

**BY-LAWS  
OF  
DIRECTORS OF ATHLETICS ASSOCIATION  
OF NEW JERSEY, INC.**

**ARTICLE I - NAME**

The name of the Corporation as incorporated under the Laws of the State of New Jersey is "*DIRECTOR OF ATHLETICS ASSOCIATION OF NEW JERSEY, INC.*", a non-profit Corporation of the State of New Jersey. In these By-Laws and in other references, the Corporation is also known as, or referred to as, "*DAANJ, INC.*", "*DAANJ*", and/or, the "*ASSOCIATION*".

**ARTICLE II - PURPOSE**

The purposes of this Non-Profit Corporation shall be:

- (1) To support and improve athletic programs in the Schools of the State of New Jersey,
- (2) To promote a professional relationship among fellow educators, Principals, Superintendents, Board of Education members and Directors/Supervisors/Administrators of Athletics.
- (3) To promote the professional development and certification of Athletic Administrators through local workshops and through access to courses provided by DAANJ and by nationally accredited organizations.
- (4) To improve and promote mutual understanding among secondary schools in the State.
- (5) To promote a program of interscholastic athletics that will be in harmony with and contribute to the educational philosophy of the secondary schools in the State.
- (6) To develop professional relationships, liaison and channels of communication with organizations and agencies which are sponsoring athletic programs in the Community, State and Nation.
- (7) To establish open lines of communication with and in the eyes of the

community that promotes and fosters understanding, cooperation and acceptance of athletic programs in the community.

- (8) To recognize former and current athletic administrators for outstanding contributions and service to their schools and/or student athletes of New Jersey and/or this Association.
- (9) To undertake any acts and things permitted to be undertaken by non-profit corporations of the State of New Jersey, and as are appropriate and consistent to accomplish the objectives set forth herein.

No part of the net earnings of the Corporation shall inure to the benefit of any member. Upon the dissolution of the Corporation, any remaining assets of the Corporation will be distributed to one or more Non-Profit Corporations which qualify as such under Section 501 (c) (3) of the Internal Revenue Service Code of 1954.

The Corporation is organized exclusively for charitable and educational purposes, and including, for such purposes, the making of distributions to organizations under Section 501 (c) (3) of the Internal Review Code (or corresponding Section of any future Federal Tax Code).

### ARTICLE III – MEMBERSHIP IN THE DAANJ

- (1) Active membership shall consist of a staff member from an accredited New Jersey High School, Junior High School, Middle School, or Charter School who has paid annual dues. A staff member is defined as one who has been officially appointed to the position of Director, Supervisor, Administrator or Coordinator of Athletics, Facilities Manager or functions as the Administrator of the Schools Athletic Program as designated by the local Board of Education, or the employing Board of Trustees of a parochial school, or the Board of a Private/Charter New Jersey school.
- (2) Associate Membership may be extended to persons affiliated with and/or contributing to High Schools, Junior High Schools, Middle Schools and Private/Charter Schools of this Association, but not necessarily designated by a governing Board with the administration of athletics, and such other persons actively affiliated with and working with the Association in promoting its purposes and goals. A Principal, Superintendent, the Executive Director of N.J.S.I.A.A., and Legal Counsel to the Corporation are examples of the type of persons who may qualify for Associate Membership. Associate Members shall be accorded the full rights of an Active Member of the Association.
- (3) Honorary Membership may be extended to persons outside the Association

deemed worthy of this distinction upon recommendation and confirmation by the Board of Trustees.

- (4) Retiree Membership shall consist of a person who has retired from education and the administration of athletics, and who has been a former, Active or Associate Member of the Association.

#### ARTICLE IV - MEMBERSHIP - BOARD OF TRUSTEES

Section I: The Association shall be governed by a Board of Trustees which shall be composed of 21 members, who shall be chosen from the following classes:

Class A - 14 Trustees, who are active members as defined herein above, with a minimum of five years' experience as an athletic administrator (CAA Certification is recommended) with one Trustee from each of the following Regions and an at large Trustee from any region within the State:

- Bergen County
- Burlington/Mercer County
- Camden/Gloucester County
- Essex County
- Hudson County
- Hunterdon/Somerset County
- Middlesex County
- Monmouth/Ocean County
- Morris County
- Passaic County
- Salem/Atlantic/Cape May/Cumberland Co.
- Sussex/Warren County
- Union County
- At large – Statewide (to be first appointed prior to the annual meeting of the Association in March 2013)

Class B - One Trustee to be the Executive Director of the Association;

Class C - One Trustee to be the Executive Director of N.J.S.I.A.A.

