

**May 17, 2014 (last revision 1/2019)**

**Florida Alliance for Health, Physical Education, Recreation, Dance and Sport (FAHPERDS)  
Spring Meeting of the Board of Directors.**

**It is moved by the FAHPERDS Executive Committee and the Ad Hoc Bylaws Review and Revision Committee by unanimous consent, that these bylaws be approved by the FAHPERDS Board of Directors and become the official bylaws of *SHAPE* Florida, effective June 1, 2014. Once approved, the necessary filings and notifications required by law will be executed in Tallahassee, Florida.**

**As reviewed and approved by the members of the Executive Committee:**

**Tecca Kilmer, Hillsborough County - President, FAHPERDS**

**Rhonda Banks Chalmers, Seminole County, Past President, FAHPERDS**

**Denise Breitreuz, Palm Beach County, President-Elect, FAHPERDS**

**Jim Ewbank, Pinellas County, Parliamentarian**

**Karen J. Dowd, Chair, Executive Director (Ex-Officio)**

**As reviewed and modified by the 2013-14 Ad Hoc Bylaws Committee (first appointed by President Rhonda Banks Chalmers; continued by President Tecca Kilmer):**

**Karen J. Dowd, Chair, Executive Director (Ex-Officio)**

**Jim Ewbank, Pinellas County - a Past President of FAHPERDS**

**Rick Kane, Duval County - a Past President of CODA**

**Tecca Kilmer, Hillsborough County - President, FAHPERDS**

**Hollie Newnam, Volusia County - a Past President of FAHPERDS**

**Susan Tutko, Lee County - a Past President of FAHPERDS**

**May 5, 2015** *SHAPE* Florida Spring Meeting of the Board of Directors. Bylaws edited to add Fiscal Year (Article XIII), Disposal of Assets and Restriction on Activities (Article XIV), renumbered Amendments to Bylaws (from Article XIII to XV). **February 4, 2017** *SHAPE* Florida Winter Meeting of the Board of Directors the Bylaws were edited to add the new position of Hoops for Heart Coordinator. **February 10, 2018** *SHAPE* Florida Winter Meeting of the Board of Directors the Bylaws were edited to add new term limits for the office of President. **January 26, 2019** *SHAPE* Florida Winter Meeting of the Board of Directors the Bylaws were edited to add Special Project Coordinator and Technology Innovation Coordinator.

# **SHAPE Florida (Society of Health And Physical Educators Florida)**

## **BYLAWS**

### **Article I Name**

**Section 1.** The name of the organization is SHAPE Florida (Society of Health And Physical Educators Florida (hereinafter called 'the organization')

### **Article II Purposes**

**Section 1.** The purposes for which the organization is formed are to:

- a. Advance high-quality, professional practice in health and physical education, physical activity and sport.
- b. Promote healthy, active lifestyles for Florida's children, youth and adults.
- c. Encourage, stimulate, support and provide experiences for professional development in the members of the Alliance.
- d. Encourage, promote and provide programs for continuous improvement and advancement of professional standards for personnel and programs.
- e. Advocate for high quality, professional standards for programs in health education, physical education and physical activity for Florida citizens.
- f. Affiliate and cooperate with other state, district and national organizations with whom the organization shares a common purpose and mission.
- g. Monitor, acquire and disseminate current literature in the academic fields represented in the Alliance.

### **Article III Membership**

**Section 1. Membership Eligibility** - To be eligible for membership in the organization, one must meet at least one of the following criteria:

- a. Be a current resident of Florida who holds a college degree in and/or who is either professionally engaged or seeking employment in or retired from employment in one of the disciplines or programs which correspond to the organization's mission.
- b. Be attending a Florida institution of higher learning in a program that corresponds to the organization's mission.
- c. Resides outside the state of Florida and who is professionally engaged in, studying for or retired from one of the disciplines or programs which correspond to the organization's mission.

**Section 2. Non-Discrimination Statement.** All members, staff, associates, vendors and guests of the organization shall be treated with respect and without discrimination on the basis of race, national or ethnic origin, religion, gender, gender identity, or sexual orientation, age, mental or physical disability.

**Section 3. Membership Classes.** The organization's shall have classes of memberships, each with identified rights and responsibilities. Memberships Classes are:

- a. **Professional** – Any person professionally engaged in the fields of health and physical education, physical activity or sport and paying the prescribed dues of the organization shall be classified as a professional member with all the rights and privileges pertaining to such membership.
- b. **Honorary Life** – A retired professional member who has been awarded an honorary life membership by the organization shall pay no dues or convention registration fees and shall be eligible for all privileges of Professional membership. This honor is determined by the Awards Committee for persons who have been engaged in the organization for a significant period of time and who have made substantive contributions to the work of the organization and, who are nominated by their peers.
- c. **Retired Professional** – Any professional person retired from the fields of health and physical education, physical activity or sport and paying the prescribed dues to the organization, shall be classified as a Retired Professional Member with all the rights and privileges pertaining to such membership.
- d. **Graduate Student** – Any full-time graduate student, as verified by the department chair in preparation for careers in the fields and disciplines that correspond to the organization's mission, shall be classified as a Graduate Student Member with the privilege of attending meetings and with the power to vote for, and to hold the offices of the Student Council as set forth in the Council operating code. Persons who are employed full-time in one of the fields or disciplines represented in the organization and who is taking graduate coursework is not eligible for a student membership
- e. **Undergraduate Student** – Any full or part-time undergraduate student, as verified by the department chair in preparation for careers in the fields and disciplines that correspond to the organization's mission, shall be classified as a Student Member with the privilege of attending meetings and with the power to vote for, and to hold, the offices of the Student Council as set forth in the Council operating code.
- f. **Associate** – Any person who is interested in the advancement, promotion or support of fields of health and physical education, physical activity or sport, and who does not work in the disciplines represented by the organization and who pays the prescribed dues to the organization shall be classified as an Associate Member with the privilege of attending meeting, but without the power to vote or hold office.
- g. **Paraprofessional** – Any person engaged in the fields of health and physical education, physical activity or sport, but who does not hold a college degree in the disciplines noted in the organization's mission and paying the prescribed dues to the

organization, shall be classified as a Paraprofessional member with the privilege of attending meetings, but without the power to vote or hold office.

