

**Colorado Association for Health, Physical Education, Recreation and Dance,
doing business as (dba) Society of Health and Physical Educators of Colorado
(COAHPERD/SHAPE Colorado)**

BY-LAWS

PREAMBLE

To promote quality programs in health, physical education, recreation and dance throughout the State of Colorado, specifically in the schools (from pre-kindergarten through college), the Colorado Association for Health, Physical Education, Recreation and Dance has been organized, and the following By-Laws are adopted.

The Colorado Association for Health, Physical Education, Recreation and Dance doing business as (dba) Society of Health and Physical Educators of Colorado is a tax exempt nonprofit charity/business identified by the Colorado Secretary of State. Members of the Executive Board and the Board of Directors (BOD) are fiscally responsible to the membership; and state and national IRS Bureau of the Department of the Treasury. *Colorado nonprofit association; Principles and Practices for Nonprofit Excellence in Colorado.* [GOVERNANCE PRINCIPLE](#)

ARTICLE I --- NAME

The organization shall be called the Colorado Association for Health, Physical Education, Recreation and Dance, (dba) Society of Health and Physical Educators of Colorado. Hereinafter referred to as COAHPERD/SHAPE Colorado.

ARTICLE II--- ORGANIZATION

COAHPERD/SHAPE Colorado shall be organized to provide funding for professional development to qualified teachers providing instruction to PreK-12 and college students in Health Education and Physical Education in the state of Colorado; with appropriate substructures as provided in the By-Laws.

ARTICLE III--- PURPOSES

The purposes of COAHPERD/SHAPE Colorado shall be to:

Bylaws Adopted 10.24.2025

1. Support, encourage and provide assistance to professionals throughout the State of Colorado as they develop and conduct quality programs in Health, Physical Education, Recreation and Dance (hereinafter referred to as COAHPERD/SHAPE Colorado).
2. Provide leadership and professional growth opportunities essential to the continued development of quality programs in COAHPERD/SHAPE Colorado.
3. Educate and inform the people of Colorado regarding the benefits of COAHPERD/SHAPE Colorado.
4. Encourage the dissemination of research in each of the COAHPERD/SHAPE Colorado fields.
5. Promote the continued use and evaluation of professional standards for COAHPERD/SHAPE Colorado programs.
6. Communicate and collaborate with other organizations and governing bodies relevant to the mission of COAHPERD/SHAPE Colorado.
7. Recommend representation for Colorado members in district and national SHAPE AMERICA associations.
8. Facilitate cooperation among state, regional and national COAHPERD/SHAPE Colorado associations to further the attainment of mutually desirable goals.
9. Advocate for Colorado PreK-12 teachers and college students, to educate parents/guardians, and the community regarding legislation which affects the quality of students' health and wellness.
10. Provide information via email, website and vetted podcasts to assist professionals in the proficient development of COAHPERD/SHAPE Colorado programs.
11. Maintain efficient and effective management and operation of COAHPERD/SHAPE Colorado.

ARTICLE IV--- GOVERNANCE

Section 1-

COAHPERD/SHAPE Colorado shall be governed by an Executive Board as described in Article XI. The Executive Board shall consist of two kinds of members: elected members and appointed members. Members of the Executive Board shall be equitable representatives consisting of gender, race, ethnicity, higher education, practitioner, school districts and statewide members.). The Executive Board shall be governed by a Board of Directors as described in Article XII. The Board of Directors shall consist of Executive Director, President, President-Elect, and the Immediate Past President). Together, the Executive Board, as guided by the Board of Directors, shall conduct the business of COAHPERD/SHAPE Colorado as provided in these By-Laws.

Section 2-

The Executive Board shall formulate policies concerning COAHPERD/SHAPE Colorado and the general nature and scope of its activities as provided in these By-Laws and by the actions of the membership at the COAHPERD/SHAPE Colorado board meetings

Section 3-

The Board of Directors shall be responsible for the day-to-day management of COAHPERD/SHAPE Colorado.

