

SECTION XII

AFFILIATED ORGANIZATIONS

12.1 NEW MEXICO HIGH SCHOOL COACHES ASSOCIATION CONSTITUTION

ARTICLE I - NAME AND OBJECTIVES

Section 1

The name of this organization will be the "New Mexico High School Coaches Association," and is organized under the laws of the State of New Mexico and particularly under New Mexico Statutes Annotated, 1953 Edition (1957 Supp.), Article 14, Sections 51-14-20 to 51-14-40, inclusive.

Section 2

The objectives of this Association shall be:

- A.** To foster by study, publication and teaching the knowledge of sports skills, the psychology of coaching, ethics of coaching and sportsmanship by conducting coaching schools and by offering the training coaches need to become licensed;
- B.** To foster the study of physical education and encourage the personal and professional development of young coaches;
- C.** To encourage research and preparation of publications devoted to enhancing the skills of coaches in New Mexico;
- D.** To support activities that will help provide higher education opportunity for the youth of New Mexico;
- E.** To help maintain the highest possible standards in athletics and the coaching profession, and to work together for the improvement of conditions in New Mexico high school athletics.
- F.** To secure a better understanding of the problems of high school coaching, and to place sources of information at the disposal of members.
- G.** To endeavor to improve all sports in all phases by aiding the coaches in securing a more thorough understanding of the various sports.
- H.** To have a representative group of coaches to which may be referred athletic problems of general interest in the hope of creating better relationships between schools.
- I.** To promote good fellowship and social contacts among coaches.
- J.** To cooperate with the New Mexico Activities Association in making athletics an integral part of the complete educational program.

Section 3

This Association shall exist for a period of 100 years (December 4, 1958 to December 3, 2058).

ARTICLE II - GOVERNMENT

Section 1

Constitution -- The government of the Association shall be vested in a Board of Directors as provided in the Bylaws.

Section 2

The Bylaws of the Association shall be adopted by the accredited and qualified members of the Association in good standing, and may be amended, changed or repealed by a majority vote of such members. Such Bylaws, when adopted, shall be the governing rules of procedure and operation of the Association subject only to this Constitution, the Constitution and Bylaws of the New Mexico Activities Association, and the Laws of the State of New Mexico.

ARTICLE III - MEMBERSHIP

Section 1

Membership shall include only athletic Coaches and Athletic Directors of elementary,¹ junior high school/middle school and high schools in the State of New Mexico. A student membership will be available to undergraduates that are seeking a career in the profession of athletic coaching. A student member will have voting privileges but may not hold office. In the case of the Athletic Directors membership is available only to those whose administrative duties are directly connected with athletics.

Section 2

An associate membership shall be available to applicants who have an interest in furthering the objectives of the association, but associate member shall not be coaches or athletic directors residing within the State of New Mexico. Associate memberships shall be approved by the Board of Directors and such members shall not be eligible to vote or hold office.

ARTICLE IV - AMENDMENTS

Section 1

This Constitution may be amended by an affirmative vote of the majority of members present at the Annual Meeting of the Association, provided that a notice setting forth the proposed amendment or amendments shall have been posted in a prominent place at least two days in advance of said vote at the site of the Annual Meeting.

BY - LAWS

ARTICLE I - BOARD OF DIRECTORS

Section 1

The Board of Directors shall consist of the President, President-Elect/Vice President, and Immediate Past President, ten Regional Directors to be elected and three additional Directors, one to be appointed by the President of the Association, one appointed by the President of the New Mexico High School Athletic Directors Association and one by the Executive Director of the New Mexico Activities Association.

Section 2

- A. Ten Directors, two from each region, shall be elected at the regional meetings held at the Coaches Clinic each year. Election of the Regional Directors shall be made by members of the Association who coach in each respective region. The regions shall be Northwest, Northeast, Southwest, Southeast and Central, including schools of all classifications therein. Designation of which schools are to be included in each region shall be made by the Board of Directors. Candidates

shall be members of the Association and employed as an athletic coach.

