

## **ARTICLE IV: ORGANIZATIONAL STRUCTURE**

The Conference recognizes the importance of broad-based participation, input, and responsibility in the development and implementation of an effective intercollegiate athletic conference. Each member institution shall designate representatives to serve on each of the Committees and conference advisory groups or at any other time necessary to conduct the business of the Conference.

The Conference values a collaborative and collegial decision-making environment; however, the Board of Directors bears the ultimate responsibility for governance of the Conference. The other Conference Committees and the Commissioner shall be the recommending bodies for the operation and administration of the Conference, under the direction of the Board of Directors.

### **Section 1 Officers**

- 1.1 The officers of the conference shall be a President, Vice President, Secretary, and Treasurer. These officers shall be elected by the Board of Directors and shall serve as officers of the members, the Board of Directors, and the Executive Committee. With the exception of the office of Secretary, to be eligible for election as an officer, such individual must be a member of the Board of Directors.
- 1.2 These officers shall be elected biannually by the Board of Directors at its annual meeting of the Conference, held in the spring, and shall hold office beginning immediately after the close of the annual spring meeting in which they are elected and serve for two years until the close of the next annual spring meeting, or until their successors are elected. The President and Vice President shall be elected for a two year term. The Secretary and the Treasurer may be re- elected for additional terms of office.
- 1.3 The President of the Conference shall preside at the general meetings of the members and the Board of Directors, and shall serve as Chairman of the Executive Committee. The President shall be the chief officer of the Corporation in directing the general policy of the Conference, shall appoint the members of all Conference appointive committees, and shall have and exercise such powers and duties as in corporate management usually devolved upon the President.
- 1.4 The Vice President shall have such powers and duties as may be prescribed for him / her by the Board of Directors and may be delegated to him / her by the President. In the absence or inability of the President, or in the case of his / her death, resignation, or removal from office, the powers and duties of the President shall devolve upon the Vice President, and the Vice President shall exercise all powers and duties of the President during such absence or disability.

- 1.5 The Secretary shall keep a correct list of the names and addresses of all members of the Conference and shall transfer all such records to his successor at the close of the term of office. He / She shall conduct the official correspondence of the Conference whenever so directed by the Board of Directors, and is hereby given authority to attest to and certify such Corporation records or copies thereof whenever so directed by the Board of Directors. The Secretary shall generally perform such other duties as may be required by the officers, the Executive Committee, or by the Board of Directors.
- 1.6 The Treasurer or his/her designated employee shall have charge and be responsible for the collection, receipt, custody, and disbursement for the funds of the Conference and shall deposit its funds in the name of the Corporation in such banks, trust companies, or safety vaults as the Board of Directors may direct. The Treasurer shall have the custody of such books, receipted vouchers, and other books and papers as in the practical business operations of the Corporation shall naturally belong to the office or custody of the Treasurer. The Treasurer or his or her designated employee shall sign checks, drafts, and approve other papers providing for the payment of money by the Corporation for approved purposes in the usual course of business and shall have such other powers and duties as are commonly incidental to the office of Treasurer or as may be prescribed by the Board of Directors. He / She shall be required to give bond to the Corporation for the faithful discharge of duties in such form and to such amount and with such securities as shall be determined by the Board of Directors.

## **Section 2 Board of Directors**

- 2.1 The voting members of the Board of Directors shall consist of the President or Chancellor of each member institution. The President/Chancellor cannot assign another institutional representative to vote on his/her behalf.
- 2.2 The Board of Directors shall serve as the governing board of the Conference and has final decision-making authority regarding any legislation, policy, or activity pertaining to the Conference.
  - 2.2.1 Each member of the Board shall be charged with responsibility for fulfilling the Conference purposes, for enforcing the institutional standards and controls specified in the Constitution and Bylaws, and for executing the rules and regulations enacted by the Conference for the management and control of intercollegiate athletics at the member institutions.
  - 2.2.2 The Board of Directors shall focus on policy development and delegate operational responsibilities for the conference to the Athletic Administrators Committee, Faculty Athletics Representatives Committee, and Conference Student-Athlete Advisory Committee.
  - 2.2.3 Actions that require review and ratification by the Board of Directors include, but are not limited to:

- a) Amendments to the Constitution and Bylaws
  - b) Application for, and actions related to, Conference membership
  - c) Budget of the Conference
  - d) Amendments to the Conference financial distribution regulations
  - e) Selection and employment of the Conference Commissioner and staff
  - f) Annual evaluation of the Commissioner
  - g) Location of the Conference Office
  - h) Approval or repeal of legislation or policy, regulation, or activity
  - i) Other such actions as prescribed by Bylaws.
- 2.3 The Board of Directors shall meet at least three times a year, once in the fall, once in the spring, and once in the summer. Meetings shall be held at least two weeks after the meetings of the other conference Committees. Presidents may also choose to attend the informal joint meeting with Conference members serving as delegates to the NCAA Convention.
- 2.3.1 The President of the Board of Directors and the Commissioner shall be responsible for establishing the specific dates for, selecting the site for, making appropriate arrangements for, and presiding over each meeting. In the absence of the Chair, these duties shall be performed by the Vice-Chair.
- 2.3.2 The Chairs of the Committee of Athletic Administrators and the Committee of Faculty Athletic Representatives shall attend the Board of Directors meetings as non-voting members. The Commissioner shall also attend Board of Directors meetings as a non-voting member.
- 2.3.3 Special meetings of the Board of Directors may be called at any time by the President or by a majority of the members of the Board of Directors.
- 2.3.4 The Commissioner shall be responsible for preparing minutes of all Board of Directors meetings.
- 2.3.5 Approved minutes of Board of Directors meetings shall be distributed to the members of all Conference Committees.

### **Section 3 Executive Committee**

- 3.1 The Executive Committee of the Board of Directors, composed of not less than seven members of the Board, shall be appointed for a two year term by the President of the Board of Directors. The Committee shall include the President, Vice President, Secretary, and Treasurer, and three other members of the Board. The Secretary need not be a member of the Board, and when the Secretary is not a member of the Board, a fourth member of the Board shall be elected to the Committee. Such Committee shall continue in existence until the regular spring meeting of the Board, and until a successor Committee has been elected.

- 3.2 The Committee shall have the full power and authority of the Board in intervals between Board meetings insofar as the affairs of the Corporation are generally concerned, except insofar as such power and authority may have been specifically limited by the Board.
- 3.3 Regular meetings of the Committee shall be held at such times and places, and upon such notice, as the Committee may determine.
- 3.4 Special meetings may be called by the President or by any two members of the Committee. The notice of a special meeting shall designate the place of the meeting which shall be at a time and place as convenient as possible to the members.
- 3.5 Meetings may be held by telephone — conference calls, and when so held, the actions of such conferences shall be entered in the minutes of the Committee and later signed by all members of the Committee participating in the telephone conference.
- 3.6 Any member of the Committee, with the exception of the officers, may be removed by the Board, with or without cause. Officers may be removed by a two - thirds majority of the members of the Board of Directors.
- 3.7 Vacancies in the Committee shall be filled by the Board and not otherwise.
- 3.8 A majority of the members of the Committee shall constitute of quorum. Any number less than a quorum present may adjourn any meetings of members until a quorum is present, and no notice as to such adjourned meeting shall be necessary.

#### **Section 4 Committee of Athletic Administrators**

- 4.1 The members of the Committee of Athletic Administrators (CAA) shall consist of each member institution's Director of Athletics and Senior Woman Administrator. Each institution present at CAA meetings shall have one vote.
- 4.2 The CAA shall carry out the purposes of the Conference in conjunction and coordination with other Conference Committees. Its specific responsibilities include, but are not limited to:
  - 4.2.1 Receive and consider all recommendations submitted to it by the Coaches' Committee of each conference sport and other standing committees of the Conference.
  - 4.2.2 Recommend to the Board of Directors legislation, policy, regulation, or activity pertaining to the Conference.
  - 4.2.3 Conduct the business and administer the affairs of the Conference in accordance with the Conference Bylaws and Sport Policies.
  - 4.2.4 Provide recommendations for use of conference grant funds in strategic positioning outcome areas.
  - 4.2.5 Recommend representatives to serve on NCAA Committees and Groups.
- 4.3 The officers of the Committee of Athletic Administrators shall be a Chair and Vice-