ARTICLE V--- MEETINGS

COAHPERD/SHAPE Colorado shall conduct regular and special meetings and must retain minutes of all meetings of its BOD, along with the record of any actions taken by the boards without a meeting, as permanent records of the corporation and should include the date, time, attendees, motions, and votes as provided in these By-Laws. The fiscal budget is voted on by the Executive Board during a regular or special meeting.

Section 1-

The board of directors will include all of the officers at meetings when representing COAHPERD/SHAPE Colorado decisions. Regarding a decision that has already been made by the board of directors, refrain from continuing dialogue with that agency until a discussion of the concerns and probable outcomes. Carbon copy meeting invitations to the BOD that you have with outside members of the BOD; executive board members, individuals and agencies to ensure a continued communication of continuity and integrity.

ARTICLE VI--- INFORMATION

COAHPERD/SHAPE Colorado shall distribute information via email, website and podcasts as provided in these By-Laws.

ARTICLE VII--- AMENDMENTS TO THESE BY-LAWS

Section 1-

Any member of the COAHPERD/SHAPE Colorado may propose amendments to these By-Laws by submitting the proposed amendment in writing to the Executive Director. The writing (which may be submitted electronically) shall contain the following: (a) the current language of the provision to be amended; (b) a concise statement of the proposed change to that language; and (c) a statement of the provision in question as amended.

Section 2-

Changes to the Bylaws can be made by two thirds of the Executive Board Members in attendance at an official board meeting which can include online attendance. Operating Codes and other documents provided in this governance document are part of the Bylaws and can be changed during an official board meeting by the Board of Directors. After review by the board of directors, the secretary shall then submit the proposed amendments to the executive director who will submit to the membership electronically the membership will have 14 days to cast their vote electronically. Once the proposed amendment has been so submitted to the membership the language of the proposed amendment cannot be changed.

Section 3-

An amendment passes if it receives a simple majority of the votes cast.

Section 4-

Proposed amendments to these Bylaws shall be considered adopted immediately after the simple majority vote of the membership has been obtained.

Section 5-

After such amendments are passed all amendments shall be published on the go away for forward slash shape website and or an email will be sent to the membership.

ARTICLE VIII-- AMENDMENTS TO THE ARTICLES OF INCORPORATION

Section 1-

The COAHPERD/SHAPE Colorado Articles of Incorporation may be amended by a simple majority vote of the elected members of the Executive Board at any regular meeting. Articles of Incorporation are filed with the Secretary of State of Colorado as a means of having our legal standing as a non-profit organization and naming rights with the State of Colorado. The Executive Council (EC) includes the Board of Directors: President, President-elect, Past President, Executive Director; and also includes the appointed secretary, treasurer, and webmaster. The name of the newly elected president is updated yearly after the election on the Secretary of State Website: Amended Articles of Incorporation.

Section 2-

Any member of the Executive Board may submit to the Secretary a proposal to amend the Articles of Incorporation. The proposal must be submitted in writing at least 45 days before the meeting at which the proposal will be considered. The proposal must include the following: (a) the current language of the provision of the Articles of Incorporation which the person proposes to amend; (b) a concise statement of how that language would be changed; and (c) the language of the provision in question as amended. The Executive Director will then forward the proposed amendment to the Board of Directors at least 40 days before the meeting at which the proposal is to be considered.

After working with the person who submitted the proposal to clarify or modify the language of the proposed amendment, the Board of Directors shall submit the proposed amendment to the Executive Board at least 30 days before the meeting at which it will be considered.

Section 3-

Proper notice having been given, the elected members of the Executive Board shall vote on any provision to amend the Articles of Incorporation at a regular meeting. Members should strive to attend all meetings in person and should vote in person. Nonetheless, members may vote on a proposed amendment to the Articles of Incorporation by submitting their vote to the Secretary by electronic mail. To be valid, such a vote must be received by the Executive Director at least 7 days before the meeting at which the proposed amendment is to be considered.

Section 4-

If a simple majority of the elected members of the Executive Board vote in favor of a proposal to amend the Articles of Incorporation, the proposed amendment passes. In that event, the Board of Directors shall instruct the Executive Director to file an appropriate amendment to the Articles of Incorporation with the Colorado Secretary of State as soon as practical.