#### **Section 4. Membership Fees**

- a. Members, in each classification except Honorary Life Members, shall pay a membership fee as determined by the Directors on an annual basis.
- b. All one-year memberships shall begin with the month of enrollment or renewal and shall extend for one year from the last day of the enrollment or renewal month.
- c. All three-year professional memberships shall begin with the month of enrollment or renewal and shall extend for three-years from the last day of the enrollment or renewal month.

**Section 5. Member in Good Standing.** A member who satisfies the criteria for eligibility as a member and who is current in payment of annual dues shall be considered in good standing in the organization.

#### **Section 6. Voting Rights.**

- a. Only Professional, Honorary Life and Retired members in good standing shall have the right to vote on issues brought before the members.
- b. Graduate Students and Undergraduate Students may only vote for student nominees for positions on the Student Council.
- c. One student will represent all student members as a Director and have one vote in business conducted by the Board of Directors. Professional members, Honorary Life and Retired Members shall not have the right to vote for the position of Student Representative-Elect.

### **Article IV Board of Directors**

**Section 1. Composition.** The Board of Directors (hereinafter called '**Directors**') shall be composed of eleven voting members as follows:

- a. members of the Executive Committee to include the President, President-Elect, Past President ;
- b. the Vice-President and Vice-President-Elect of each of the Divisions:
  1. Physical Education Division
  2. Health Education and General Division
- c. one (1) Student Representative (with voting privileges); (1) non-voting Student Representative-Elect;
- d. three (3) At-Large Professional Members.
- e. The Executive Director and Parliamentarian will serve as ex-officio, non-voting members of the Board and the Executive Committee;
- f. The following appointed positions will attend meetings of the Directors as ex-officio, non-voting participants: Conference Director, Conference Program Coordinator, Department of Education Representative, Special Projects Coordinator, Technology and Innovation Coordinator, and Lobbyist.

**Section 2. Powers.** The governing body of the organization shall be the Directors, which shall have supervision, control, and direction of the business, property, finances, and affairs of the organization; the Directors shall determine its policies or changes therein; actively pursue these objectives; be accountable for the organization's assets; and be responsible for the interpretation and approval of these Bylaws. The Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable. The Directors also hires, evaluates and sets the compensation for the Executive Director and Lobbyist.

**Section 3. Qualifications for Office.**

- a. To be nominated for positions as Directors other than President-Elect, persons must have been members in good standing for the two-years previous to the nomination. The exceptions to the two-years qualification are the positions of Student Representative and Student Representative-Elect.
- b. Persons nominated for Student Representative and Student Representative-Elect can be new members to the organization.
- c. To be a candidate for and be elected to the position of President-Elect nominees must meet or exceed the following criteria:
  - i. a professional and a member-in-good-standing for at least 5-years
  - ii. previously served as a voting Director
- d. All persons serving as Directors must be residents of Florida.

**Section 4. Election and Terms of Office.**

- a. Directors shall be elected by the voting Professional, Honorary Life and Retired members during the annual conference. The exception shall be that Student Members vote only for the Student-Representative-Elect Position; Professional members do not vote for Student Board positions.
- b. Board members shall serve for a term of two (2) years (two conventions), commencing at the conclusion of the annual meeting where they are elected. The exceptions include the President-Elect who will serve a three-year term, rotating from President-Elect to President, and then to Past President.
- c. The three (3) At-Large board members will be on staggered terms so that at no time will all three rotate off the board at the same time. The Student Representative shall serve a one-year term and have the right to vote on all matters that come before the Directors. The Student Representative-Elect shall serve as a Director in a non-voting capacity.
- d. Directors will be limited to one (1) two-year term of service. After serving one term, the members must rotate off the board for at least two-years before being eligible for re-election to a Vice-President or At-Large position.
- e. The exceptions to the term limits include if any Director is elected to the office of President-Elect, the term shall be extended by up to three (3) years to allow such director to serve as President-Elect, President, and Past President; a person can be elected to the office of President-Elect for a second term after being off of the board of directors for a minimum of ten consecutive years and, if a Student Representative graduates and becomes a professional member, he or she may accept a nomination for another board position for which he or she is qualified and eligible. The nonvoting Directors may serve multi-year terms.

**Section 5. Meetings.** The Directors shall meet as a Board four (4) times a year: Post-Convention (onsite at conclusion of annual conference); Winter; Spring; Pre-Convention (onsite prior to the

opening of the annual conference). The dates, times, and general locations of meetings shall be announced by the President by no later than November 1st. When deemed necessary, and in consultation with the Executive Committee, the President may call a special meeting of the Board of Directors.

**Section 6. Quorum and Voting.** A majority of the voting Directors shall constitute a quorum. All voting members of the Directors shall be permitted one vote on each motion. No proxy voting shall be permitted by Directors.

**Section 7. Compensation.** Directors do not receive compensation for serving as Directors. Directors may receive such reimbursement for expenses as determined by the reimbursement policy. The Executive Director is a paid employee of the organization and is thus exempt. The Lobbyist is a paid consultant to the organization and is thus exempt.

**Section 8. Resignation.** Any Director may resign at any time by giving written notice to the President or the Executive Director of the organization. Such resignations shall take effect at the time specified in the written notice, or, if no reasonable time is specified, at the time of acceptance as determined by the Directors.

**Section 9. Removal.** Any Director may be removed for cause from such office, by a two-thirds (2/3rds) vote of the Directors. Cause would include, but not be limited to failure to perform the duties specified in the operating code of the director, failure to attend meetings (see Board of Directors Attendance Policy) and behaviors that interfere with the Director's or member's ability to do the necessary work of the Directors.