- B.** After the first year of its existence, a region will elect one Director for a one year term and one for a two-year term. They will be replaced in subsequent elections for two-year periods as their terms expire.
- C.** The president of the Association shall appoint one member of the Association to the Board of Directors. The appointed Director shall be a voting member of the Board, a member of the Association and employed as an athletic coach or director. He/she shall serve as the Association's appointment to the New Mexico Activities Association's Athletic Council, Commission and/or Board of Directors
- D.** The President of the New Mexico High School Athletic Director's Association shall appoint one member of the Board to a one-year term. The appointed Director shall be a voting member of the Board, a member of the Association and employed as an Athletic Director. He/she shall serve as the Association's liaison with the New Mexico High School Athletic Director's Association.
- E.** The Executive Director of the New Mexico Activities Association shall appoint one member of the Board to a one year term. The appointed Director shall be a voting member of the Board.

Section 3

Should a Board member elected from one region move to another region, leave the State, or resign from all coaching responsibilities, he/she shall be replaced and his term completed by a coach from that region appointed by the President of the Association.

Section 4

Should an officer of the Board leave the high school coaching profession in the State of New Mexico, his/her office shall be filled by appointment by the Board. The order of succession to the Presidency shall be President-Elect and then the Senior Regional Director. Should there be Directors with equal seniority, the selection shall be determined by the flip of a coin.

Section 5

The Board of Directors shall have complete control and management of the affairs, funds and property of the Association.

Section 6

At the end of the fiscal year, the Board of Directors shall cause an annual review of the financial statement of the Association to be made by a committee of no less than three (3) members, who need not be members of the Board of Directors, appointed by the President. The fiscal year of the Association shall be from October 1st to September 30th, inclusive. The report on the review shall be made at the spring meeting of the Board of Directors. The Executive Secretary shall send the report to the President, the Immediate Past President and the New Mexico Activities Association and it shall be available to the general membership upon request.

Section 7

All expenses of the Association, Coaching Training and Clinic and All-Star Games shall be paid out of the Association funds by the Executive Secretary, as directed from time to time by the Board. All records of financial transactions shall be made available to the President and the Board.

Section 8

A majority of the Board of Directors present at a meeting shall constitute a quorum.

ARTICLE II - OFFICERS

Section 1

A President-Elect/Vice President shall be elected annually by the members of the Association at the Annual Meeting. In order to be eligible for the office of President-Elect/Vice President, the member must have served at least one year on the Board of Directors and employed as an athletic coach. The office of President-Elect/Vice President shall rotate between a member from the northern, central and southern parts of the State. Boundaries will be defined as follows:

Northern will be the northwest and northeast regions;

Central will be the central region;

Southern will be the southwest and southeast regions.

Section 2

The Executive Secretary/Treasurer shall be appointed by the Board of Directors. The Executive Secretary/Treasurer need not be either a member of the Association or employed as an athletic coach or director. The Board of Directors shall determine the annual compensation for the Executive Secretary/Treasurer, determine the maximum annual allowance allocated for mileage, per diem and operation of his/her office and supplemental allowances per year to secure outside clerical and professional services

Section 3

Nominations for the officers shall be made by a Nominating Committee of Board members or from the floor in open meeting. The Nominating Committee is to be composed of the immediate Past President, who will serve as Chairman, or a Senior Director appointed by the President in the event the Past-President is disqualified, and the Senior Directors from each of the five regions.

Section 4

The election shall be under the direction of the Chairman of the Nominating Committee.

Section 5

The candidate for each office who receives the majority of votes cast for any office shall be declared elected.

Section 6

In the event that the office of President-Elect becomes vacant, the senior Regional Director shall fill this office.

Section 7

It shall be the duty of the President to appoint all committees and to fill all vacancies on committees and on the Board of Directors that occur during his/her term of office. The President shall call meetings of the Board of Directors and preside at all meetings of the Board and of the Association, and shall have general power and supervision of the Association, and shall execute, on behalf of the Association all papers, contracts, agreements and other evidences in writing only when authorized by the Board of Directors.

Section 8

The President-Elect shall be present at all meetings of the Association and the Board of Directors and, in the absence of the President, perform the duties and exercise the power of the President, and perform such other duties as may be delegated by the Board of Directors.

Section 9

The Executive Secretary shall attend all meetings of the Association and perform any duties designated by the Board of Directors. The Executive Secretary shall be bonded for \$10,000.00, shall sign all checks for the Association and have them countersigned by the President or his designee.

