by statute or by this Code of Regulations. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Trustee.
8. Compensation. Trustees, as such, shall not receive any salary for their services, but, by resolution of the Board of Trustees, the expenses of attendance may be allowed for attendance at each regular or special meeting of the Board. The Board of Trustees shall have power, in its discretion, to contract for and to pay special compensation to Trustees rendering unusual or exceptional services to the corporation, which compensation shall not exceed the value of such services.
9. Nomination Committee and Election of Directors
  - A. Nominating Committee: On or before April 15th of each year, the President shall appoint a nominating committee consisting of five (5) members; First Vice President, Second Vice President, and two other members. The nominating committee shall be chaired by the Past President.
  - B. Candidates: Within thirty (30) days after their appointment, the nominating committee shall present a slate of as many candidates as there are vacancies to replace the directors whose regular terms are expiring, each of whom shall

have individually accepted the directorship responsibility.

- C. Committees: The Trustees may, from time to time, create such committees, and may delegate such power and duties to any such committee, as they deem to be appropriate or necessary.

#### **ARTICLE IV** **Action Without a Meeting**

Any action which may be authorized or taken at a meeting of the members or of the Trustees, as the case may be, may be authorized or taken without a meeting in a writing or writings signed by all of the voting members or Trustees, as the case may be, which writing or writings shall be filed with or entered into the records of the corporation.

#### **ARTICLE V** **Officers**

1. Number. The corporation shall have the following officers: a President (who shall also be the Chairperson), First Vice President (who shall also be the First Vice Chairperson), Second Vice President (who shall also be the Second Vice Chairperson), Third Vice President (who shall also be the Third Vice Chairperson), Secretary, and Treasurer.
2. Election, Term of Office, and Qualifications. The President and the other officers shall be elected by the Board of Trustees for a term of two (2) years per officer slot from among such persons as the Board of Trustees may determine (except that the Assistant Secretary and Assistant Treasurer shall be representatives of the National Association of Collegiate Directors of Athletics), and shall serve until their successors are duly elected.
3. Vacancies. In case any office of the corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the Trustees then in office may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the election and qualification of his or her successor.
4. President. The President shall preside at all meetings of members and Trustees. He or she shall have and exercise general charge and supervision of the affairs of the corporation and shall do and perform such other duties as may be assigned to him or her by the Board of Trustees.
5. First Vice President. At the request of the President, or in the event of his or her absence or disability, the First Vice President shall perform the duties and possess and exercise the powers of the President, and, to the extent authorized by law, the First Vice President shall have such other powers as the Board of Trustees may determine and shall perform such other duties as may be assigned to him or her by the Board of Trustees.
6. Second Vice President. At the request of the First Vice President, or in his or her absence or disability (assuming that the President is also unable to perform such duties and exercise such powers), the Second Vice President shall perform the duties and possess and exercise

the powers of the President, and, to the extent authorized by law, the Second Vice President shall have such other powers as the Board of Trustees may determine and shall perform such other duties as may be assigned to him or her by the Board of Trustees.

7. Third Vice President. At the request of the Second Vice President, or in his or her absence or disability (assuming that the President and First Vice President are also unable to perform such duties and exercise such powers), the Third Vice President shall perform the duties and possess and exercise the powers of the President, and, to the extent authorized by law, the Third Vice President shall have such other powers as the Board of Trustees may determine and shall perform such other duties as may be assigned to him or her by the Board of Trustees.
8. Secretary. The Secretary shall have charge of such books, documents and papers as the Board of Trustees may determine. He or she shall attend and keep the minutes of all the meetings of the Board of Trustees and members of the corporation. He or she shall keep a record, containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their mailing addresses, and such book shall be open for inspection as prescribed by law. He or she may sign with the President or any Vice President, in the name and on behalf of the corporation, any contracts or agreements authorized by the Board of Trustees, and when so authorized or ordered by the Board of Trustees. He or she shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Trustees, and shall do and perform such other duties as may be assigned to him or her by the Board of Trustees.
9. Treasurer. The Treasurer shall have the custody of all funds, property and securities of the corporation, subject to such regulations as may be imposed by the Board of Trustees. He or she may be required to give bond for the faithful performance of his or her duties, in such sum and with such sureties as the Board of Trustees may require. He or she shall, in general, perform all the duties incident to the office of Treasurer, subject to the control of the Board of Trustees.
10. Salaries. The salaries, if any, of all officers shall be fixed by the Board of Trustees, and the fact that any officer is a member of the corporation or a Trustee shall not preclude him or her from receiving a salary or from voting on the resolution providing for the same.
11. Removal. Any officer may be removed from office by a majority vote of the Trustees at any regular or special meeting called for that purpose.
12. Corporate Office. The principal office of the corporation shall be the same location as the principal office for the National Association of Collegiate Directors of Athletics.