ARTICLE IX--- FISCAL YEAR

The fiscal year of COAHPERD/SHAPE Colorado shall extend from June 1st to May 31st, to align with the fiscal year of the Society of Health and Physical Educators of America (hereinafter referred to as SHAPE America). The budget for the next fiscal year will be updated for review and adopted by the Executive Board one month prior to June 1st

Section 1-

COAHPERD/SHAPE Colorado will employ an outside (non-executive board member) tax preparer/accountant to review and monitor all financial business on behalf of COAHPERD/SHAPE Colorado. This person will work with the appointed Treasurer and Executive Director to complete all necessary financial documents as required by the IRS and SHAPE America. All tax documents must be kept for six years after the most recent 990 is filed.

ARTICLE X--- MEMBERSHIP

Membership in COAHPERD/SHAPE Colorado shall be designated as professional (*regular*) members, emeritus (*retired*) members, student members, honorary members (*vendor/exhibitor of 10 years*), associate members (*speakers who attend convention and therefore are covered by insurance*) and life members.

Section 1-

Professional Members-Professional members shall consist of persons professionally engaged in one or more of the areas of COAHPERD/SHAPE Colorado. Professional members have voting privilege and may hold office.

Section 2-

Emeritus Members-Emeritus membership shall be granted, upon annual online membership registration, to a person who has met the following qualifications:

1. Has been a professional COAHPERD/SHAPE Colorado member in good standing for five continuous years prior to retirement or disability, and
2. Has reached age 55, and
3. Has retired from full-time professional employment, and/or has been a professional member of COAHPERD/SHAPE Colorado for five years before retiring because of disability, regardless of age.

Section 3-

Student Members-One student member shall be appointed from each Colorado institution of higher education. A student member shall consist of either a full-time undergraduate and/or graduate student attending institutions of higher education preparing for a degree in the various areas of COAHPERD/SHAPE Colorado. Student members do not have voting privileges and are prohibited from holding an office.

Section 4-

Honorary Members-Honorary members shall be persons elected to this membership upon the basis of interest and/or meritorious service in COAHPERD/SHAPE Colorado. Candidates for honorary membership shall be nominated by the Board of Directors and approved by the Board of Directors. Honorary members may not vote or hold elected office.

Section 5-

Life Members-Life members shall consist of Past Presidents of COAHPERD/SHAPE Colorado. Life Membership shall be awarded to Past Presidents upon completion of the last day of their term; identified with gratitude during the state convention. Life members shall receive all the privileges of membership, without dues, including the right to vote and hold office by applying to join the executive board each year.

Section 6-

Associate Affiliates-Associate affiliate members shall be persons not professionally engaged in the areas of COAHPERD/SHAPE Colorado, but interested in the support of these programs. Associate

affiliate members may not vote or hold elected office. Associate affiliate members may include vendors and exhibitors that must have their own insurance and must include COAHPERD/SHAPE Colorado in their insurance coverage.

Section 7-

Annual Dues-The Executive Board shall approve dues for members.

ARTICLE XI--- EXECUTIVE BOARD

Section 1-

Executive Board-The Executive Board shall consist of two kinds of members: elected members and appointed members. Members of the Executive Board shall be equitable representatives consisting of gender, race, ethnicity, higher education, practitioner, school districts and statewide members.

Section 2-

Elected Members- Elected members of the Executive Board shall consist of the President, President-Elect, the immediate Past President, Secretary, Treasurer, and Council members. Elected members serve as voting members of the Executive Board.

Section 3-

Appointed Members-Appointed members of the Executive Board are appointed by the incoming President or contracted by the organization. The following list of persons (neither inclusive nor exclusive) may be appointed to be members of the Executive Board: Executive Director (ex officio), Colorado Department of Education representative, Health. Moves. Minds, American Heart Association Representative, Webmaster - Social Media Coordinator, Newsletter Editor, Student representatives from each of the colleges/universities with PETE programs. Appointed members serve as non-voting members of the Executive Board. It is possible that a voting board member be asked to serve in an appointed position in which they would still retain their right to vote.