**Section 10. Vacancies.** A Director position shall be deemed vacant if, at any time during the term of office a director, ceases to meet the qualifications for his/her Director position, dies, resigns, or is removed by a vote of the Directors pursuant to Section 9 above. Vacancies shall not be filled until the next annual business meeting of the organization. The term of the Director elected to fill the vacancy at the next annual business meeting shall be for the unexpired term of the vacant position.

## **Article V Officers**

**Section 1. Officers.** The officers of the organization shall consist of a President, President-Elect, Past President, and Executive Director (as Secretary-Treasurer).

**Section 2. Compensation.** Officers do not receive compensation for their service as officers but may be reimbursed for expenses as outlined in the policy manual. The exception is for the Executive Director who is employed by the organization to serve as an officer and employee.

**Section 3. President.** The President shall be the chief elected officer of the organization and serve as Chair of the Directors and the Executive Committee. The President shall preside at all meetings of the Directors, the Executive Committee and the annual business meeting of the organization. The President shall make all required position appointments, including standing and special (ad hoc) committees, subject to approval of the Directors.

**Section 4. President-Elect.** The President-Elect shall be elected by the voting professional members. The President-Elect shall succeed to the Presidency. The President-Elect shall perform such duties as are delegated or assigned by the President of the Board and those duties identified in the operating code for President-Elect and shall perform such duties of the President in the event that individual is unable to serve.

**Section 5. Past President.** The immediate Past President shall serve for one (1) year. The principal role of the immediate Past President shall be to serve as an advisor to the President and to take such actions as are delegated or assigned by the President and those duties identified in the operating code for Past President.

**Section 6. Election and Term of Office.** The election of the President-Elect shall be by the voting professional members as outlined in the *SHAPE Florida Procedures Manual*. The specific procedures of the election will be specifically outlined in the Procedures Manual. The President-Elect shall serve for a term of one (1) year and then shall serve as President for a term of one (1) year, and then as Past President for a term of one (1) year or until a successor has been duly elected and properly qualified, and shall not be eligible for re-election to the same office. The terms of the President-Elect, the President and the Past President shall commence immediately following the annual convention. A person can hold the office of President-Elect up to a total of two terms after being off of the board of directors for a minimum of ten years between terms.

**Section 7. Resignation.** Any officer may resign at any time by giving written notice to the Directors. Such resignation shall take effect at a reasonable time specified in the notice or, if no time is specified, immediately.

**Section 8. Removal.** Any officer may be removed from such office for cause by a two-thirds (2/3rds) vote of the Directors present and voting at any regular or special meeting of the Directors.

**Section 9. Vacancies.** The office of any officer shall be deemed vacant if, at any time during the one (1) year term, the officer ceases to meet the qualifications for the position, dies, resigns, or is removed in accordance with Section 8 above. If a vacancy occurs in the office of President, the President-Elect shall immediately succeed to the office of President for the remainder of the unexpired term and for the President-Elect's normal one (1) year term as President. The Directors shall fill a vacancy by appointment in all other offices for the remainder of the unexpired term. If a vacancy in the office of President-Elect, the Board shall fill the vacancy by appointment for the remainder of the unexpired President-Elect term and call a special election to be held at the next annual meeting for the purpose of electing a President.

**Section 10. Executive Director.** The Directors shall employ a salaried staff executive who shall have the title of Executive Director and whose terms and conditions of employment shall be negotiated and specified by the Directors. The Executive Director shall be the chief executive and operating officer of the organization.

The Executive Director shall be responsible for all the day-to-day management and functions. He or she shall manage and direct all activities of the organization as stated in the Operating Code and Job Description of the Executive Director and in accordance with the policies established by the Directors. Within his or her authority, and in the course of his or her duties he or she shall **(a)**

employ and discharge all members of the full-time and part-time staff necessary to carry on the work of the organization and fix their compensation within the approved budget; and, **(b)** define the duties of the staff, supervise their performance, and establish titles, and delegate those responsibilities of management as shall, in his or her best judgment, be in the best interest of the organization. Exempt from the staff managed by the Executive Director is the position of Lobbyist.

The Executive Director will be evaluated annually with an evaluative tool that corresponds to the Job Description for the position of Executive Director. The evaluation process will be conducted by a three-member committee of board members appointed by the president. Voting and non-voting board members shall be provided the opportunity to complete the Evaluation of the Executive Director. The evaluation shall be used in part to determine increases in compensation and benefits provided to the Executive Director the following fiscal year. This process should be completed annually by the end of the fiscal year. The Executive Director shall attend the meetings of the Directors, the Executive Committee and all other committees to which he or she is designated as a member, serving as an ex-officio member, without a vote. He/she may be excused from the portions of the meeting designated specifically to review his or her performance and compensation.

## **Article VI Divisions and Councils**

**Section 1. Divisions.** The Divisions will house interest / affinity groups. Each Division will be led by a Vice-President and Vice-President-Elect, elected by the organization's membership. Division Vice-Presidents may identify and appoint sub-committees to handle tasks and projects specific to the Division. Divisions shall consist of the following:

- a. Physical Education Division
- b. Health Education and General Division

**Section 2. Councils.** Each Division shall consist of interest / affinity groups known as 'Councils', each led by a Chair and Chair-Elect, elected by the organization's Membership. The student elected to the position of Chair-elect of the Student Council will serve as the Student Representative-Elect to the Board of Directors, observing and learning about board actions for one year, without voting privileges in Board business. After a year as the Chair-Elect of the Student Council, he/she will serve for one year as the Student Representative to the Directors with full voting privileges in Director business.

- a. Physical Education Division
  - 1) Elementary Physical Education
  - 2) Middle School / High School
  - 3) Adapted (Adaptive)
  - 4) Sport / Athletics
  - 5) Dance Education
  - 6) Physical Activity / After School Activities
- b. Health Education and General Division
  - 1) Health Education
  - 2) Higher Education (Faculty)

- 3) Student
- 4) Council of District Administrators

## **Article VII Executive Committee**

**Section 1. Composition and Manner of Acting.** The Executive Committee shall be composed of the President, President-Elect, Past President, Executive Director and Parliamentarian. The Executive Director and Parliamentarian shall be *ex-officio*, non-voting members of the Executive Committee. This committee shall be chaired by the president of the organization. If the President is absent, the President-Elect shall serve as the presiding officer.

