

CHARTER FOR THE NATIONAL EXECUTIVE DIRECTORS COUNCIL

ESTABLISHMENT OF COMMITTEE

The Board of Directors of the National Interscholastic Athletic Administrators Association ("NIAAA") establishes this Committee of the NIAAA, which shall be known as the National Executive Directors' Council Committee (the "NEDC Committee").

PURPOSES AND RESPONSIBILITIES

The NEDC Committee's primary purposes and responsibilities include all of the following:

1. Working together for the common good of all the state athletic director associations and their members.
2. Providing an efficient system for the exchange of ideas and expertise between state athletic director organizations and NIAAA and National Federation of State High School Associations (also known as NFHS).
3. Promoting national programs and initiatives with state athletic director organizations.
4. Providing guidance, direction, and leadership for the position of executive director with state athletic director organizations.
5. Promoting the purposes of NIAAA.

LIMITATIONS OF COMMITTEE

1. As a Committee of NIAAA, the NEDC Committee shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of NIAAA. The purposes for which NIAAA is organized are:

To promote, conduct, and foster study of the administration of interscholastic athletics with a view to facilitating and assuring the continuance of such athletics as a vital part of the educational system;

To disseminate information and promote, conduct, and foster other activities designed to increase knowledge and understanding among high school administrators and the general public of the role of high school athletics and that of athletic administrators in high school education;

To provide a forum in which individuals and organizations may consult and cooperate in considering problems related to the administration of high school athletics; and

To do all the foregoing exclusively for charitable and educational purposes as an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations.

Accordingly, the NEDC Committee shall not engage in any activities or exercise any powers which may jeopardize the tax-exempt status of NIAAA, including, but not limited to:

- (a) Allowing the inurement of benefits, including unreasonable payments, such as excessive payments for rent, excessive compensation, and unreasonable interest on loans, to Committee members or to the family members of Committee members;
- (b) Attempting to influence legislation, including lobbying activities, or to participate to any extent in a political campaign for or against any candidate for public office; and
- (c) Earning income interpreted by the Internal Revenue Service to be unrelated business income, which is income from a regularly conducted unrelated trade or business by a tax-exempt organization, which is not substantially related (aside from providing funds) to the exercise or performance of its exempt purpose or function.

The following shall require the pre-approval of the Executive Director of NIAAA (the "NIAAA's Executive Director"):

- (a) Entering into any agreements or arrangements, including sponsorship agreements;
Accepting any property or other donations or contributions in any form;
Hiring employees, agents or other advisors; and

(b) Making purchases (singularly or in totality) exceeding the annual budget approved by the Board of Directors.

All directives and policies of NIAAA, as modified from time to time, shall be applicable to the NEDC Committee, including the Conflict of Interest Policy.

MEMBERSHIP

The criteria for eligibility as a member of the NEDC Committee shall be:

1. The requirements of Article XI, Section 1 of NIAAA's Bylaws, as amended from time to time (attached as Exhibit A), and
2. Serving in the capacity of the Executive Director (or substantially similar type of leadership position) of a State Athletic Directors Association or substantially similar type of organization.

The names of the individuals meeting the eligibility criteria shall be submitted to NIAAA's Executive Director annually and the eligible individuals shall serve on the Committee until they no longer meet the eligibility criteria and their respective successors are selected or until their earlier death, resignation, or removal.

ORGANIZATION

The NEDC Committee shall report directly to NIAAA's Executive Director. Members of the NEDC Committee shall biannually elect a Chairperson of the NEDC Committee by a majority vote of the NEDC Committee members present at the meeting. The Chairperson will be responsible for the management of the NEDC Committee and shall have the authority to call meetings, set agendas, and direct the work of the NEDC Committee.

MEETINGS

The NEDC Committee shall meet as often as it determines, but not less frequently than annually. The Chairperson of the NEDC Committee shall preside at each Committee meeting. The Chairperson or any member of the NEDC Committee may call a meeting of the NEDC Committee upon notice to each other member at least forty-eight (48) hours prior to the meeting. Any Committee member may waive notice of a meeting. A majority of the entire Committee shall constitute a quorum for any meeting. If a quorum is present at a Committee meeting, a majority vote of the members present at such meeting shall be required to approve any action of or to decide any question brought before the NEDC Committee.

