

ARTICLES OF INCORPORATION

Certificate of Incorporation
of
Oregon Athletic Directors Association

As Restated and Filed April 10, 2006

and

As Amended through January 15, 2008

and

As amended through February 4, 2013

and

As amended through May 31st, 2014

and

As amended through May 31st, 2015

CONTENTS:

ARTICLE ONE – NAME, ADDRESS
ARTICLE TWO – PURPOSES
ARTICLE THREE – MEMBERSHIP & DUES
ARTICLE FOUR – EXECUTIVE BOARD OFFICERS
ARTICLE FIVE – EXECUTIVE COMMITTEE
ARTICLE SIX – LEAGUE REPRESENTATIVE COUNCIL
ARTICLE SEVEN - MEETINGS
ARTICLE EIGHT - COMMITTEES
ARTICLE NINE – ELECTIONS AND NOMINATIONS
ARTICLE TEN – CONSTITUTIONAL REVISION
ARTICLE ELEVEN - FINANCES

ARTICLE I - NAME

The name of this organization shall be the **Oregon Athletic Directors Association**, hereafter referred to as the Association or as **OADA**. Association business address will be in care of Kris Welch, Executive Director at 2000 SE Century Blvd, Hillsboro, Oregon 97123

ARTICLE II - PURPOSE

The purpose of the Association shall be:

1. To improve the educational aspects of athletics and their inclusion in the total educational program.
2. To foster a close working relationship with the Oregon School Activities Association (OSAA) and other related professional groups.
3. To improve understanding of athletics and establish close working relationships among the schools of the State of Oregon through the sharing of mutual problems and practices.
4. To promote high standards of achievement and ethics in athletics.
5. This corporation is organized exclusively for educational purposes. To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income

or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE III - MEMBERSHIP AND DUES

Section 1 - Eligibility

Regular Membership in the Association shall be open to all athletic directors and/or persons involved in directing interscholastic athletic programs in the State of Oregon.

Section 2 - Dues

Annual dues shall be assessed each member. The amount of the dues shall be determined by the Executive Committee.

Section 3 - Voting Privilege

All active members of the Association are eligible to vote.

Section 4 - Active Members

Regular Members whose dues are paid have the full privileges of membership and shall be considered active members.

Section 5 - Honorary Membership

Honorary membership may be awarded by a vote of the Executive Committee. No dues shall be assessed nor voting privileges assigned to an honorary member.

Section 6 - The Association year shall be August 1st to July 31st.

Section 7 - Lifetime Membership

Lifetime Regular Memberships shall be extended to all Past Presidents of the Association.

ARTICLE IV – EXECUTIVE BOARD OFFICERS

Section 1 – Officers

Qualifications: All Executive Board Officers shall be a Regular Member with the exception of the Executive Director. The Executive Director may be a Regular Member or an Honorary Member.

Executive Board Officers of the Association shall be: President, Vice-President, Treasurer, Secretary, Past President, OSAA Advisor and Executive Director.

Section 2 - Duties of the President

1. The President shall preside at all meetings of the Association as the Chief Executive Officer, (CEO).
2. The President shall prepare an agenda for all meetings of the Association.
3. The President shall appoint members to special committees for the purpose of accomplishing the objectives of the Association.
4. The President shall appoint the delegates to the annual National Interscholastic Athletic Administrators Association (NIAAA).
5. The President, or his or her designee, shall be responsible for signing contracts for the Association.

Section 3 - Duties of the Vice-President

1. The Vice-President shall perform the duties of the President in his or her absence.
2. The Vice-President shall be in charge of the annual OADA Conference.
3. The Vice-President shall be responsible for registration and packets at the annual OADA Conference.

Section 4 - Duties of the Treasurer

1. The Treasurer shall be responsible for payment of bills, collection of dues, and shall serve as financial officer of the Association.
2. The Treasurer shall have prime responsibility for membership development. The Treasurer shall be responsible for sending out membership notices to prospective Association members. He/she shall be responsible for sending OADA Conference registration materials to the membership.
3. The Treasurer shall assist the Vice-President in planning and preparing for the annual OADA Conference.

Section 5 - Duties of the Secretary

1. The Secretary shall be the chief correspondence officer of the Association, and shall be responsible for all records and proceedings of the Association.
2. The Secretary shall be responsible for notices, publications, reports, and other items necessary for the proper operation of the Association.
3. The Secretary shall keep minutes of all meetings. Copies shall be sent to all Executive Committee members and all League Representatives. Copies shall be kept for future reference, and posted to the Association web site.
4. The Secretary shall be the Awards Chairperson for the Association and shall preside at the Awards Presentations at the OADA Conference.
5. The Secretary shall serve as elections officer for the Association and shall prepare the ballot for annual elections.
6. The Secretary shall update the roster of League Representatives.