Section 4-

Duties-The day-to-day business of COAHPERD/SHAPE Colorado shall be conducted by the Board of Directors. The COAHPERD/SHAPE Colorado State Strategic Plan shall be implemented by the Executive Board.

Section 5-

Meetings-The Executive Board shall meet a minimum of five times each year. Special meetings may be called by the President or by written request of a majority of the Executive Board. Council chairs may host additional meetings. All meeting minutes will record the name of the attendees and the

duration of the meeting. Executive board members will receive a certificate of verification as evidence of completion for the hours of attendance at board meetings and council meetings that can be used for teacher license renewal. Additional hours of professional development can be listed for serving on a national and/or state educational task force or board. A letter from the national or state chair to verify participation and number of meeting hours attended. Sited from the Colorado Department of Education website; any entity that holds the professional development, training, and in-service should issue a certificate or letter to participants that specifically states the following, and we will accept it for renewal credit if it is applicable to the educator's license: applicants name, the date of the workshop, conference, or in service, name of the workshop, conference, or in service, contact clock hours, organization's logo, and representative's signature, i.e. member(s) of Board of Directors. In addition, The Colorado Department of Education VI. Ongoing Professional Development 7.02(1) (f) accepts ongoing professional development that includes documents to support conference attendance: (1) a copy of the conference registration and listing of conference sections attended. For each session include; session title and names of the presenters and time in attendance. Teachers who present at national or state conferences are required to provide a copy of conference registration and copy of session description from the conference program. Also include the description of the time spent in preparation of the presentation.

Section 6-

Quorum-In the case of a vote; the executive board, board of directors and council members are non-voting unless they serve as both a voting executive board member and council member. Council members can be added at any time thus no need to be on the slate. Every university and district has a guarantee of a minimum of 1 voting executive board membership, but must be an active, in good standing by attending meetings in person.

Section 7-

Participation by Members- Members of COAHPERD/SHAPE Colorado may attend Executive Board meetings without voice or vote. By request of a member and simple majority vote of the Executive Board, a visitor may briefly address the meeting upon a specific topic.

Section 8-

Absences-A Board Member missing more than one of the regularly scheduled meetings in any given year without notification may result in non-voting privilege such as abstention on topics discussed from which they were absent and on topics considered to be a conflict of interest.

Section 9-

Cessation of Executive Director-Upon receiving a notice of transition/retirement from a salaried position as the executive director, (four months prior to the end of employment contract date); the president of SHAPE Colorado will authorize the creation of a nominating committee based on the

executive director job description. (A nonprofit has a right to know about potential staffing gaps due to retirement, allowing them to plan for replacements and transitions smoothly; “planning for smooth and thoughtful transitions of leadership - as well as making sure their nonprofit is prepared for unexpected departures”. National Non Profit Association <https://www.councilofnonprofits.org/print/pdf/node/177>). The Executive director may serve up to six years based on successful evaluations.

Section 10-

Cessation of Salaried Personnel-Without a notice of termination/retirement 4 months prior to the last date of an employment from a salary position including but not limited to i.e.: the executive director, treasurer, webmaster; the president elect will appoint a candidate who has been provided the job description and has been vetted, interviewed, offered and accepted the position on a trial basis to complete the previous independent contracted employee end date and may apply for a permanent position. If a salaried employee is no longer able or does not perform the job duties prior to the end of the four-month transition; salary will be withheld until compliance with job duties have been completed or the position has been considered vacant and a person is hired to fulfill the responsibilities of the position until the end of the previous independent employment contract end date.

ARTICLE XII--- OFFICERS

Officers of the Association shall consist of the members of the Board of Directors, the Secretary Treasurer, Webmaster, and Council Chairs.

Section 1-

Board of Directors-The Board of Directors shall consist of Executive Director, President, President-Elect, and the Immediate Past President.

