

**CONSTITUTION AND BY-LAWS OF
SOCIETY OF HEALTH & PHYSICAL EDUCATORS (SHAPE)
MONTANA**

CONSTITUTION

ARTICLE I—NAME

The name of this organization is the SOCIETY OF HEALTH AND PHYSICAL EDUCATORS (SHAPE) MONTANA (therein referred to as SHAPE Montana.)

ARTICLE II—PURPOSE

Section 1

To promote sound programs for public school teachers and professionals in Higher Education of Montana in the areas of Health and Physical Education.

Section 2

To consider issues critical to programs represented by SHAPE Montana for appropriate action.

Section 3

To provide an opportunity for an exchange of ideas and programs among SHAPE Montana members.

Section 4

To cooperate and collaborate with other professional organizations/agencies in furthering the advancement of these fields.

Section 5

SHAPE Montana actively promotes the respect for and value of human diversity within its membership through professional services and activities provided by or for its members. In recognition of the basic tenet, SHAPE Montana prohibits discrimination on the basis of race, color, religion, creed, gender, age, marital status, sexual orientation, national origin, disability, and veteran status in the treatment of, participation in, access to, or content of its programs and activities. SHAPE Montana does not make, condone or tolerate remarks or inferences which reflect disrespect for individuals based upon physical or cultural bias.

Section 6

To maintain an effective liaison with the national organization, The Society of Health and Physical Educators (SHAPE) America, and the Western District of SHAPE America.

ARTICLE III—MEMBERSHIP

Section 1

SHAPE Montana shall be a corporation without stockholders, but it shall have members. The classes of members, the manner of election of appointment, and the qualifications and rights of the members of each class shall be determined in accordance with the Bylaws. The right of members to vote shall be determined in accordance with the Bylaws.

ARTICLE IV—GOVERNMENT

Section 1

The business of SHAPE Montana shall be conducted at the annual Business Meeting and the Board of Directors, each constituted as hereinafter provided. The number of members of the Board of Directors, their qualifications, the manner of their election or appointment and their terms of office shall be fixed by the Bylaws.

Section 2

The officers shall consist of President, President-Elect, Past President, Treasurer and Board Members. All are elected as provided for in the Bylaws. The number of board members shall be determined as provided for in the Bylaws. In addition to the elected officials, a Secretary and Executive Director shall be appointed.

ARTICLE V—DISPOSAL OF ASSETS

Section 1

In the event of dissolution of SHAPE Montana, whether voluntary or involuntary, any unencumbered assets 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 officers shall elect.

ARTICLE VI—NO PERSONAL LIABILITY

Section 1

Neither the officers nor members of SHAPE Montana nor their property shall be subject to or chargeable with the payment of the corporate debts or obligations of SHAPE Montana.

ARTICLE VII—AMENDMENTS

Section 1

All proposed amendments to the Constitution and/or Bylaws shall be first presented to the Board of Directors, advertised through a membership mailing/emailing, after which they shall be presented at the next annual Business Meeting. In the event of an emergency, the Board of Directors, at the request of the President, may resort to a mail/email vote of the SHAPE Montana members. Proposed amendments shall be advertised to the SHAPE Montana membership 30 days before the annual Business Meeting.

Section 2

A two-thirds majority of the members in good standing attending the annual business meeting shall be necessary for adoption.

ARTICLE VIII—LEGACY ACCOUNT

Section 1

SHAPE Montana established a Legacy Account in the amount of \$40,000 (1990) with monies from Jump/Hoops for Heart. The Legacy Account will be managed in a fiscally responsible method by the SHAPE Montana Board of Directors, in a manner that will secure the future of the organizations as well as meet the needs of the membership.

Section 2

The interest income from the Legacy Account shall be used to support yearly gross operating expenses of SHAPE Montana (in other words to supplement and/or replace Jump/Hoops for Heart Income, which may fluctuate each year)

ARTICLE IX—RESTRICTION ON ACTIVITIES

Section 1

No part of the net earnings of SHAPE Montana 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 SHAPE Montana and affecting its purpose.