Class D - One Trustee to be the Legal Counsel for the Association.

Class E - Four Trustees to be retirees who meet the qualifications as set forth under Article IV, Section II.

## Section II: Appointment/Duties

### 1. Appointment

- (A) Each Region shall be represented by a single member on the Board of Trustees, with the At Large Trustee representing the interests of the Association on a statewide basis. To be considered for nomination to the Board, a person must be an active, associate, or retired member of the Association, in good standing, and must have contributed and participated in the activities and purposes of the Association.

Nomination for membership on the Board of Trustees shall be made as follows:

#### As to Class A members:

Upon a vacancy occurring, the Executive Director of the Association will send a letter to all current members in that region (state wide for At Large member), together with an application form to be completed by those members that might be interested in serving on the Board of Trustees. The application shall inquire as to the member's experience as an Athletic Director, involvement in and/or offices held in their conference and/or regional organizations, past offices held in those associations, number of years serving as an Athletic Director, and the signature/certification at the bottom of the form should indicate that the applicant is certifying that they have the time and will commit to attend the regularly scheduled four meetings of the Board held throughout the year (during school hours), and such other special meetings, as well as committee meetings, and actively participate in the work of the Board of Trustees. The Executive Director's letter shall also set forth a deadline for submission of the application form.

The Executive Director shall forward all applications to the Executive Committee of the Board of Trustees, who shall act as a Nominating Committee and recommend to the entire Board, one of the applicants to serve as the Regional Member of the Board of Trustees. The Executive Committee may rank up to three applicants for consideration by the Board of Trustees.

At the next regular meeting of the Board of Trustees, the Board shall consider the recommendation of the Executive Committee and then act upon and fill the vacancy by a majority vote of the Board Members present at such regular meeting.

#### As To The At Large Member

By a nomination of the members of the Executive Committee to be acted upon and filled by vote of the Board of Trustees at a regular meeting of the Board.

After the selection process, a letter/notice of appreciation for applying for the At Large Position shall be sent to all candidates. The term of appointment of the "At Large Member" shall be limited to a term not to exceed six years.

#### As to Retirees and Legal Counsel

To be appointed to the Board of Trustees as a retiree (after March, 2011), the said retiree shall have previously been a member of the Association for a minimum of ten (10) years.

- (B) A Board Member's failure to attend meetings and/or fulfill their duties may lead to the Executive Committee, upon written notice to the Member, recommending removal and replacement of the member, which action shall be taken at the next regular meeting of the Board by a majority vote of the Board of Trustees.
- (C) If a local Board of Education places any member of the DAANJ Board of Trustees on a paid or unpaid leave of absence relating to disciplinary or legal matters, the Trustee shall temporarily forfeit their seat on the Board of Trustees and shall be suspended from further participation in any matter coming before the Board of Trustees until the issue leading to the leave of absence has been fully and finally resolved by the local Board of Education or one year, whichever is sooner. If the matter is positively resolved and the member is reinstated by their School District, the member shall resume their position on the Board; otherwise, the position shall be deemed vacated, and a new nominee shall be sought to fill the position. Further, if the matter remains unresolved for more than one year from the date of suspension, the suspended trustee's seat shall be automatically vacated with a replacement selected as set forth herein.

## 2. Duties

In addition to duties normally attributable to a member of a Board of Trustee, the members of this Association's Board of Trustees shall attend all regularly scheduled meetings, disseminate information to the Directors/Supervisors/Administrators of Athletics within their region, serve on subcommittees as directed by the President, promote membership in the association, actively participate in the programs of the Association and carry out the goals, purposes and mission statement as a representative of the Association. The Association is private, non-profit corporation whose Board of Trustees meetings are closed and may only be attended by duly appointed members of the Board of Trustees, or such guests as are invited by action of the Board of Trustees or its Executive Committee

## ARTICLE V – ADMINISTRATION

The Officers of the Board of Trustees shall be the President, President Elect, Treasurer and Secretary. The Officers shall comprise "The Executive Committee" of

the Board, along with the Executive Director, who shall be an ex-officio member of the Executive Committee.

- (A) The President, President Elect, Treasurer and Secretary will serve a two-year term of office and shall be elected at the annual meeting of the Corporation in March of every other year. Candidates for these offices shall be nominated by the Board of Trustees, but only from among the Class A Trustees serving on the Board. The line of succession in the offices of the Board shall be from Secretary to Treasurer, Treasurer to President-Elect, and President-Elect to President.