Section 6 - Duties of the Past President

1. The Past President shall be a member of the Executive Committee for a period of one year following the presidential term.
2. The Past President shall accept assignments as made by the President.
3. The Past President is responsible for the OADA Newsletter.

Section 7 - Duties of the OSAA Advisor

1. The OSAA Advisor shall attend all meetings of the OSAA Executive Board and OSAA Delegate Assembly, representing the Association to those bodies.
2. The OSAA Advisor shall report in writing all OSAA Executive Board or Delegate Assembly concerns to the OADA Executive Committee.
3. The OSAA Advisor shall be the Association liaison to the OACA Executive Board.

Section 8 - Duties of the Executive Director

1. The Executive Director shall be responsible for vendors and exhibitors at the annual Conference.
2. The Executive Director shall serve as liaison to the NIAAA.
3. The Executive Director shall represent the Association on the National Executive Directors Council (NEDC), and attend NEDC meetings.
4. The Executive Director shall be responsible for making arrangements for facilities, food, meeting rooms, housing, and other necessary details for the annual OADA Conference.
5. The Executive Director, when authorized by the Executive Committee shall be responsible for signing contracts on behalf of the organization.
6. The Executive Director, or their designee, shall be responsible for filing appropriate forms with the IRS, Oregon Department of State to maintain current status as a Not-for-Profit organization under the 503.c.3 regulations.

Section 9- Term of Office

1. Members of the Executive **Board** Committee, with the exception of the OSAA Advisor and Executive Director shall serve a five-year term from election as Secretary, succeeding to Treasurer, to Vice-President, to President, to Past President.
2. The OSAA Advisor shall serve a three-year term of office. Applicants for the OSAA Advisor must have served as President of the Association, or served a term on the Executive Board of the Association, and currently be an active Athletic Director in a member school.
3. The OADA Executive Director shall serve a 3 year term of office. Candidates for the Executive Director position must have served as President of the Association, or served a term on the Executive Committee of the Association.
4. Selection of the Executive Director will be the responsibility of the Executive Committee.
5. Vacancies

The Executive Board shall have the power to fill vacancies on the Executive Board or to take any necessary action in the interest of the Association.

ARTICLE V - EXECUTIVE COMMITTEE

Section 1 - Membership

The Executive Committee shall consist of the President, Vice-President, Treasurer, Secretary, Past President, the OSAA Advisor, and a Regular Member from each of the 1A, 2A, 3A, 4A, 5A & 6A classifications, and a Retired Athletic Director. The OADA Executive Director serves on the Executive Committee as a non-voting member in an advisory role. The Retired Athletic Director serves on the Executive Committee as a non-voting member in an advisory role. The LTA Coordinator (State Coordinator) serves on the Executive Committee and is appointed by the Executive Committee to a three year term as a non-voting member.

- a. One member shall be elected to the Executive Committee from each of the following classifications: 1A, 2A, 3A, 4A, 5A and 6A.
- b. The Executive Board has the authority to appoint a Classification Representative to fill out a term due to unforeseen circumstances.
- c. Each classification representative will serve a three year term. The term will come up for election every three years. Classification Representatives may serve up to two three year consecutive terms by vote of the classification membership.
- d. There will be no more than two new classification representatives elected in any one year.
- e. The 1A member shall be elected to a 3-year term in 2007, and every third year thereafter. (2016, 2019, 2022, 2025, 2028)
- f. The 2A member shall be elected to a 3 year term in 2006 and every third year thereafter. (2018, 2021, 2024, 2027, 2030)
- g. The 3A member shall be elected to a 3 year term in 2008 and every third year thereafter. (2017, 2020, 2023, 2026, 2029)
- h. The 4A member shall be elected to a 3-year term in 2006, and every third year thereafter. (2018, 2021, 2024, 2027, 2030)
- i. The 5A member will be elected to a three year term beginning in 2007, and every third year thereafter. (2016, 2019, 2022, 2025, 2028)
- j. The 6A member will be elected to a three year term beginning in 2008, and every third year thereafter. (2017, 2020, 2023, 2026, 2029)
- k. The Retired Athletic Director shall be appointed from the Executive Committee to a three year term.

Section 2- Legislative Action

The Executive Committee shall act on all matters pertaining to membership and legislation in accordance with the Constitution. The Retired Athletic Director will be the liaison for the retired athletic directors, be the Welcoming Committee chair to the State Conference; fulfilling any duties deemed necessary at the Annual State Conference (transportation of guests, 50/50 raffle, and helping man the registration table. They will also be the Chair of the Hall of Fame Committee, and be responsible for writing an article in the Newsletter.

Section 3 - Quorum

A quorum shall consist of two-thirds of the Executive Committee for any legislative action to be passed by simple majority of those present.