Section 2

SHAPE Montana 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. SHAPE Montana 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. SHAPE Montana shall not devote a substantial portion of its activities to carrying on propaganda or otherwise attempting to influence legislation, and in no event shall SHAPE Montana engage in any legislation activities other than those in direct furtherance of SHAPE Montana's stated objectives. SHAPE Montana shall not participate in or intervene in any political campaign on behalf of any candidate for public office. In general, SHAPE Montana 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 SHAPE Montana to full tax deduction for their contributions to SHAPE Montana, and it 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.

Section 3

No part of the net earnings of SHAPE Montana 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 SHAPE Montana in effecting its purpose.

BY-LAWS

ARTICLE I—NAME

Section 1

This association shall be called The Society of Health and Physical Educators (SHAPE Montana. (hereinafter referred to as SHAPE Montana)

ARTICLE II—RELATIONSHIP TO SHAPE AMERICA and the WESTERN DISTRICT

Section 1

SHAPE Montana shall be represented in the Delegate Assembly of SHAPE America and on the Western District Board.

Section 2

The President of SHAPE Montana or other members of SHAPE Montana, as appointed by the President with the approval of the Board of Directors will represent SHAPE Montana at the Delegate Assembly. The number of individuals representing SHAPE Montana is allocated on the basis of national membership.

Section 3

The President of SHAPE Montana or the Executive Director or a representative in accordance with the Western District Bylaws will represent SHAPE Montana at the Western District level. The President shall also have the ability to appoint a representative.

ARTICLE III—ORGANIZATION

Section 1

SHAPE Montana shall consist of Standing Committees including, but not limited to Governance, Advocacy, Public Relations, Awards, and Finance. Each committee is organized to serve the professional interests of Health & Physical Educators of Montana. Each committee will be headed by a Board Member appointed by the President.

ARTICLE IV—MEMBERSHIP

Section 1

Professional membership shall be open to all persons engaged professionally in Health and Physical Education upon payment of annual dues. Professional members shall have the right to vote and hold office.

Section 2

Student membership shall be open to all students enrolled in professional preparation programs in Health and Physical Education upon the payment of annual dues. Student members shall have the right to vote and hold office as a Student Representative. Student representatives will attend Board of Directors meetings as a voting member.

Section 3

Membership year is from August 1-July 31.

Section 4

Fiscal year is from June 1-May 31

ARTICLE V—EXECUTIVE BOARD/BOARD OF DIRECTORS

Section 1

The SHAPE Montana Executive Board shall consist of 4 voting members: President, President-Elect, Past President, Treasurer and 2 non-voting members; Secretary and Executive Director.

Section 2

The SHAPE Montana Board of Directors shall consist of 10 voting members: President, President-Elect, Past President,

Treasurer, Student Representative and 5 Board Members. The Board shall also consist of the following non-voting members; Secretary, Executive Director.

Section 3

It shall be the duty of the Board to take the initiative in formulating policies of SHAPE Montana. The Board shall keep a record of its proceedings and make reports thereof to the membership at the annual convention. The Board of Directors shall adopt all Operating Codes and approve any revisions deemed necessary. Between regular meetings of the SHAPE Montana Board, the Board shall act as the legislative administrative body of SHAPE Montana. Board legislation is subject to review at the regular Business Meetings of SHAPE Montana.

Section 4

The executive Board shall have the discretion to replace any non-functioning member of the SHAPE Montana Board.