At least 60 days in advance of the annual meeting for the election of new officers, the President shall appoint a nominating Committee composed of three (3) members of the Board of Trustees who shall present at the general annual business meeting, a list of candidates for the Offices of President, President Elect, Treasurer and Secretary. Nominations from the floor may be made following the report by the nominating committee, but such nominees must be a current, Class A member of the Board of Trustees.

If there are no nominations from the floor, the President Elect of the Corporation will cast a vote for the slate nominated by the Committee. If there are nominations made from the floor, each nominee for the contested position will be given an opportunity of five minutes to address the entire membership gathered at the annual meeting, and thereafter, election to each position for which there is more than one nominee shall be made by a closed, written ballot with the member receiving the majority of the votes being declared the successful candidate and installed in the office.

The new, separate position of Secretary shall become effective and the position shall be filled upon the adoption of these amended Bylaws, during the regular meeting of the Board of Trustees to be held in April, 2012. The term of office of this initial, appointed Secretary, shall be for a period of eleven months, through the next annual Workshop of the Association in March, 2013, and appointment shall be made by the majority vote of the Members of the Board of Trustees present at the April, 2012 meeting of the Board.

Thereafter, in March of 2013, a full slate of officers shall be nominated and elected to their positions during the annual meeting of the Membership by a majority vote of members present at such annual meeting.

- (B) The Executive Director shall be an individual who has been an active member of the Association and who has served as both a member and officer of the Board of Trustees. The Executive Director shall be appointed at the April meeting of the Board, by a majority vote of the Board of Trustees for a term of two years at an annual salary fixed by a majority vote of the Board. The Executive Director may be appointed to successive terms by the Board of Trustees based upon performance reviews conducted by the Board. The

Executive Director shall be an at-will employee of the Board with termination of such relationship by either party providing the other party with 90 days advance written notice. Unless such termination is based upon alleged criminal conduct or moral turpitude, in which event termination shall be immediate as determined by written notification from the Board of Trustees.

If a vacancy occurs in the position of Executive Director, the Board of Trustees through the Secretary will convene a special meeting of the Board within 45 days of the vacancy for the purposes of selecting and appointing a new Executive Director to serve the unexpired term of the Executive Director.

- (C) **N.J.S.I.A.A. Liaison** - The immediate Past-President of the Board shall serve as the Liaison Representative to the New Jersey State Interscholastic Athletic Association. If a vacancy should occur in this position, the Board shall appoint a new liaison member who is a Past-President and currently a member of the Board of Trustees.
- (D) **NIAAA Representative** – The Association’s NIAAA representative shall be appointed by the Board of Trustees.

#### ARTICLE VI - DUTIES OF OFFICERS

- (A) The President shall be the principal Executive Officer of the Association who will supervise and control generally all of the business and affairs of the Association, subject to the oversight and ultimate direction of the Board of Trustees. The President shall preside at all meetings of the Board of Trustees and the membership of the Association, Chair the Executive Committee, and sign with the Secretary, or any other Officer of the Association so authorized by the Board of Trustees, such documents as authorized for execution and necessary to carry out the purposes and goals of the Association. In general, the President will perform all duties incident to the Office of President and such other duties as may be prescribed by the Board of Trustees from time to time.
- (B) The President Elect, in the absence of the President, or in the event of his/her inability to act, shall perform all of the duties of the President. The President Elect shall be responsible for and Chair the annual workshop program of the Association.
- (C) The Treasurer shall have the primary responsibility for the custody of the funds and securities of the Association and shall keep or cause to be kept, regular books of account for the Association. The Treasurer shall also serve as the Chairman of the Finance Committee and have general oversight responsibility for the finances of the Association including and directing the preparation of the

annual budget, the filing of annual reports and tax returns with appropriate governmental agencies, and such other duties incident to that office or as may be assigned by the Board of Trustees. The Treasurer may delegate such of his/her responsibilities to the Executive Director or staff person, as approved by the Board of Trustees, but shall nonetheless continue and maintain oversight on such activity.