Section 4 - Meetings

The Executive Committee shall meet on a regular basis, preferably monthly, with the date, place, and time to be set by the President. In the event of an emergency, the President may call a special meeting.

Section 5 - Vacancies

The Executive Committee shall have the power to fill vacancies on the Executive Committee or to take any necessary action in the interest of the Association.

Section 6 - Awards and Recognition

- a. The Executive Committee shall be empowered to present special recognition and awards to members of the Association.
- b. The Executive Committee shall submit nominees to the NIAAA/NFHS for recognition and awards presented by those associations.

ARTICLE VI - LEAGUE REPRESENTATIVE COUNCIL

Section 1 - Membership

The League Representative Council shall consist of one Regular Member from each of the regular OSAA districts. The Executive Board shall have the power to appoint League Representatives. The President of the Association shall preside over the League Representative Council.

Section 2 - Purpose

The purpose of the League Representative Council shall be to serve as liaison between the Association and member schools. League Representative Council members shall perform duties as directed by the Executive Committee.

Section 3 - Meetings

The League Representative Council shall meet during the annual OADA Conference.

The Executive Council shall be empowered to set other meetings of the League Representative Council.

Section 4 - Voting

On matters pertaining to all classifications of schools, all members of the League Representative Council present may cast votes. On matters pertaining only to a single classification of schools, only members present from that classification shall vote. The presiding officer shall determine the voting process on issues before the League Representative Council.

Section 5 - Quorum

A quorum shall consist of three-fifths of the membership of the League Representative Council, and all actions shall be passed by a simple majority.

ARTICLE VII - MEETINGS

Section 1 - Regular Meetings

There shall be one general meeting each year. The President shall establish the OADA Conference meeting date each year after consultation with the Executive Board.

ARTICLE VIII - COMMITTEES

Section 1 - Nominating Committee

The Nominating Committee shall consist of the Executive Board. The Secretary shall chair the Nominating Committee.

Section 2 - Auditing Committee (Budget Review)

The Auditing Committee shall consist of the Executive Board and it shall have the annual audit completed by August 31st

Section 3 - Membership Committee

The Membership Committee shall have as its function the recruitment and cataloging of membership. The Treasurer shall serve as chairman of the Membership Committee.

Section 4 - Ad Hoc Committees

Ad Hoc Committees shall be appointed by the President as needed. These may include, but are not limited to: Scholarship Committee, Annual Awards Committee, Fund Raising Committee, and Spirit of a Champion.

Section 5 – Hall of Fame Committee

The Hall of Fame Committee shall recommend to the Executive Board names for consideration for induction into the OADA Hall of Fame.

ARTICLE IX - ELECTIONS AND NOMINATIONS

Section 1 - Elections

Election of the Association Secretary, Classification Representatives, and OSAA Advisor will be held at the annual OADA Conference. The election of the OSAA Advisor will occur one year prior to the year of taking office.

Section 2 - Preparation of the Ballot

The Secretary, with the advice of the Nominating Committee, shall prepare the ballot for the annual OADA Conference.

Section 3 - Nominations from the Floor

Prior to voting, the President shall entertain nominations from the floor.

ARTICLE X - CONSTITUTIONAL REVISION

Section 1 - Purpose

The Constitution of the Association has been developed to best serve the purpose of the Association as outlined In Article II.

Section 2 - Amendments

Amendments to the Constitution shall be by a referendum vote of the members.

Section 3 - Referendum

Amendments may be proposed by the Executive Committee or by petition of three active members. Petitions must be received by the Executive Committee at least thirty (30) days prior to the regular meeting

Section 4 - Adoption

Adoption of amendments shall be by a simple majority vote of the active members. Voting shall be conducted at any regular meeting or by a designated mail vote. This mail vote may be conducted via electronic means.

ARTICLE XI - FINANCES

The Executive Committee shall be charged with accountability for all financial assets of the Association and is designated to expend funds under the following guidelines:

1. General operating expense.
2. Reimbursements for travel and meals of the officers or committee members.
3. Reimbursement for expenses of the President and designated representatives at an Athletic Directors Conference must be approved by the Executive Committee.
4. Reimbursement for attending additional conferences must have prior approval of the Executive Committee.
5. Other expenses deemed appropriate by the Executive Committee.

ARTICLE XII – DISSOLUTION

At the time of dissolution of the Oregon Athletic Directors Association, the Executive Board shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, dispose of all of the assets of the corporation. In no case shall a disposition be made which would not qualify as a charitable contribution under Section 170(c)(1) or (2) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, in such manner as the Executive Board shall determine.

Revised and approved August 7, 2015

As witnessed by my signature as the current President of the Oregon Athletic Directors Association.

Lorena Woods

Date

As witnessed by my signature as the current Executive Director of the Oregon Athletic Directors Association.

Kris Welch, CMAA

Date