ARTICLE VI—OFFICERS

Section 1

President — Duties

It is the duty of the President to:

- Attend all meetings of SHAPE Montana
- Be a member of SHAPE Montana and SHAPE America
- Preside at all meetings and enforce all rules and regulations relating to the administration of SHAPE Montana.
- Call meetings of SHAPE Montana Board when deemed necessary or when requested to do so by the Board.
- Appoint members of all SHAPE Montana committees. The President may appoint ad-hoc committees as he/she or the Executive Board deems necessary. The President shall be an ex-officio member of all committees.
- Demonstrate leadership through the coordination of the duties and responsibilities of respective Board members
- Attempt to procure presenters for the annual conference.
- Initiate and respond to correspondence in a timely manner with copies of appropriate correspondence to members of the Board.
- Appoint a Secretary to keep written records of the proceeding of the SHAPE Montana Board.
- Appoint an Executive Director as necessary.
- Submit board reports at each meeting of the Board.
- All other duties as outlined in the Operating Codes.

Section 2

President-Elect – Duties

It is the duty of the President-Elect to:

- Attend all meetings of SHAPE Montana
- Be a member of SHAPE Montana and SHAPE America
- Serve as the presiding officer in the absence of the President.
- Attend the Leadership Development Conference.
- Attempt to procure presenters for the annual conference.
- Submit board reports at each meeting of the Board.
- All other duties as outlined in the Operating Codes.

Section 3

Past-President – Duties

It is the duty of the Past-President to:

- Attend all meetings of SHAPE Montana
- Be a member of SHAPE Montana and SHAPE America
- Serve as an ex-officio member of the Constitution Committee.
- Attempt to procure presenters for the annual conference.
- Serve as an advisor to the President.
- Serve as Convention Manager
- Mentor new board members into knowledgeable transition of duties.
- Submit board reports for each meeting of the Board.

--All other duties as outlined in the Operating Codes

Section 4

Chair Pro Tempore – Duties

-- In the event of the absence of the SHAPE Montana President or President-Elect from any meeting, the Past President or Treasurer, in that order, shall preside.

Section 5

Treasurer – Duties

It is the duty of the Treasurer to:

- Attend all meetings of SHAPE Montana
- Be a member of SHAPE Montana and SHAPE America.
- Receive all dues and money payable to SHAPE Montana and enter such records in the appropriate books. All monies payable by SHAPE Montana shall be paid by checks signed by the Treasurer.
- Prepare and have duplicated a complete itemized record of all income and expenses. This written itemized financial record is to be distributed to the membership at the annual meeting and posted on the SHAPE Montana website.
- Keep the treasurer's books up-to-date and balanced with bank statements and have an annual review performed.
- Work with the Executive Director in an ongoing basis, on financial matters, budgeting and investing.
- Become bonded.
- Submit annual tax report to SHAPE America.
- Submit board reports for each meeting of the Board.
- Keep record of membership list based on members that have paid their dues for conference and membership.
- All other duties as outlined in the Operating Codes.

Section 6

Board Member – Duties

- Attend all Board meetings
- Be a member of SHAPE Montana and SHAPE America.
- Promote their area of interest and serve as a liaison to the corresponding Western District and national organization.
- Serve on the Standing Committee of their appointment.
- Attempt to procure presenters for annual conference
- Perform duties as designated in the Operating Codes or as assigned by the President.
- Submit board reports for each meeting of the Board.

Upon election to the board, board members will be required to sign up for two committees from the committees listed below along with one of the items from the volunteer list below.

Committees: Choose one committee from each list:

1. Advocacy or Public Relations
2. Finance or Governance

Volunteer List: Choose from one of the following to volunteer your time for:

1. MEA Conference Presentation
2. 1 Day SHAPE Workshop
3. MCEL Conference Presentation
4. Advocacy Day
5. Special Projects established by the Board

Section 7

Student Representative – Duties

- Attend all board meetings.
- Be a member of SHAPE Montana and SHAPE America.
- Serve as Chairperson for any student sessions at the annual conference.
- Perform all duties as outlined in the Operating Codes or assigned by the President.
- Submit board reports for each meeting of the Board.