**Section 2. Meetings.** The Executive Committee may meet in any manner necessary to conduct its business, including onsite meetings, Internet conferencing, telephonic conference calls, and other forms of virtual meetings that effectively serve the needs of the committee. The minutes of its proceedings shall be prepared and reported to the Directors no later than the next meeting of the Directors.

**Section 3. Powers.** This committee will serve as the central planning group for the organization and shall assist the Directors in its oversight responsibilities. It also will have full authority to act for the board in managing the affairs of the organization during the intervals between meetings of the Directors. The Executive Committee shall not have any power or authority to act on:

- a. The filling of vacancies of Director positions;
- b. The adoption, amendment, or repeal of these Bylaws;
- c. Action on matters committed by these Bylaws or resolution of the Directors to another committee of the Board; or
- d. Action on matters pertaining to the acquisition, sale, mortgage, or pledge of real property.

**Section 4. Qualifications for Office of President-Elect.** To be nominated for the office of President-Elect of the organization, the following criteria must be met:

- a. Must be professional member (Professional; Honorary Life; Retired) who has been a member in good standing for five (5) years immediately prior to election.
- b. Must have previously served as a Director. An exception to this policy would be if no member with this previous experience is willing to accept a nomination for President-Elect.

## **Article VIII Committees**

**Section 1. Types of Committees.** The organization recognizes two (2) types of committees. They include Standing Committees and Special or Ad Hoc Committees.

**Section 2. Standing Committees.** Standing Committees shall be constituted to perform continuing

functions and shall be governed by their operating codes. The Chairs of Standing Committees shall be appointed by the President and subject to the approval of the Directors. Membership on Standing Committees shall be for rotating terms as set forth in their operating codes. Each Chair of a Standing Committee shall be a professional member in good standing. Composition of Standing Committees shall align with the requirements stated in their operating codes. The Standing Committees of the organization shall include:

- a. Advocacy Strategy Panel
- b. Awards Committee
- c. Bylaws Committee
- d. Executive Committee
- e. Convention Committee
- f. Finance Committee
- g. Nominations and Elections Committee

**Section 3. Special or Ad Hoc Committees.** Special or Ad Hoc Committees are created at the discretion of the president as a specific need arises and shall be assigned specific, short-term tasks or assignments. The Chair of a Special or Ad Hoc Committee shall be a professional member in good standing. Upon special request from the President, the Directors can consider the addition of a Student member in good standing to serve on the committee. The President shall present a formal charge in writing to the committee. Upon completion of the assigned tasks, the Chair of the Committee will submit a report to the President and the committee shall cease to exist.

**Section 4. Establishing a New Standing Committee.** To establish a new Standing Committee, the following criteria and steps shall be evident.

- a. Must have been a Special Committee for a minimum of two years.
- b. Must be a demonstrated need for the committee to continue.
- c. The role and functions of the committee must be an integral part of the organization's mission and plan of work.
- d. Present to the Directors for consideration, a written proposal to include the name, purpose, justification and rationale for the committee. If the proposal is approved, an Operating Code shall be developed and submitted to the Directors for review and consideration.
- e. Upon completion of the process and approval by the Directors, the committee will become a Standing Committee. A Chair and committee members will be appointed and the work of the committee will commence.

**Section 5. Dissolution of a Standing Committee.** Dissolution of a Standing Committee must include a review of the previous three-years of work of the committee. If it is evident that the committee is no longer relevant or functional, the committee can be dissolved at the discretion of the Directors.

## **Article IX Elections**

**Section 1. Elections.** The processes of elections through nominations, ballots, and voting for elected positions of Directors, Divisions and Councils shall be the sole responsibility of the Nominations and Elections Committee (NEC) as outlined in the Nominations Committee Operating Code. The

Executive Director shall assist the NEC so as to orchestrate the technological processes necessary for each step designated in the bylaws and committee's operating code.

**Section 2. Nominations.** The 'call for nominations' to the membership will include, but not be limited to the Member Forum at the annual conference, one or more issues of the organization's journal, through technological means and posted on the organization's website. The 'call for nominations' shall include the listing of specific, elected positions on the Directors and the Councils. Director positions will include: President-Elect; Division Vice Presidents-Elect; At-Large positions based on the number that are scheduled to rotate off the board after a two-year term (one or two each year). Council positions will include the positions of Chair-Elect of each Council within each Division. To be a candidate for any office, nominees must have completed previous elected terms of office by the end of the convention during which the election will occur.

## **Article X Meetings**

**Section 1. Annual Convention.** The organization shall convene at least one (1) annual convention primarily for purposes of professional development and engagement. The registration fees for the convention will be set by the Directors. The program structure and content will be developed by the Convention Committee. The exceptions for hosting an annual convention will include the following:

- a. The organization co-hosts a conference with another entity, disrupting the calendar spacing of conventions.
- b. The convention is cancelled due to weather, other acts of nature, and events beyond the control of the organization.

**Section 2. Member Forum.** The Member Forum will serve as the annual Business Meeting of the organization and shall be held during the annual convention. During this meeting, the members will be provided with pertinent updates on matters such as the organization's business, legislative and advocacy, information from the regions or counties of the state, upcoming events, introduction of and /or presentations by special conference guests, special awards, and other matters of interest to members. Directors and Division leaders should attend the Member Forum and serve as resources and contacts for the members.

**Section 3. Special Meetings.** With the majority support of the Directors, the president of the organization may call special meetings of the Member Forum when s/he deems it to be in the best interest of the organization. Notice of such meetings must be publicized with the date, time and location at least ten (10) days prior to the meeting. No other business but that specified in the meeting notice may be transacted at such special meetings without the unanimous consent of voting members present at the meeting.