- (D) The Secretary shall cause notices of all meetings to be served as prescribed in these By-Laws and shall keep or caused to be kept, the Minutes of all meetings of the Board of Trustees. The Secretary shall have charge of the seal of the Corporation; carry on and receive all correspondence and direct such matters for response and attention by the appropriate Officer of the Association, maintain a register of the current mailing addresses and such other pertinent data on all members of the Association, and perform such other duties incidental to the Office or as may be assigned by the Board of Trustees. The Secretary may delegate such of his/her responsibilities (with the exception of the recording of the minutes of each meeting of the Board of Trustees) to the Executive Director, as approved by the Board of Trustees, but shall nonetheless continue and maintain oversight on such activity.
- (E) The Executive Director shall have specific, day to day responsibility for receipt and disbursement of funds in accordance with the policies and approval of the Finance Committee, maintaining accurate control and balancing of all accounts and records, preparing the annual budget, submission of all reports and correspondence for the attention of the Board of Trustees, working relationships with other appropriate organizations such as, but not limited to NJSIAA, NIAAA, NEDC (if the Executive Director is not available, the Executive Committee of the Board of Trustees may appoint a Trustee to temporarily work with the other organization), and carrying out such other duties as may be designated by the President, Executive Committee and/or the Board of Trustees.

## ARTICLE VII - STANDING COMMITTEES

- (A) **Executive Committee** - The Executive Committee of the Association shall be composed of the President, President Elect, Treasurer, Secretary, and as an ex-officio member, the Executive Director. The Executive Committee shall be called to order by the President for consultation deemed appropriate by the President for direction on those matters which do not rise to the level of a requirement of action by the Board of Trustees, or immediate action is required before a Board of Trustees meeting can be convened, in which event, a majority of the members of the Executive Committee may authorize such action

subject to a review and subsequent approval or modification by the Board of Trustees at its next regular meeting.

- (B) **Finance Committee** - The Treasurer shall be the Chair of the Finance Committee whose membership shall also include the President, the President Elect, Executive Director, and one other Trustee appointed by the President. The Finance Committee shall be charged with oversight of the financial operations of the Association including the review of proposed budgets, expenditures by the Association, review of periodic financial reports, preparation of an annual audit and report to the Board of Trustees, and such other duties as assigned by the Board of Trustees.
- (C) **Steering Committee** – The Steering Committee shall be composed of the Executive Director, President, Past President, President Elect, Secretary, Registration Chair, and Exhibitor Chair and be charged with finalizing all aspects of the annual educational workshop.
- (D) **By-Law Committee** - The By-Law Committee shall be composed of the President, President Elect, DAANJ Attorney, Executive Director and three members of the Board of Trustees appointed by the President and shall be chaired by the President.
- (E) **Strategic Planning Committee** – The Strategic Planning Committee shall be composed of seven members who shall be appointed to a term of three years by the President at the annual meeting of the Association. The President shall name the Chairman of the Committee. The Committee shall be charged with and develop a five year action plan for the future direction of the Association, which plan shall be reviewed and updated annually by the Committee.
- (F) **Nominating Committee** – The Nominating Committee shall be composed of three members of the Board of Trustees and shall be charged with nominating by way of their recommendation to the membership at its annual meeting, Class A members of the Board of Trustees to serve as President, President-Elect, Treasurer and Secretary.

## ARTICLE VIII - MEETINGS

- (A) **Annual Meeting.** The Annual meeting of the general membership of the Association shall be held in conjunction with the annual educational workshop conducted by the Association, to be held at a time and place as determined by the Board of Trustees. The site of the annual meeting shall be subject to prior approval by the Board of Trustees. The annual meeting shall be held in conjunction with and during the annual educational workshop of the Association,

and the Executive Director, in conjunction with the Secretary shall provide to each member, at least sixty (60) days in advance of the annual meeting/workshop, information on registration, the professional development sessions (PDS) and accommodations.

The annual meeting shall be chaired by the President of the Association and conducted for the transaction of such business as may properly come before the meeting of the membership. Each member shall have one vote at such annual meeting, and every act or decision shall be made by a majority of the members present at the meeting and shall constitute the action of the membership of the Association.

- (B) **Board Meetings.** The Board of Trustees of the Corporation shall convene such other periodic meetings each year in addition to the meeting held at the annual workshop of the Association. The Board of Trustees shall also convene for special or emergency meetings at the discretion of the President.

Written notice of a meeting of the Board of Trustees shall be provided by regular, first class mail, telefax or electronic (e-mail), at least three (3) days in advance of such meeting date unless such emergency arises which requires an immediate assembling of the Board of Trustees. In order to conduct official business and undertake action, a minimum of eleven (11) members of the Board of Trustees must be present in order to constitute a quorum for conducting business at the regular or special meeting of the Board. The vote of a majority of the members present at the meeting shall constitute the action of the Board of Trustees.