Section 8

Executive Director--Duties

- Attend all meetings of SHAPE Montana

- Be a member of SHAPE Montana and SHAPE America
- Shall serve in an advisory, informational record keeping and public relations capacity, which will insure the continuity and continued progress of SHAPE Montana.
- Provide and promote fund-raising activities for SHAPE Montana on an ongoing basis, and assist the Treasurer in investing and budgeting for activities.
- be an ex-officio member of all committees.
- Attempt to procure presenters for annual conference
- Prepare the schedule for annual convention, in cooperation with the Past President (Convention Manager)
- File all necessary paperwork for SHAPE Montana This includes but is not limited to the yearly fee paid to the Secretary of State of Montana to maintain SHAPE Montana's non profit status
- Be responsible for all communication of SHAPE Montana being disseminated to Board Members and then to Membership if approved by the Board.
- All other duties as outlined in the Operating Codes.

ARTICLE VII—NOMINATION AND ELECTION OF OFFICERS

Section 1

Nominations

- The President will collect nominations from SHAPE Montana members leading up to and at the annual conference and shall present a slate of candidates for offices at the annual conference business meeting.
- There shall be opportunity to nominate candidates from the floor prior to elections.
- The President and Past- President shall be responsible for coordinating all election procedures.

Section 2

Qualifications for Office

- Each candidate shall be a paid member in good standing with SHAPE Montana.

Section 3

Elections

- Schedule of Elections:
- President-Elect shall be elected annually and will be someone who is either on the Board or was previously on the Board.
- Board Openings will be elected on a staggered system for 3-year terms.
- Treasurer will be elected every three years.

Election Procedures

- All Board openings shall be advertised through Social Media and emails to the membership 30 days before the annual conference.
- Elections shall be decided in a secret ballot at the time of the annual conference meeting, by a simple majority vote of the active membership present and voting; otherwise, the two persons with the highest number of votes shall again be voted upon.
- Officers shall be elected by a majority of votes cast at the annual conference meeting.
- Results of the elections shall be announced by the President at the annual conference Business Meeting.
- Failure to properly perform the duties of the office or failure to attend all Board Meetings may be cause for removal from office. Removal from office may be initiated by any active/paid member with a two-thirds vote of the Board.

Section 4

Term of Office

- All newly elected officers shall take office at the conclusion of the annual conference immediately after the election. This includes attendance at the post-convention board meeting.
- The President shall serve a three-year term; one year as the President-Elect, followed by one year as President and one year as Past-President.
- Board positions will be three-year terms.
- Treasurer will be a three-year term
- Student Representative will serve a two-year term if possible with their status as a student.

Section 5

Vacancies

-- In the event of the President's death or resignation, the President-Elect shall finish the remainder of the President's unexpired term. In the event of the death or resignation of both the President and the President-Elect, the Past President shall call a meeting of the Board of Directors who shall then elect among themselves a President who will finish the unexpired term.

-- In the event of the death or resignation of the President-Elect, the Board shall nominate at least two persons for the office, and submit the ballot by email/mail to the members of SHAPE Montana. All ballots must be returned within fifteen days to be eligible for counting by the Executive Director or appropriate designated person appointed by the President. The Executive Director or appointee will tally the votes and present the results at a special meeting of the SHAPE Montana Board for certification of the new President-Elect.

-- Vacancies occurring on the Board shall be filled by the President with the approval of the Board.

ARTICLE VIII – RELATIONSHIP WITH OFFICE OF PUBLIC INSTRUCTION

Section 1

The Office of Public Instruction (OPI) shall receive communication from SHAPE Montana on issues SHAPE has concerns about, would like to advocate on, and/or are seeking counsel on.

ARTICLE IX—APPOINTED POSITIONS

Section 1

Executive Director

The Executive Director will be appointed by the Executive Board after the Nominating Committee submits a recommendation. This appointment is made for a three-year term, contingent upon acceptable annual performance appraisals by the Board of Directors.