**Section 4. Virtual Meetings.** Meeting of various groups or units in the organization does not need to be held at a specific geographic location if the meeting is held by means of the Internet or other electronic or telephonic means. A variety of conditions may exist that warrant the use of virtual meetings, to include but not limited to: financial contingencies, unanticipated urgencies, convenience, practicality, timeliness, weather-related issues. Virtual meetings will have an approved agenda.

**Section 5. Quorum and Voting.** Each voting member in good standing shall have one (1) vote for any matter put to the members for a vote. For general membership meetings, a quorum shall consist of 50 Voting Members present in person. A majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the members.

**Section 6. Meeting Minutes.** At all official meetings of the organization or any of the sub-units therein, meeting minutes must be taken by a member (s) designated to handle the task. The meeting minutes shall be prepared as draft minutes until they are approved by a majority of those in attendance at the meeting. Minutes shall be approved either at the next onsite meeting of the group, by conference call, or by other electronic means that are available and effective. Once the minutes are so approved, they shall become the 'official' minutes of the meeting and shall be filed with the Executive Director of the organization.

## **Article XI Awards, Citations, Scholarships**

**Section 1.** Awards, citations, and scholarships may be given for meritorious service as outlined in the Awards Committee Operating Code. The Awards Committee shall conduct the nominations and selection process for all of the organization level awards, except for the Presidential Recognition Award; the selection of the Presidential Recognition Awards shall be the responsibility of the President. The Divisions and Councils shall conduct the selection process for all awards presented by the Divisions and Councils, according to the procedures outlined in the Awards Committee Operating Code. All awards must have a working operating code and specifically designated criteria with which to conduct the award process.

**Section 2. New Awards.** All new awards must be developed according to the procedures outlined in the Awards Committee Operating Code and approved by the Directors. New awards approved by the Directors shall not be awarded until the awards can be included in all phases of the annual awards process.

**Section 3. Awards.** Awards that are designated as the organization's Awards shall include the following:

- a. *Peter Everett* Honor Award, the highest award bestowed on a member by the organization
- b. *Don Knitt* Service Award
- c. Honorary Life Member
- d. Community Service Award
- e. Legislative Award
- f. *Katherine Montgomery* Scholarship
- g. Program Recognition Award
- h. Presidential Recognition Award (selection of recipients is the sole responsibility of the President).

**Section 4. Division and Council Awards.** Awards that are designated as the organization's Division and Council Awards shall include the following:

- a. **Physical Education Division**

1. Elementary Teacher of the Year Award
2. Middle School Teacher of the Year Award
3. High School Teacher of the Year Award
4. Adapted Physical Educator of the Year Award
5. Sport Educator of the Year Award
6. Dance Educator of the Year Award
7. SHAPE Florida HEART Award

**b. Health Education and General Division**

1. Council of District Administrators Award
2. Educational Leadership Award
3. Health Educator of the Year Award
4. Student of the Year Award

**Section 5. Other Awards.** Some approved awards may be presented by other sub-units of the organization.

**Article XII  
Rules of Order**

**Section 1.** All official meetings of the organization shall be conducted in accordance with *Robert's Rules of Order Newly Revised* (most recent edition).

**Section 2.** In cases where there is a conflict between procedures articulated in the organization's Bylaws and *Robert's Rules of Order Newly Revised*, the organization's bylaws shall have precedence.

**Article XIII  
Fiscal Year**

**Section 1.** The fiscal year shall extend from June 1 to May 31.

**Article XIV  
Disposal of Assets and Restriction on Activities**

**Section 1.** Upon dissolution, all of the assets of the Association shall be turned over to such nonprofit organizations qualifying as exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or any successor provision thereto as the then Board of Governors shall select.

**Section 2.** No part of the net earnings of the Association shall inure to the benefit of any member, sponsor, donor, creator, director, officer, employee, or without limitation, any other private individual or to the benefit of any corporation, organization, any part of the net earnings of which insure to the benefit of any private individual; provided, this shall not prevent payment of reasonable compensation for services actually rendered to or for the Association and affecting its purposes.

The Association shall not divert any part of its income or corpus to any member, sponsor, donor, creator, director, officer, or employee; by lending any part of its income or corpus without receipt of adequate security and a reasonable rate of interest; by paying any compensation in excess of reasonable allowance for salaries, or other compensation for personal services actually rendered; by making any purchase of security or other property for more than adequate consideration for money or money's worth; by selling any substantial part of its securities or other property for less than adequate consideration for money or money's worth; or by engaging in any other transaction which either, directly or indirectly, results in such diversion of its income or corpus. The Association shall not make any accumulation of its income, unreasonable in amount or duration, or use any income for purposes other than the objectives hereinbefore set forth or invest any income in any manner as to jeopardize the fulfillment or carrying out of its objectives. The Association shall not devote a substantial portion of its activities to carrying on propaganda or otherwise attempting to influence legislation, and in no event shall the Association engage in any legislative activities other than those in direct furtherance of the Association's stated objectives. The Association shall not participate in or intervene in any political campaign on behalf of any candidate for public office. In general, the Association shall not act in any way or engage in any activity which might affect its right to full tax exemption or the right of donors to the Association to full tax deduction for their contributions to the Association, and the Alliance shall be so operated as to be entitled to and receive all tax exemptions, federal or local, which may from time to time be granted to charitable, scientific, or educational associations or foundations.

No part of the net earnings of the Association shall be used for the benefit of, or to the advantage of any member, sponsor, donor, creator, trustee, officer, employee, or without limitation, any other private individual. No part of the net earnings shall be used for the benefit of any corporation or organization in which any private individual might benefit, or in which a substantial part of the activities of such corporation or organization is the carrying on of propaganda or otherwise attempting to influence legislation, provided that this restriction shall not prevent payment of reasonable compensation for services actually rendered to or for the Association in effecting its purpose.