Section 10

Mileage and per diem shall be paid to the officers and members of the Board attending regular and called meetings at a rate to be set from time to time by the Board. Officers or members of the Board that are either at the meeting site at the expense of their school or reside in the city in which the meeting is held shall not be paid mileage and per diem.

ARTICLE III - MEMBERSHIP AND DUES

Section 1

The qualifications for membership are defined in the Constitution.

Section 2

The amount of the Annual Membership Dues will be set by the Board of Directors and shall include the amount necessary for individual membership in the National High School Athletic Coaches Association. Student memberships will be available at a fee to be set by the Board which will be less than a regular membership. Associate memberships annual dues shall be set from time to time by the Board of Directors. Membership fees will not be prorated during the year and all membership shall expire on May 31 of each year.

Section 3

The fee for the Annual Coaches Training and Clinic shall be set by the Board of Directors with the option of charging additional amounts to New or Not-Current members, Non-Members of the Association and for Late Registration.

Section 4

Any member may be suspended with cause by a two-thirds vote of the Board of Directors.

Section 5

At the annual meeting only current members shall be eligible to vote. A current -member is defined as one whose dues have been paid for the current Association year (June 1 through May 31).

ARTICLE IV - MEETINGS

Section 1

The regular meetings of the Association Board of Directors, open to all Association members, shall be at the Annual Coaches Training and Clinic and the State Track Meet, or, at such other times as determined by the Board. The President may call a special meeting at any time he/she determines such a meeting is necessary or when a majority of the Board requests, in writing, such a special meeting be called.

Section 2

The Annual Meeting of the Association shall be during the week of the Annual Coaches Clinic.

Section 3

A quorum shall consist of the current members attending the annual meeting. There must be due notice of the meeting having been given in writing.

ARTICLE V - AMENDMENTS

Section 1

Any proposed amendment to the Bylaws shall be submitted by a member in writing to a member of the Board of Directors no later than twenty-four hours before the next regular annual meeting of the Association.

Section 2

The proposed amendment, together with opinion of the Board of Directors, shall be read at a regular annual meeting of the Association. An affirmative vote of a majority of the members present shall be necessary for the adoption of any such amendment or amendments.

ARTICLE VI - GRIEVANCE

Section 1

A current member shall have the right to appeal a decision, action or policy made by the members, Board of Directors, Officers, or by the Executive Secretary.

Section 2

The procedure of appeal shall be established by the Board of Directors.

ARTICLE VII - DISSOLUTION OF ASSOCIATION/TRANSFER OF ASSETS

Section 1

Upon the dissolution of the Association, the board of Directors shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of all assets of the Association in a manner consistent with the overall purposes of the Associations, including without limitation the transfer thereof to another organization (or organizations) organized and operated exclusively for charitable, literary, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 and/or to an exempt organization under Section 501(c)(4) (or the corresponding provision of any amendments thereto) as the Board of Directors may determine. As to any assets not so disposed as provided herein, any director of the Association may petition the applicable court in the State of New Mexico having jurisdiction over the matter for the purposes of having the court enter an order directing the disposal of such assets to such exempt or organizations as contemplated by the provisions as herein or as otherwise deemed appropriate by the court.

ARTICLE VIII - INDEMNIFICATION OF DIRECTORS, OFFICERS, AND ASSOCIATION STAFF

Section 1

The Association shall, to the extent legally permissible, indemnify each person who may serve or has at any time served as a director, officer, or staff employee of the Association, or who at the request of the Association may serve or any time has served as a director, officer, or employee of the Association, against all expenses and liabilities (including attorney fees, judgments, fines, penalties, or amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, lawsuit, or other proceeding, whether civil, criminal, administrative or investigative, in which he/she may have been involved by reason of his/her serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he/she is successful in the merits, or any proceeding authorized by the Association in which the

Association seeks declaratory relief regarding such person's conduct); provided, however no indemnification shall be provided for any person with respect to any matter as to which he/she shall have been finally adjudicated in any proceeding to have acted with willful or malicious intent, or in the intentional belief that his /her action was not in the best interest of the Association; and provided, further, that as to any matter disposed of by a compromise or settlement payment by such person, pursuant to a consent decree or otherwise, then any such payment or indemnification thereof must be approved by the Board of Directors of the Association, which approval shall not be unreasonably withheld, or approved by a court of competent jurisdiction.