Section 2

Montana Representative to the Western District Board

The President, with the approval of the Board, will appoint the State Representative. This will be a two-year term. This person will assist the President in representing SHAPE Montana's interests at the Western District Board meetings and report to SHAPE Montana.

Section 3

Secretary

The Secretary will be appointed by the President with Board approval. This will be a one-year term. This person will prepare minutes of all board and business meetings of SHAPE Montana and provide copies to appropriate members.

ARTICLE X—COMMITTEES

Section 1

The **Standing Committees** of SHAPE Montana include but are not limited to:

- Governance**
- Advocacy**
- Public Relations**
- Awards**
- Finance**

Section 2

Ad Hoc Committees

--Ad Hoc Committees will be appointed by the President, with Board approval, when deemed necessary. Such committees will be formed for specific purposes and will cease to function as soon as the specific tasks for which they were formed are complete. Examples of such committees may be; **Constitution, By-Laws, Operating Codes Committees or Grant Applications.**

ARTICLE XI—OPERATING CODES

Section 1

Each member of the SHAPE Montana Board, whether elected or appointed, will have an operating code. Appointed positions which do not serve on the Board and Standing Committees will have Operating Codes.

Section 2

All Operating Codes will be approved by the Board. Operating Codes should be kept up-to-date.

ARTICLE XII—MEETINGS OF SHAPE MONTANA

Section 1

Annual Business Meeting

- There will be at least one business meeting of the SHAPE Montana membership to be held in conjunction with the annual conference.
- The incoming President will preside over the business meeting and be responsible for preparing the agenda for the meeting with consultation from the outgoing President.
- Special meetings of the SHAPE Montana membership may be called at any time by the President with approval of the Executive Board. The membership will be notified one month in advance via email/social media.
- All members of SHAPE Montana will be allowed both voting and speaking privileges.

Section 2

Executive Board/Board of Directors

-- There will be five meetings annually of the SHAPE Montana Board. These shall occur as follows:

1. Post-Convention Meeting
2. Fall Retreat/Meeting
3. Winter Meeting
4. Spring Meeting at Conference Location
5. Pre-Convention Meeting/Convention Set-Up

- Notification of meeting date, site and time, will be sent at least one month in advance of meeting.
- Agenda for the meeting will be sent out no later than one week before the meeting.
- A quorum for Board meetings will be half of the voting members plus one.
- Candidates for office, when appropriate, will be sent an agenda for the Post-Convention Board meeting.
- When deemed necessary, the President may call a special meeting of the Executive Board. Upon two-thirds vote of the executive Board, the President shall convene the Board of Directors.

Section 3

Manner of Acting

-- A majority of the votes entitled to be cast on a matter, whether by the membership or the Board of Directors, shall be necessary for adoption unless a greater proportion is required by the Constitution or the Bylaws, which require a two-thirds vote approval for change.

Section 4

Voting by Mail/Email

-- Any action, which may be taken at a meeting of members, may be taken without a meeting by mail/email vote conducted in such a manner as the Board of Directors shall determine. Voting by mail/email will only be employed as an emergency procedure. At least two weeks must be allowed to distribute and collect votes. Those members voting on an officially conducted mail/email vote of the SHAPE Montana membership shall constitute a quorum.

ARTICLE XIII—ANNUAL CONVENTION

Section 1

A Conference will be conducted annually.

Section 2

The outgoing President, with Board approval, will suggest the site of the Convention.

Section 3

The annual conference will be conducted under the general supervision of the Convention Manager, when appropriate. The program and schedule will be coordinated by the Executive Director, Past-President and the Conference Planning Committee

Section 4

Publicity and advertising for the conference will take place at least one month prior to the conference. Program topics, speakers, schedules, cost and housing should appear on SHAPE Montana website, social media outlets and print media.

ARTICLE XIV—NEWSLETTER/WEB PAGE

Section 1

The President along with the Executive Director will maintain/direct the information to be published on the web site or in the newsletter and will direct the proper individuals as to the posting of this information.