- Chair. The Committee shall elect the Chair and Vice-Chair at the end of its spring meeting in odd-numbered years.
- 4.3.1 Terms of office shall be for two years, beginning at the conclusion of the spring meeting. Upon conclusion of the term of office for the Chair, the Vice-Chair shall become Chair and serve for two years. A new Vice-Chair shall be elected.
  - 4.3.2 The duties for these positions shall be those normally incumbent upon such offices.
  - 4.3.3 If the Chair cannot fulfill his/her duty, then the Vice-Chair takes the position and serves for the remainder of that term and the next two-year term.
- 4.4 Regular meetings of the Committee of Athletic Administrators shall be held three times a year, once in the fall, once at the NCAA Convention and once in the spring.
- 4.4.1 Meetings shall be at least two weeks prior to the meeting of the Board of Directors.
  - 4.4.2 Meetings shall be scheduled to coincide with Committee of Faculty Athletics Representatives meetings. The Committees shall meet jointly to review each other's actions and to resolve any differences on matters requiring recommendations to the Board of Directors. During joint meetings, both Committees shall vote and the chair of the Committee of Faculty Athletics Representatives shall chair the meeting.
  - 4.4.3 An informal joint meeting with other Committee members serving as delegates to the NCAA Convention shall take place during the Convention.
  - 4.4.4 The Chair of the Committee of Athletic Administrators and the Commissioner shall be responsible for establishing the specific dates for, selecting the site for, making appropriate arrangements for, and presiding over the meetings. In the absence of the Chair, these duties shall be performed by the Vice-Chair.
  - 4.4.5 The Conference Commissioner shall attend Committee of Athletic Administrators meetings as a non-voting member.
  - 4.4.6 Special meetings of the Committee of Athletic Administrators may be called at any time by the Chair of the Athletic Administrators Committee or by a majority of the members of the Committee.

## **Section 5 Committee of Faculty Athletics Representatives**

- 5.1 The voting members of the Committee of Faculty Athletics Representatives (CFAR) shall consist of a representative from each member institution appointed as the Faculty Athletic Representative by the chief executive officer or by the duly constituted authority of the university/college.
- 5.2 The CFAR shall carry out the purposes of the Conference in conjunction and coordination with other advisory committees. Its specific responsibilities include, but are not limited to:
  - 5.2.1 Review and provide recommendations regarding proposed NCAA and/or Conference legislation with particular emphasis on academic integrity and eligibility.
  - 5.2.2 Review and provide recommendations relating to issues that involve student-athlete well-being.
  - 5.2.3 Review and provide recommendations relating to legislation, policies, and procedures affecting missed class time.
  - 5.2.4 Provide recommendations for use of conference grant funds in strategic positioning outcome areas.
  - 5.2.5 Recommend representatives to serve on NCAA committees and groups.
- 5.3 The officers of the CFAR shall be a Chair and Vice-Chair. The CFAR shall elect the Chair and Vice-Chair at the end of its spring meeting in odd-numbered years.
  - 5.3.1 Terms of office shall be for two years, beginning at the end of the spring meeting. Upon conclusion of the term of office for the Chair, the Vice-Chair shall become Chair and serve for two years. A new Vice-Chair shall rotate among active member institutions.
  - 5.3.2 The duties for these positions shall be those normally incumbent upon such offices.
  - 5.3.3 If the Chair cannot fulfill his/her duty, then the Vice-Chair takes the position and serves for the remainder of that term and the next two-year term.
- 5.4 Regular meetings of the Committee of Faculty Athletics Representatives shall be held at least twice a year, once in the fall and once in the spring.
  - 5.4.1 Meetings shall be at least two weeks prior to the meeting of the Board of Directors in conjunction with the Committee of Athletic Administrators. The Committees shall meet jointly to review each other's actions and to resolve any differences on matters requiring recommendations to the Board of Directors. During joint meetings, both Committees shall vote and the chair of the Committee of Faculty Athletics Representatives shall chair the meeting.

- 5.4.2 An informal joint meeting with other Conference members serving as delegates to the NCAA Convention shall take place during the Convention.
- 5.4.3 The Chair of the CFAR and the Commissioner shall be responsible for establishing the specific dates for, selecting the site for, making appropriate arrangements for, and presiding over the meetings. In the absence of the Chair, these duties shall be performed by the Vice-Chair.
- 5.4.4 The Conference Commissioner shall attend Committee of Faculty Athletics Representatives meetings as a non-voting member.
- 5.4.5 Special meetings of the attend Committee of Faculty Athletics Representatives may be called at any time by the Chair of the Faculty Athletics Representatives Committee or by a majority of the members of the Committee.

### **Section 6 Conference Commissioner**

The Commissioner shall serve as the chief administrative officer of the Conference and operate an office to maintain the efficient day-to-day operation of the Conference pursuant to authority delegated or by the Board of Directors and described in the Bylaws or as directed by the Board of Directors. The Commissioner also hires and supervises a staff that serves to carry out the responsibilities of the Conference office subject to the approval of the Executive Committee. The Board of Directors shall employ the Commissioner under the terms it chooses to establish.

### **Section 7 Other Committees**

The Commissioner or any of the Committees listed above may propose establishing a new Advisory Group or Committee for a specific task. Standing Committees of the Conference shall include Compliance Coordinators, sport-specific Coaches, Sports Information Directors, Athletic Trainers, Membership, Conduct, and Student-Athlete Advisory.