#### **Article XV Amendments to Bylaws**

These Bylaws may be amended by an affirmative vote of two-thirds of the voting members present and voting at the meeting of the Directors, so long as a quorum exists. The notice of the meeting shall set forth and include a copy of the proposed changes to the bylaws at least 30 days prior to the meeting. Emergency votes can be taken either by mail or electronic vote by voting members of the Directors.

**Bylaws approved by the Board of Directors on May 17, 2014 in Orlando, Florida, effective June 1, 2014.**

**Bylaws revised on May 5, 2015 upon Board Approval at May 2, 2015 Board of Directors meeting in Orlando, Florida.**

**\* Addendum #1 to Bylaws**

**Conflict of Interest Policy and Procedures**

## I. Purpose Of The Conflict Of Interest Policy

The purpose of this conflict of interest policy of SHAPE Florida (Society of Health and Physical Educators Florida) hereinafter referred to as 'the organization' is to protect the organization when it is contemplating entering into a contract, transaction or arrangement that has the potential for benefiting the private interest of a "Significant Person" as defined below. This Policy is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

## II. Statement Of Policy

The organization will not engage in any contract, transaction or arrangement involving a Conflict of Interest without establishing appropriate safeguards to protect the interests of the organization. To that end:

- a. Each Significant Person must promptly, fully and timely comply with the disclosure requirements set forth in this policy, or as otherwise adopted by the Board in accordance with this policy.
- b. All transactions, contracts or arrangements involving a conflict of interest must be reviewed by the board or by a designated body of disinterested persons.
- c. The Board, or designated body, must determine by a majority vote of disinterested persons that appropriate safeguards are in place to protect the interests of the organization and are consistent with the purposes of this Policy.
- d. Where appropriate, the Board or designated body shall seek advice of legal counsel.

This Policy applies to (a) Significant Persons, and (b) any contract, transaction or arrangement involving the organization.

## III. Definitions Applicable To The Policy

**Significant Person.** Any director, officer, key employee or committee member with board delegated powers is a Significant Person. Note: This reflects an intentional shift (from "Interested Person") to focus on a broader class of individuals; it is intended to apply to all decision makers, not just those Significant by the Intermediate Sanctions regulations.

**Conflict of Interest.** A "Conflict of Interest" exists whenever a Significant Person has a significant personal interest in a proposed contract, transaction or arrangement to which the organization may be a party.

Note: Attention should also be placed on the organizational costs associated with the "appearance" of impropriety created by a personal interest even if it does not constitute an actual conflict of interest.

**Significant Personal Interest.** A Significant Personal Interest exists if the Significant Person, directly or indirectly, through business, investment, or family member, has a(n):

- a. ownership or investment interest in any entity with which the organization has a contract, transaction or arrangement;
- b. compensation arrangement with the organization;

- c. compensation arrangement with any entity or individual with which the organization has a contract, a transaction or arrangement;
- d. potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating (or is proposing to negotiate) a contract, a transaction or arrangement; or
- e. fiduciary position (e.g., member, officer, director, committee member), whether compensated or uncompensated, with another, unaffiliated organization: (i) which directly competes with the organization in terms of services or for charitable contributions; or (ii) with which the organization has (or is proposing to enter into) a contract, transaction or arrangement.

Compensation includes direct and indirect remuneration, consulting fees, board or advisory committee fees, honoraria, as well as gifts or favors that are not insubstantial

A Significant Interest is not necessarily a conflict of interest.

Article IV, Section 4 describes the procedure that will be used to decide whether or not a conflict of interest exists.

**Family Member.** With respect to a Significant Person, a “Family Member” means:

- a. the Person’s spouse;
- b. a brother, sister, parent, grandparent, child, grandchild, great grandchild (by whole or half blood) of the Person or the Person’s spouse, or
- c. the spouse of an individual listed in paragraph (b),

However, a Family Member includes individuals listed in paragraphs (a) and (b) (other than a child) only if the individual lives in the Person’s household, the Person manages the individual’s financial affairs, or the Person is aware without special inquiry that the Family Member holds a particular Interest.

#### IV. Procedures For Identification Of Potential Conflicts Of Interest

**Annual Questionnaire.** Each Significant Person shall completely, accurately and timely submit the annual Conflict of Interest Questionnaire (the “Annual Questionnaire”) as prepared and distributed by the Board [or Committee]. Note: A sample Questionnaire is attached to the end of this document.

**Duty to Disclose.** A Significant Person must disclose the existence of any Interest and be given the opportunity to disclose all material facts to the persons the board has designated to consider the proposed contract, transaction or arrangement. Such information must be provided so that decisions are made with full knowledge and understanding of the Significant Person’s interest. Note: It is important for the organization’s board to closely monitor the timeliness and completeness of the Questionnaire responses to assure that there is full disclosure.

**Continuing Disclosures.** If, after completion of the Annual Questionnaire, any Significant Person becomes aware of anything that could give rise to a potential Conflict of Interest with respect to a proposed contract, transaction or arrangement involving the organization, the Significant Person shall promptly disclose that Interest to the Board or its designee, [insert name of any designee]

#### V. Procedure For Determining Whether A Conflict Of Interest Exists

The Board [or Committee] shall determine by a majority vote of disinterested directors whether the disclosed Interest may result in a conflict of interest after meeting, discussing and voting on the matter. The Board [or Committee] shall:

- a. review responses to the Annual Questionnaire and any continuing disclosures that are made during the year;
- b. takes such steps as are necessary to identify Interests and review any so identified;
- c. make such further investigation as it deems appropriate with regard to Interests disclosed or identified; and
- d. determines whether any such Interest gives rise to a Conflict of Interest.

The Board [or Committee] may request additional information concerning the relevant Interest from all reasonable sources before reaching a determination. A Significant Person may make a presentation at the Board [or Committee] meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

#### VI. Procedure When A Conflict Of Interest Exists

Where a conflict of interest is determined to exist, the organization shall not enter into the proposed contract, transaction or arrangement unless the Board [or Committee thereof] has complied with the following:

- a. The chairperson of the Board [or Committee] shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed contract, transaction or arrangement.
- b. After exercising due diligence, the Board [or Committee] shall determine whether the organization can, with reasonable efforts, get a more advantageous contract, transaction or arrangement from a person or entity without a conflict of interest.
- c. If a more advantageous transaction or arrangement is not reasonably possible, the Board [or Committee] shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's "best interest", for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, the Board shall make its decision as to whether to enter into the contract, transaction or arrangement.