Such indemnification shall include payment by the Association of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding (upon receipt of an undertaking by the person indemnified to repay such payment if he/she shall be adjudicated not to be entitled to indemnification under this Article, which undertaking may be accepted without regard to the financial ability of such person to make such repayment).

Any indemnification of advance of expenses under the Article shall be paid promptly, and any event within 30 days after receipt by the Association of a written request therefore for the person to be indemnified, unless with respect to a claim to indemnification the Association shall have determined that the person is not entitled to indemnification. If the Association denies the request or if payment is not made within 30 days, as provided herein, then the person seeking to be indemnified may at any time thereafter seek to enforce his/her rights under in a court of competent jurisdiction, and if successful in whole and part, shall also be entitled to reimbursement for the expenses incurred in prosecuting such action. Unless provided by law, the burden of proof that the person is not entitled to reimbursement or indemnification shall be upon the Association.

The right of indemnification under this Article shall be a contract right and inure to the benefit of the directors, officers and staff employees of the Association and other persons entitled to be indemnification hereunder, and no amendment or appeal of this Article shall be adverse by effect right of such directors, officer or staff employee of the Association existing at the time of such subsequent amendment or repeal.

All indemnification and reimbursement obligations herein shall insure to the benefit of the heirs, executors, administrators, and assigns of any director, officer, or staff employee entitled to indemnification hereunder.

The right of indemnification under this Article shall be in addition to and not exclusive of any other rights to which such director, officer, or staff employee of the Association may be entitled. Nothing contained in this Article shall affect any rights of indemnification to which said persons may otherwise entitled to by contract or by law beyond that which is provided herein.

The Association may maintain insurance, at its expense, to protect itself and any director, officer, or staff employee of the Association against any expense, liability, loss, or exposure herein, whether or not the Association would have the power to indemnify such person against such expense, liability, or loss under the New Mexico Non-Profit Corporation Act.



12.2 NEW MEXICO HIGH SCHOOL ATHLETIC DIRECTORS ASSOCIATION CONSTITUTION

ARTICLE I - NAME

The name of this organization shall be the New Mexico Athletic Directors Association.

ARTICLE II - PURPOSE

The purpose of this organization shall be:

1. To preserve, nurture and perpetuate interscholastic athletics and its educational aspects in perspective to the integrity of the total curriculum.
2. To improve athletic understanding and relationships throughout the State of New Mexico.
3. To establish unity and fellowship among all members.
4. To promote uniformity in athletic policies throughout the State of New Mexico.
5. To cooperate with the administrative head while remaining cognizant that he/she is held ultimately responsible in all matters related to interscholastic activities involving his/her school.
6. To establish closer working relationships with related professional groups.
7. To assist and cooperate with the New Mexico High School Coaches Association, the New Mexico High School Officials Association, and the New Mexico Activities Association in maintaining their goals and objectives.
8. To promote the professional growth and image of interscholastic athletic administrators.

ARTICLE III - MEMBERSHIP**Section 1 - Active Membership**

The Association shall be limited to all athletic directors and all others who have athletic administrative responsibilities in the State of New Mexico.

Section 2 - Associate Membership

Associate membership shall be open to other interested parties, such as school administrators, retired athletic directors, university students in the field of sport administration, and others as approved by the NMADA Board.

Section 3 - Dues

The NMADA Board of Directors establishes annual dues.

Section 4 - Voting Privilege

Only those active Association members present at the meeting are eligible to cast a vote.

Section 5 - Association Year

The Association year shall begin July 1 and end June 30.

ARTICLE IV – OFFICERS

Section 1 - Officers

The officers shall be the Past President, President, Vice-President, and Secretary-Treasurer and shall serve 2 year terms.

Section 2 - Duties of the President

The President shall preside at all meetings of the NMADA as the Chief Executive Officer. The president shall also preside at all meetings of the NMADA Board of Directors. The president shall have the power to appoint special committees for the purpose of improving the objectives of the Association. The president shall serve as the NMADA representative on the NMAA Commission.

Section 3 - Duties of the Vice President

The vice president shall assume the duties of the president in his/her absence or in his/her inability to act. He/she shall assist the president in any matters necessary. The vice president shall be the president-elect and automatically move into the presidency. The vice president shall serve as the NMADA representative on the New Mexico High School Coaches Association Board of Directors.