**ARTICLE VI**  
**Agents and Representatives**

The Board of Trustees may appoint such agents and representatives of the corporation with such powers and to perform such acts or duties on behalf of the corporation as the Board of Trustees may determine, so far as may be consistent with this Code of Regulations, to the extent authorized or permitted by law.

**ARTICLE VII**  
**Voting Upon Stock of Other Corporations**

Unless otherwise ordered by the Board of Trustees, the President shall have full power and authority on behalf of the corporation to vote, either in person or by proxy, at any meeting of stockholders of any corporation in which this corporation may hold stock, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such stock which, as the owner thereof, this corporation might have possessed and exercised if present. The Board of Trustees may confer like powers upon any other person and may remove any such powers as granted at its pleasure.

**ARTICLE VIII**  
**Prohibition Against Sharing in Corporate Earnings**

No member, Trustee, officer, or employee of, or member of a committee of, or person connected with, the corporation or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Trustees.

**ARTICLE IX**  
**Indemnification**

1. Third-Party Actions. The corporation shall indemnify or agree to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, or proceeding, other than an action by or in the right of the corporation, by reason of the fact that he or she is or was a Trustee, officer, employee, or agent of or a volunteer of the corporation, or is or was serving at the request of the corporation as a Trustee, officer, employee, member, manager, or agent of or a volunteer of another domestic or foreign nonprofit corporation or corporation for profit, a limited liability company, or a partnership, joint venture, trust, or other enterprise, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, shall not create, of itself, a presumption that the person did not act in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation,

and, with respect to any criminal action or proceeding, a presumption that the person had reasonable cause to believe that his or her conduct was unlawful.

2. Actions By or in the Right of the Corporation. The corporation shall indemnify or agree to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor, by reason of the fact that he or she is or was a Trustee, officer, employee, or agent of or a volunteer of the corporation, or is or was serving at the request of the corporation as a Trustee, director, officer, employee, member, manager, or agent of or a volunteer of another domestic or foreign nonprofit corporation or corporation for profit, a limited liability company, or a partnership, joint venture, trust or other enterprise against expenses, including attorney's fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any of the following:

  - A. Any claim, issue, or matter as to which such person is adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless, and only to the extent that, the court of common pleas or the court in which the action or suit was brought determines, upon application, that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court of common pleas or such other court considers proper;
  - B. Any action or suit in which liability is asserted against a Trustee and that liability is asserted only pursuant to Section 1702.55 of the Revised Code.
3. Successful Defense. To the extent that a Trustee, director, officer, employee, member, manager, agent, or volunteer has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Paragraph 1. or 2. of this Article, or in defense of any claim, issue, or matter in such an action, suit, or proceeding, he or she shall be indemnified against expenses, including attorney's fees, actually and reasonably incurred by him or her in connection with that action, suit, or proceeding.
4. Authorization of Indemnification. Unless ordered by a court and subject to Paragraph 3. of this Article, any indemnification under Paragraph 1. or 2. of this Article shall be made by the corporation only as authorized in the specific case, upon a determination that indemnification of the Trustee, director, officer, employee, member, manager, agent, or volunteer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Paragraph 1. or 2. of this Article. Such determination shall be made in any of the following manners:

  - A. By a majority vote of a quorum consisting of Trustees of the indemnifying corporation who were not and are not parties to or threatened with the action, suit, or proceeding referred to in Paragraph 1. or 2. of this Article;
  - B. Whether or not a quorum as described in Paragraph 4. A. of this Article is obtainable, and if a majority of a quorum of disinterested Trustees so directs, in a written opinion by independent legal counsel other than an attorney, or a firm having

associated with it an attorney, who has been retained by or who has performed services for the corporation or any person to be indemnified within the past five years;

- C. By the members;
- D. By the court of common pleas or the court in which the action, suit, or proceeding referred to in Paragraph 1. or 2. of this Article was brought.