#### VII. Procedure For Violations Of The Policy

- a. If the Board [or Committee] has reasonable cause to believe a Significant Person has failed to comply with the disclosure requirements in this Policy, it shall inform the Person of the basis for such belief and afford the Person an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the Significant Person's response and after making further investigation as warranted by the circumstances, the Board or committee determines the Significant Person

has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### VIII. Documentation Of Process

The minutes of the Board (and all committees with board delegated powers) shall contain:

- a. The names of the Significant Persons who disclosed or otherwise were found to have an Interest being considered at such meeting by the Board [or Committee], the nature of the Interest, any action taken to determine whether a Conflict of Interest was present, and the Board's [or Committee's] decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions relating to the contract, transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.
- c. If appraisals (for tangible property) or third party comparable data (for compensation) were considered by the Board [or Committee], the nature and source of the data.

#### IX. Annual Affirmation Statement

Each Significant Person shall annually sign the statement at the end of the attached Annual Questionnaire and affirm:

The person has received a copy of this Conflict of Interest Policy,

The person has read and understands the Policy,

The person agrees to comply with the Policy, and

The person understands the organization is a non-profit organization and, in order to maintain its federal tax exemption, it must continuously engage primarily in activities that accomplish one or more of its tax-exempt purposes.

#### X. Periodic Reviews

To ensure that the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm's length bargaining.

Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further the non-profit mission and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### XI. Use Of Outside Experts–

When conducting the periodic reviews as provided for in Article VII, the organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

**Addendum #2 to Bylaws**  
**Record Retention and Document Destruction (Basic)**

*This brief document retention policy is framed as part of compliance with Sarbanes-Oxley; it includes a list of documents and time periods. This is a sample only. Do not use without consulting counsel to assure the time periods are consistent with state law. This policy is provided with permission from Board Source.*

**Record Retention Policy**

SHAPE Florida takes seriously its obligations to preserve information relating to litigation, audits, and investigations. The Sarbanes-Oxley Act makes it a crime to alter, cover up, falsify, or destroy any document to prevent its use in an official proceeding. Failure on the part of employees to follow this policy can result in possible civil and criminal sanctions against the organization and its employees and possible disciplinary action against responsible individuals (up to and including termination of employment). Each employee has an obligation to contact the chief executive or chief financial officer of a potential or actual litigation, external audit, investigation, or similar proceeding involving the organization. The information listed in the retention schedule below is intended as a guideline and may not contain all the records the organization may be required to keep in the future. Questions regarding the retention of documents not listed in this chart should be directed to the chief executive.

From time to time, the chief executive may issue a notice, known as a “legal hold,” suspending the destruction of records due to pending, threatened, or otherwise reasonably foreseeable litigation, audits, government investigations, or similar proceedings. No records specified in any legal hold may be destroyed, even if the scheduled destruction date has passed, until the legal hold is withdrawn in writing by the chief executive.

File Category	Item	Retention Period
<b>Corporate Records</b>	Bylaws and Articles of Incorporation	Permanent
	Corporate resolutions	Permanent
	Board and committee meeting agendas and minutes	Permanent
	Conflict-of-interest disclosure forms	5 years
<b>Finance and Administration</b>	Financial statements (audited)	Permanent
	Auditor management letters	Permanent
	Payroll records	Permanent
	Journal entries	Permanent

File Category	Item	Retention Period
	Check register and checks	[7 years/ Permanent]
	Bank deposits and statements	7 years
	Charitable organizations registration statements (filed with [State] Attorney General)	7 years
	Chart of accounts	7 years
	Expense reports	7 years
	General ledgers and journals (includes bank reconciliations, fund accounting by month, payouts allocation, securities lending, single fund allocation, trust statements)	7 years
	Accounts payable ledger	7 years
	Investment performance reports	7 years
	Investment consultant reports	7 years
	Investment manager correspondence	7 years
	Equipment files and maintenance records	7 years after disposition
	Contracts and agreements	7 years after all obligations end
	Investment manager contracts	7 years after all obligations end
	Correspondence — general	3 years
<b>Insurance Records</b>	Policies — occurrence type	Permanent
	Policies — claims-made type	Permanent
	Accident reports	7 years
	Fire inspection reports	7 years
	Safety (OSHA) reports	7 years
	Claims (after settlement)	7 years
	Group disability records	7 years after end of benefits
<b>Real Estate</b>	Deeds	Permanent
	Leases (expired)	7 years after all obligations end
	Mortgages, security agreements	7 years after all obligations end

File Category	Item	Retention Period
	Purchase agreements	7 years after disposition requirement
<b>Tax</b>	IRS exemption determination and related correspondence, including Form 1023	Permanent
	IRS Form 990s and 990-Ts	Permanent
	Withholding tax statements	7 years
	Correspondence with legal counsel or accountants, not otherwise listed	7 years after return is filed
	Timecards	3 years
<b>Communications</b>	<b>One set of all communication documents kept on-site and one set kept off-site</b>	
	Press releases	Permanent
	Annual reports	Permanent (5 copies)
	Other publications	7 years
	Photos	7 years
	Press clippings	7 years
<b>Donor Services</b>	Fund agreements (paper and digital copies)	Permanent
	Correspondence — acknowledgment of gifts and grant requests	Permanent
	Donor fund statements	Permanent
<b>Consulting Services</b>	Consulting contracts/filed	7 years after all obligations end
<b>Human Resources</b>	Employee personnel files	Permanent
	Retirement plan benefits (plan descriptions, plan documents)	Permanent
	Employee medical records	Permanent
	Employee handbooks	Permanent
	Workers comp claims (after settlement)	7 years
	Employee orientation and training materials	7 years after use ends
	Employment offer letter	7 years after all obligations end
	Employment applications	3 years
	IRS Form I-9 (store separate from personnel file)	Greater of 1 year after end