ANNUAL REVIEW, BUDGET AND FUNDS

The Chairperson shall meet with the Board of Directors at least annually, at which time the Chairperson shall present to the Board of Directors an annual review of the NEDC Committee. During the annual review, the Chairperson shall provide:

1. The NEDC Committee's proposed annual budget;
2. Any financial information requested by the Board of Directors, NIAAA's Executive Director, or NIAAA's accountant; and
3. A report of the NEDC Committee's activities during the prior year and proposed activities for the upcoming year.

The Board of Directors shall approve the proposed annual budget and the proposed activities for the upcoming year. Notwithstanding the approval of the Board of Directors of the annual budget or the proposed activities for the upcoming year, the NEDC Committee shall not have the authority to engage in any activities or exercise any powers in violation of this Charter. All administration of the funds and accounting for the NEDC Committee shall be performed by the NIAAA's accountant. The NEDC Committee shall also provide all accounting information requested by the Board of Directors, NIAAA's Executive Director or the NIAAA's accountant.

NEDC

National Executive Directors' Council

Articles of Organization

Article I – Name

Section 1 - The organization shall be known as the National Executive Directors' Council (NEDC).

Article II – Mission

Section 1 - The NEDC will work together for the common good of all state athletic administrators' associations and their members. It will provide an efficient system for the exchange of ideas and expertise between state athletic administrator organizations and the NIAAA.

Article III – Purpose

Section 1 - A national professional organization administered by and for state athletic administrator associations for the purpose of:

1. Working together for the common good of all state athletic administrator organizations and their members.
2. Providing an efficient system for the exchange of ideas and expertise between state athletic administrator organizations and the NIAAA.
3. Promoting national programs and initiatives with state organizations.
4. Providing guidance, direction, and leadership for the position of executive director with state athletic administrator organizations.
5. Planning for the future growth of the Council.

Article IV – Membership

Section 1 – Each NIAAA approved state athletic administrators' association that has a designated executive director position shall be entitled to one (1) vote.

Section 2 – All independent athletic administrators associations representing either state or international provinces and/or any person serving as an assistant to the designated executive director shall be designated as a non-voting affiliate member upon approval by the executive council.

Section 3 – All Members must be members in good standing with the NIAAA.

Article V – Executive Committee, Officers and the positions of Director of Business Development and NIAAA Representative

Section 1 - The administration of this organization shall be vested in an Executive Committee comprised of four (4) NEDC regional representatives, each of whom shall represent one of four NIAAA geographic regions of the United States, and the Officers (refer to Section 5), **all of whom shall be voting members.**

Section 2 – The term of office of the Chair, Vice-Chair, Past Chair and NEDC Regional Representative(s) shall be for two (2) years and shall begin at the conclusion of the annual NIAAA conference. (Even years)

Section 3 – The Vice-Chair shall succeed to the Chair.

Section 4 – Any vacated office shall be filled by the Executive Committee (for the remaining balance of the vacated term).

Section 5 – The Officers of this organization shall be:

- A. *Chair*
- B. *Vice-Chair*
- C. *Secretary*
- D. *Treasurer*
- E. *Past Chair*

Section 6 – The office of Secretary, Treasurer and the position of the Director of Business Development shall be appointed positions for three (3) year terms rather than an elective office. They shall serve at the discretion of the Executive Committee.

Section 7 – The NIAAA Representative shall be an elected position and shall serve a three (3) year term consistent with the By-Laws of the NIAAA Board.

Section 8 – The Nominating Committee shall present a slate of officers, the NEDC Regional Representatives and the NIAAA Representative positions to the Executive Council for approval.

(Regional Representatives shall be nominated in a caucus by their respective regions)

Section 9 – The organizational meeting of the Executive Committee shall be held during the annual NIAAA conference.

Section 10 – Special meetings of the Executive Committee may be called by or at the request of the Chair or by any two Directors. By consent of the Directors, the business of a special meeting may take place by means of conference telephone call.

Section 11 – A majority of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Committee.

Article VI – Executive Council

Section 1 – The Executive Council shall consist of the Executive Committee and officers of this organization listed in Article V, Section 5 and each approved executive director representing their respective state association of athletic administrators.