#### **ARTICLE IX - ANNUAL DUES.**

The annual dues for membership in the Association shall become due at the beginning of each school year, payable to "DAANJ, Inc." and shall be remitted to the Executive Director who shall provide monthly status reports on receipts to the President and Treasurer of the Association. By way of agreement with the National Interscholastic Athletic Administrator's Association (NIAAA), membership in the DAANJ shall provide dual membership also in the NIAAA, entitling the member to all of the separate benefits provided by the NIAAA. In order to receive the benefits of membership in the Association, all dues must be received on or before December 31<sup>st</sup> of the then current school year. The amount of annual dues paid by active, associate, honorary and retired members will be reviewed and established by the Board of Trustees in consultation with the Finance Committee, at its spring meeting immediately prior to the beginning of the new membership (school) year. The Association will pay the annual dues for associate and honorary members. If a member resigns their school position and their dues have been paid for that membership school year, the member shall

continue their membership in the Association for the balance of the said year. The replacement athletic administrator who wishes to become a member of the Association must pay current school year membership dues by December 31<sup>st</sup>.

## **ARTICLE X - FINANCES**

All funds of the Association shall be deposited only in the account(s) titled in the name of "Director's of Athletics Association of New Jersey, Inc.". The depositories selected for maintenance of the account(s), investments in such depositories and review of account(s) status shall be under the oversight of the Finance Committee with the advice and consent of the Board of Trustees. The President, President Elect, Treasurer and Executive Director shall be empowered to sign checks and disburse funds in accordance with the policies and as authorized by the Board of Trustees.

## **ARTICLE XI - VACANCIES**

In the event of a vacancy is created by retirement or resignation or otherwise, the vacancy shall be filled as follows:

- (A) **Office of the President** - The immediate Past-President shall be appointed by the Board of Trustees to complete the President's unexpired term. If such person is unable or unwilling to serve, the Board shall appointed the next immediate Past-President.
- (B) **Office of President-Elect** — The Treasurer shall be appointed by the Board of Trustees to serve the dual role of Treasurer and President-Elect for the remaining unexpired term of the President-Elect, and at the next meeting for the election of officers shall succeed to the office of President-Elect.
- (C) **Office of Treasurer** - The Secretary shall be appointed by the Board of Trustees to serve the dual role of Treasurer and Secretary for the remaining unexpired term of Treasurer, and at the next meeting for the election of officers shall succeed to the office of Treasurer.
- (D) **Office of Secretary** - The Board of Trustees shall appoint a Retired member of the Board to fill the unexpired term of the Secretary. The person appointed to this position shall not be eligible to assume any other officer positions upon the expiration of the unexpired term, and shall not move up in the line of succession.
- (E) **Member of the Board of Trustees** - Vacancies occurring in the office of a member of the Board of Trustees shall be filled in accordance with the procedure for regular appointment to the Board of Trustees as set forth in Article IV, Section 2 (A).

## **ARTICLE XII - AMENDMENTS TO BY-LAWS**

The By-Laws of the Association may be altered, amended or repealed and new By-Laws may be adopted by a two thirds vote of the authorized membership of the Board of Trustees, that is, by a vote of fifteen (15) members in favor of such new By-Law provision. All proposed modifications to the By-Laws shall be presented to the By-Law Committee for their review and a recommendation within ten (10) days of the date of referral. In the event that such recommendation is not forthcoming within the ten (10) day period, this recommendation requirement shall be deemed satisfied.

Such amendment or new By-Laws may be adopted at a regular meeting or at a special meeting of the Board of Trustees but only upon such proposed amendment or a new By-Law(s) being provided to each member of the Board of Trustees at least fifteen (15) days in advance of such meeting at which action is to be taken; and specific notice is given of the intention to alter, amend, repeal or adopt new By-Laws at such meeting.

Any member of the Association may recommend to the Board of Trustees, an amendment or new By-Law. Such recommendation shall be submitted to the By-Law Committee for their review, written report and recommendation to the Board of Trustees.

#### **ARTICLE XIII - FISCAL YEAR**

Except as from time to time otherwise provided for the Board of Trustees, the fiscal year of the Corporation shall be the calendar year.

#### **ARTICLE XIV - INDEMNIFICATION - Officers, Trustees, Executive Director, Employees and Agents**

The Corporation shall indemnify its officers, Executive Director, Trustees, Employees and Agents of the Corporation for such actions arising out of or incident to the performance of their duties, in their respective capacities for the Association. The Association shall not be liable for, nor shall it indemnify any person for an act or failure to act which was the result of actual fraud, actual malice, willful misconduct or any intentional wrong. The Corporation is authorized to purchase appropriate insurance coverage's, including but not limited to, general liability insurance.

April 24, 2013