Section 4 – Secretary-Treasurer

The secretary-treasurer shall be the chief corresponding officer responsible for all such records and proceedings of the NMADA. The secretary-treasurer shall be responsible for notices, publications, reports and other items necessary for proper operation of the NMADA. The secretary-treasurer shall have primary responsibility for membership development, records, etc. The secretary-treasurers shall give a financial report as a routine order of business at all meetings of the NMADA.

Section 5 – Past President

The past president shall consult, advise, and assist the officers in the leadership functions of the NMADA. The past president shall conduct meetings in the absence of the president and the vice president.

ARTICLE V – BOARD OF DIRECTORS

Section 1 - Officers

All elected officers of the NMADA serve on the board of directors.

Section 2 – Classification Representatives

Classification (A/AA, 3A, 4A/5A) representatives (one north, one south for each combined two classifications) are appointed by the president and serve two year staggered terms on the board of directors.

Section 3 – Additional members

The New Mexico NIAAA Leadership Training Program Coordinator, The New Mexico NIAAA Liaison, the New Mexico NIAAA/NMADA Awards Chairperson, the New Mexico NIAAA Certification Coordinator, Middle School and Retired representatives (appointed by the President for a term of 2 years, staggered), and the NMADA Executive Director shall serve on the Board of Directors.

Section 4 - Quorum

A quorum shall consist of two-thirds of the membership of the Board of Directors and any action taken will be based on simple majority vote.

ARTICLE VI - MEETINGS

Section 1 - NMADA Meetings

The NMADA shall have three meetings each year. Generally, they shall be held during the New Mexico High School Coaches Association Clinic, the NMADA annual conference, and the NMAA State Basketball Tournament. Meetings may be scheduled at other times at the discretion of the president.

Section 2 – Board of Directors Meetings

The Board of Directors shall meet as often as deemed necessary to administer their business. Meetings shall be called by the president. Notice of at least one week should be given to all members as to the time, place and agenda.

ARTICLE VII - ELECTIONS AND APPOINTMENTS

Section 1 - Election of Officers

Election of officers shall be at the conclusion session of the July meeting.

Section 2 - New Officers

All newly elected officers shall take office at the meeting of the Board of Directors following the July meeting. Transfer of offices or officers should be made as orderly as possible. Incoming officers should be advised of current business of that office in writing, submitted with all records on election.

Section 3 - Election of Officers

The president shall serve a two-year term and not be eligible for re-election. The vice president shall succeed to the office of president in order to retain organizational stability. The secretary-treasurer shall succeed the office of vice president. The secretary-treasurer will be elected by the members of the NMADA at the July meeting.

Section 4 – Elections and Vacancies

The Board of Directors of the NMADA shall serve as the nominating committee for all general elections and all vacancies on the Board of Directors.

Section 5 - Special Awards

The New Mexico Athletic Director of the Year Award will presented annually to a member of the Association in the following categories/classifications: A, 2A, 3A, 4A, 5A, Rookie, Middle School & Assistant. This award will be presented at the NMAA/NMADA Fall Conference in October. The outgoing president of the NMADA will also be presented with the NIAAA Distinguished Service Award during the Fall Conference.

ARTICLE VIII - ORGANIZATIONAL RELATIONSHIPS

Section 1 - Relationships

Group organizational relationships shall exist with all educational and administrative groups.

Section 2 - Correlation

The constitution and proceedings of the NMADA shall be consistent with the fundamental purpose of the New Mexico Activities Association.

Section 3 – Appeal process

The Board of Directors of the NMADA shall serve as the review board for all appeals.

Supplement – Mission and Core Values - The following mission and core values were adopted by the general membership on March 8, 2007

NMADA MISSION AND CORE VALUES

NMADA MISSION:

The NMADA is committed to the individual and organizational development of interscholastic athletics leaders in the state of New Mexico.

NMADA CORE VALUES:

- I. To promote professional growth, image, unity, and fellowship of all members.
- II. To support academic excellence, the educational integrity of interscholastic athletic programs, and cooperate with the administrative head in the administration of those programs.
- III. To assist and cooperate with state organizations (NMAA, NMHSCA, NMOA, etc.) in maintaining their goals and objectives and to promote uniformity in athletic policies in New Mexico.
- IV. To improve athletic understanding and relationships throughout the state of New Mexico, especially through close working relationships with related organizations.