File Category	Item	Retention Period
		of service, or 3 years
	Résumés	1 year
<b>Technology</b>	Software licenses and support agreements	7 years after all obligations end
<b>Library</b>	Other annual reports	2 years
	Directories and periodicals	2 years
<b>General Administration</b>	Correspondence — chief executive and general	7 years
	Appointment calendars — chief executive	7 years

By: \_\_\_\_\_

Executive Director

*Excerpted from The Nonprofit Policy Sampler, Second Edition by Barbara Lawrence and Outi Flynn, a publication of BoardSource, formerly the National Center for Nonprofit Boards. For more information about BoardSource, call 800-883-6262 or visit [www.boardsource.org](http://www.boardsource.org). BoardSource © 2006.*

### **Addendum #3 to Bylaws:**

#### **Whistleblower Policy**

*This policy provides clear definitions and provisions for handling allegations of misconduct while protecting the organization under difficult circumstances. This policy is provided with permission from BoardSource.*

In keeping with the policy of maintaining the highest standards of conduct and ethics, SHAPE Florida (Society of Health and Physical Educators Florida) hereinafter referred to as 'the organization', will investigate any suspected fraudulent or dishonest use or misuse of the organization's resources or property by staff, board members, consultants, or volunteers.

Staff, board members, consultants, and volunteers are encouraged to report suspected fraudulent or dishonest conduct (i.e., to act as "whistleblower"), pursuant to the procedures set forth below.

#### **Reporting**

A person's concerns about possible fraudulent or dishonest use or misuse of resources or property should be reported to his or her supervisor or, if suspected by a volunteer, to the staff member supporting the volunteer's work. If, for any reason, a person finds it difficult to report his or her concerns to a supervisor or staff member supporting the volunteer's work, the person may report the concerns directly to the chief executive. Alternately, to facilitate reporting of suspected violations where the reporter wishes to remain anonymous, a written statement may be submitted to one of the individuals listed above.

#### **Definitions**

### **Baseless Allegations**

Allegations made with reckless disregard for their truth or falsity or knowingly false allegations. Individuals making such allegations may be subject to disciplinary action by the organization, and/or legal claims by individuals accused of such conduct.

### **Fraudulent or Dishonest Conduct**

A deliberate act or failure to act with the intention of obtaining an unauthorized benefit. Examples of such conduct include

- Forgery or alteration of documents
- Unauthorized alteration or manipulation of computer files
- Fraudulent financial reporting
- Pursuit of a benefit or advantage in violation of the organization's Conflict-of-Interest Policy
- Misappropriation or misuse of the organization's resources, such as funds, supplies, or other assets
- Authorizing or receiving compensation for goods not received or services not performed
- Authorizing or receiving compensation for hours not worked

### **Whistleblower**

An employee, consultant, or volunteer who informs a supervisor or the chief executive about an activity relating to XYZ which that person believes to be fraudulent or dishonest.

### **Rights and Responsibilities**

#### **Supervisors**

Supervisors are required to report suspected fraudulent or dishonest conduct to the chief executive. Reasonable care should be taken in dealing with suspected misconduct to avoid

- Baseless allegations
- Premature notice to persons suspected of misconduct and/or disclosure of suspected misconduct to others not involved with the investigation
- Violations of a person's rights under law

Due to the important yet sensitive nature of the suspected violations, effective professional follow-up is critical. Supervisors, while appropriately concerned about "getting to the bottom" of such issues, should not in any circumstances perform any investigative or other follow-up steps on their own. Accordingly, a supervisor who becomes aware of suspected misconduct

- Should not contact the person suspected to further investigate the matter or demand restitution
- Should not discuss the case with attorneys, the media, or anyone other than the chief executive
- Should not report the case to an authorized law enforcement officer without first discussing the case with the chief executive.

#### **Investigation**

All relevant matters, including suspected but unproved matters, will be reviewed and analyzed, with documentation of the receipt, retention, investigation, and treatment of the complaint. Appropriate corrective action will be taken, if necessary, and findings will be communicated to the reporting

person and his or her supervisor. Investigations may warrant investigation by independent persons such as auditors and/or attorneys.

### **Whistleblower Protection**

The organization will protect whistleblowers as defined below:

- The organization will use its best efforts to protect whistleblowers against retaliation. Whistleblowing complaints will be handled with sensitivity, discretion, and confidentiality to the extent allowed by the circumstances and the law. Generally, this means that whistleblower complaints will only be shared with those who have a need to know so that the organization can conduct an effective investigation, determine what action to take based on the results of any such investigation, and in appropriate cases, with law enforcement personnel. (Should disciplinary or legal action be taken against a person or persons as a result of a whistleblower complaint, such persons may also have the right to know the identity of the whistleblower.)
  
- Employees, consultants, and volunteers of the organization may not retaliate against a whistleblower for informing management about an activity which that person believes to be fraudulent or dishonest with the intent or effect of adversely affecting the terms or conditions of the whistleblower's employment, including but not limited to, threats of physical harm, loss of job, punitive work assignments, or impact on salary or fees. Whistleblowers who believe that they have been retaliated against may file a written complaint with the chief executive officer or to the chairperson of the board. Any complaint of retaliation will be promptly investigated and appropriate corrective measures taken if allegations of retaliation are substantiated. This protection from retaliation is not intended to prohibit supervisors from taking action, including disciplinary action, in the usual scope of their duties and based on valid performance-related factors.
  
- Whistleblowers must be cautious to avoid baseless allegations (as described earlier in the definitions section of this policy).

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+\* Addendum to Bylaws, (Addendum #1-#3) are required by the U.S. Government/IRS and approved by FAHPERDS (now SHAPE Florida) Board in October 2008.

1. Conflict of Interest Policy and Procedures
2. Record Retention and Document Destruction
3. Whistleblower Policy

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