If an action or suit by or in the right of the corporation is involved, any determination made by the disinterested Trustees under Paragraph 4. A. of this Article or by independent legal counsel under Paragraph 4. B. of this Article shall be communicated promptly to the person who threatened or brought the action or suit under Paragraph 2. of this Article, and, within ten days after receipt of such notification, such person shall have the right to petition the court of common pleas or the court in which such action or suit was brought to review the reasonableness of such determination.

5. Expenses.

- A. Unless, at the time of a Trustee's or volunteer's act or omission that is the subject of an action, suit, or proceeding referred to in Paragraph 1. or 2. of this Article, the articles or regulations of the corporation state, by specific reference to this Paragraph, that its provisions do not apply to the corporation, or unless the only liability asserted against a Trustee in an action, suit or proceeding referred to in Paragraph 1. or 2. of this Article is pursuant to Section 1702.55 of the Revised Code, or unless this Paragraph 5. A. applies, the expenses incurred by the Trustee or volunteer in defending the action, suit, or proceeding, including attorney's fees, shall be paid by the corporation. Upon the request of the Trustee or volunteer and in accordance with Paragraph 5. B. of this Article, those expenses shall be paid as they are incurred, in advance of the final disposition of the action, suit, or proceeding.

Notwithstanding the above, the expenses incurred by a Trustee or volunteer in defending an action, suit, or proceeding referred to Paragraph 1. or 2. of this Article, including attorney's fees, shall not be paid by the corporation upon the final disposition of the action, suit, or proceeding, or, if paid in advance of the final disposition of the action, suit, or proceeding, shall be repaid to the corporation by the Trustee or volunteer, if it is proved, by clear and convincing evidence, in a court with jurisdiction that the act or omission of the Trustee or volunteer was one undertaken with a deliberate intent to cause injury to the corporation or was one undertaken with a reckless disregard for the best interests of the corporation.

- B. Expenses, including attorney's fees, incurred by a Trustee, director, officer, employee, member, manager, agent, or volunteer in defending any action, suit, or proceeding referred to in Paragraph 1. or 2. of this Article may be paid by the corporation as they are incurred, in advance of the final disposition of the action, suit, or proceeding, as authorized by the Trustees in the specific case, upon receipt of an undertaking by or on behalf of the Trustee, director, officer, employee, member, manager, agent, or volunteer to repay the amount if it ultimately is determined that he or she is not entitled to be indemnified by the corporation.

- 6. Exclusiveness: Benefit. The indemnification authorized by this Article is not exclusive of, and shall be in addition to, any other rights granted to those seeking indemnification,

pursuant to the articles, the regulations, any agreement, a vote of members or disinterested Trustees, or otherwise, both as to action in their official capacities and as to action in another capacity while holding their offices or positions, and shall continue as to a person who has ceased to be a Trustee, director, officer, employee, member, ,manager, agent, or volunteer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

7. Insurance. The corporation may purchase and maintain insurance, or furnish similar protection, including, but not limited to, trust funds, letters of credit, or self-insurance, for or on behalf of any person who is or was a Trustee, officer, employee, agent, or volunteer of the corporation, or is or was serving at the request of the corporation as a Trustee, director, officer, employee, member, manager, agent or volunteer of another domestic or foreign nonprofit corporation or corporation for profit, a limited liability company, or a partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against that liability under this Article. Insurance may be so purchased from or so maintained with a person in which the corporation has a financial interest.

## **ARTICLE X** **Amendments**

The Code of Regulations may be altered, amended or repealed at any meeting of members of the corporation by a majority vote of all the members represented either in person or by proxy, provided that the proposed action is set forth in the notice of such meeting.