ARTICLE XV—SHAPE MONTANA AWARDS

Section 1

SHAPE Montana may honor individuals for meritorious service in the profession of Health and Physical Education or in allied fields by such awards as may be approved by the Board.

ARTICLE XVI—FINANCES

Section 1

The fiscal year of SHAPE Montana is June 1 through May 31

Section 2

The proposed annual operating budget for the upcoming fiscal year shall be prepared by the Treasurer and submitted to the Board for review and action at the Pre-Convention Board Meeting.

Section 3

The current fiscal year operating budget shall be prepared by the Treasurer and submitted at the spring board meeting for review and action.

Section 4

Members of the Board and individuals in appointed positions will carry out their assigned responsibilities in accordance with the General Financial Guidelines and approved budget allocations.

Section 5

All authorized expenses of SHAPE Montana will be paid by the Treasurer in accordance with the General Financial Guidelines and approved budget allocations. Expenses above approved budget amounts must be authorized by the Board before they may be expended and paid by the Treasurer.

ARTICLE XVII—RULES OF ORDER

Section 1

Questions of procedure shall be decided according to *Robert's Rules of Order*, newly revised, unless provided in the Constitution and Bylaws.

ARTICLE XVIII—AMENDMENTS

Section 1

Proposed amendments to the Constitution and/or Bylaws must be submitted in writing to the President for review. The President shall submit all proposed amendments to the Board for approval.

Section 2

Upon approval by the Board, all proposed amendments to be acted upon at the Annual Business meeting will be distributed to the membership via mail/email/social media at least 30 days prior to the annual Business meeting.

Section 3

An affirmative vote equivalent to two-thirds of the members attending the annual Business meeting will be required for approval of proposed amendments.

Revised: 1975, 1979, 1985, 1988, 1990, 1992, 1993, 1994, 2001, 2004, 2008, 2013, 2014, 2015, 2017, 2018, 2019

SHAPE MONTANA

GENERAL FINANCIAL GUIDELINES

Budget Preparation

- The annual operating budget shall be prepared by the treasurer and submitted to the Board for review and action at the Pre-Convention Board meeting.
- Budget preparation shall be based on income and expenditure records of the previous two years and anticipated income and expenses. The proposed budget should show actual income and expenditures for the two previous years as well as proposed budget.
- The fiscal year is from June 1 through May 31. All allocated funds not encumbered by May 31 will revert back to the general fund.
- The Treasurer's books will be **audited** at the end of each fiscal year. The President will appoint three SHAPE Montana board members who have an understanding of financial matters to **audit** the books and report the **audit** findings to the Board at the Spring Meeting.

Disbursement of Funds

- All authorized expenses of SHAPE Montana will be paid by the Treasurer when accompanied by an expense voucher and necessary receipts.
- Expenses above approved budget amounts must be authorized by the Board before they may be expended and/or before the Treasurer may pay them.

Authorized Expenditures

Official SHAPE Montana expenses will be paid in accordance with the following policies as authorized by the Board:

- Officers: Funds to meet expenses in carrying out the duties of their office, not to exceed the yearly allocation.
- Board Members: Funds to meet the expenses incurred in carrying out the duties of their office.
- Standing Committees: Funds to meet the expenses to carry out their duties.
- Allocations authorized by special action of the Board at an official board meeting.

Budget Categories and Allocations

Board Meetings

- Board member expenses are paid for travel, meals, substitute teacher pay and lodging as needed for Board meetings.
- Those non-voting board members invited by the President will also receive expenses.

Officers

- Necessary fund to meet expenses incurred in carrying out the duties of their office.

Conference Manager

- When appropriate, a Conference Manager will receive funds to initiate the conference. This allocation is an advance of the budgeted convention monies and must be identified in all conference financial reports.

Committees

- Necessary funds incurred in carrying out duties.

Contingency

-- Necessary funds to meet non-budgeted expenses and to meet special identified needs.