Article VII – NIAAA Charter for the NEDC

Section 1 – Establishment as a Committee of the NIAAA: The Executive Committee of the National Interscholastic Athletic Administrators Association (“NIAAA”) establishes this Committee of the NIAAA, which shall be known as the National Executive Directors’ Council Committee (the “NEDC Committee”) (Refer to NIAAA Charter in the NEDC POP Manual).

Article VIII – Committees

Section 1 – The Chair shall appoint for their term of office all Committees:

Section 2 – It shall be the duty of all committees to study issues and challenges and to make reports and recommendations to the Executive Committee and serve in an advisory role.

Article IX - Duties

Section 1 – Executive Committee: The Executive Committee shall act as the deliberative and assisting body in the formation of guidelines and policies affecting the Mission of the NEDC. The business and active management of the affairs of the organization shall be delegated to the Executive Committee with the advice and consent of the Executive Council. All four **(4)** NEDC regional representatives shall be represented on the Executive Committee in addition to the officers.

Section 2 - Executive Council: The Executive Council shall be comprised of approved executive directors from each state and shall see that the guidelines and policies of the NEDC are followed. They shall recommend changes/ additions to the guidelines and policies of the NEDC.

Section 3 – Chair: The Chair shall be elected by the Executive Council to supervise the work and activities of all Officers and Committees of the NEDC. He/she subject to the control of the

Executive Committee and Executive Council and shall have general and active management of the business of the Council and shall serve as the official representative of the NEDC.

Section 4 – Vice-Chair: The Vice-Chair shall be elected by the Executive Council and shall assist the Chair in the general and active management of the business of the Council and shall act in the absence of the Chair.

Section 5- Secretary: The Secretary shall be appointed by the Executive Committee and keep meetings of all minutes. He/she shall maintain the official records of all meetings, distribute minutes to all Council members, distribute meeting agendas and assist the Executive Committee in guiding the affairs of the Council. He/she shall conduct all committee correspondence that may be assigned by the Executive Committee.

Section 6 – Treasurer: The Treasurer shall be appointed by the Executive Committee and develop a sound financial plan and keep records for the revenues and expenditures of the Council. . He/she shall present a financial report at all meetings of the Board and Council. He/she shall make and maintain all deposits and withdrawals on behalf of the Council from NEDC banking account(s).

Section 7 – Director of Business Development: The Director of Business Development shall be appointed by the Executive Committee. He/she shall solicit and direct corporate sponsorships and partners and coordinate benefits to members of the Council. He/she shall plan, organize and coordinate the various financial arrangements and needs of the NEDC Annual Summit with the state host. All receipts of money will be submitted to the Treasurer for deposit.

Section 8 – NIAAA Representative: The NIAAA Representative shall be elected by the Executive Council and shall represent the NEDC as a non-voting member on the NIAAA Board of Directors. He/she shall attend the NIAAA Board meetings and submit reports and minutes to the NEDC Executive Committee and Executive Council.

Section 9 – Past Chair – The Past Chair shall assist the Chair as assigned and chair the nominating committee.

Article X – Finances

Section 1 - The organization shall be financed by corporate sponsorships/partnerships, and other necessary fees as determined by the Council.

Section 2 – The fiscal year shall be from July 1 to June 30.

Section 3 – The Executive Council shall approve the stipends of all positions.

Article XI – Meetings

Section 1 – The Executive Committee and Executive Council shall meet bi-annually, during the NIAAA Conference and during the annual summit.

Article XII – Order of Business

Section 1 – The order of business for this organization shall be:

- A. Roll Call
- B. Approval of Secretary's Report
- C. Approval of Director of Business Development's Report
- D. Report of Officers
- E. Report of Committees
- F. Old Business
- G. New Business
- H. Adjournment

Section 2 – Robert's Rules of Order shall be observed.

Section 3 – A quorum of the majority of the voting membership shall be required to conduct business of this organization.

Article XIII – Adoption

Section 1 - The Articles of Organization shall be in force upon adoption by the Executive Committee and by the majority affirmation vote of the Executive Council.

Article XIV – Amendments

Section 1 - The Articles of Organization may be amended by a majority vote of the Executive Committee and Executive Council at the first meeting immediately following the presentation of the resolution.

Article XV – Dissolution

Section 1 – If at any time this organization shall be dissolved, the total assets shall be assigned to the NIAAA.

Approved - December 12, 2011

Revised - August 3, 2015

Approved – December 14, 2015

Revised – April 23, 2020

Approved – December 13, 2020