Section 2-

Council Chairs-The Council Chairs shall consist of those elected members of the Executive Board serving in each Council - determined by the President using procedures to post and recruit participation through an application for board members in careful consideration of equitable representation and board depth to determine the composition of the board; this provides the time and opportunity for everyone to elevate to new leadership.

Section 3-

Responsibilities-Officers shall perform duties as outlined in the Operating Code and perform other duties needed by that office.

Section 4-

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President Vacancy-If the office of President becomes vacant; the President-Elect shall assume this office. In that event, the office of the President-Elect shall be filled by a nomination from the Board of Directors and must be approved by a majority vote of the Executive Board.

Section 5-

Officer Vacancy-If the office of President-Elect, Immediate Past President, Secretary, or Treasurer becomes vacant; the office shall be filled by a nomination from the Board of Directors and must be approved by a majority vote of the Executive Board.

Section 6-

Council Chair Vacancy-If the office of Council Chair - becomes vacant; a qualified candidate shall be determined by the President. A qualified candidate is any elected member of the Executive Board. Council members may be added at any time.

Section 7-

Executive Director-The Executive Director shall perform duties as outlined in the Independent Contract and Operating Code. The Executive Director is an ex officio (non-voting) member of the Executive Board and Board of Directors.

Section 8-

Qualifications for Presidency-The COAHPERD/SHAPE Colorado President must have served as the immediate years President Elect. All three presidents (President-Elect, President, and Immediate Past President) must be current COAHPERD/SHAPE Colorado and SHAPE America members. The President-Elect is required to have three consecutive years of SHAPE Colorado membership before taking office.

ARTICLE XIII-- ELECTION OF OFFICERS

Section 1-

Nominations-The Executive Director is responsible for sending an email out to the membership 60 days before the official membership meeting at the State Convention to solicit nominations for all COAHPERD/SHAPE Colorado officers. COAHPERD/SHAPE Colorado members may submit nominations to the Executive Director 45 days prior to the State Convention. The Board of Directors are responsible for making sure there are nominations. The Executive Director will confirm eligibility (vetting: application, resume, three consecutive years as a COAHPERD/SHAPE Colorado member) of each candidate and submit the slate of officers to be identified 30 days prior to the State Convention. Dialogue with the Executive Director regarding nomination as an elected officer are initiated by potential candidates or the Executive Director.

Section 2-

Election-Each member of the Executive Board specified in Article XI of these By-Laws (Section 2) shall be acknowledged and confirmed at the official membership meeting held at the State Convention. Members must be present in person and available for all meeting dates with the exception of Executive Board members who are 60 miles away from the meeting location.

Section 3-

Terms-The President-Elect shall serve one year as President-Elect. At the end of that year, the President-Elect automatically shall become President, and at the end of this second year the President shall automatically become the Immediate Past President. An exception may be made if the annual convention date is postponed or advanced due to circumstances beyond the control of the Board of Directors. All other elected members of the Executive Board (except the Treasurer) shall be elected to terms of one year, but may serve multiple terms. The Treasurer shall be elected to an indefinite term for fiscal continuity. Appointed members of the Executive Board serve at the discretion of the Board of Directors

Section 4-

Termination-Officers of COAHPERD/SHAPE Colorado may be removed for “sufficient cause” by a simple majority vote (more than half of the Executive Board members +1) vote of the elected members of the Executive Board. Sufficient cause may be defined as not performing duties as stated in the Operating Codes for their position to avoid liability. The Board of Directors provides documentation to support the recommendation for release based on the following criteria to be voted on by the Executive Board.

1. The board member has not completed their basic responsibilities (through negligence or blatant recklessness). When a board member doesn't fulfill their basic duties as a director, [they can cause the nonprofit to incur unnecessary liability](#). Rather than putting the entire organization at risk, it can be best to part ways with a willfully negligent or reckless board member. An ineffective board can impact the ability of the nonprofit to perform its programs as well, potentially hurting the charitable mission.

2. The board member has violated policies of the organization or acted unethically or criminally. If a board member commits an ethical violation with the potential to undermine the organization, sometimes the solution is to remove the board member from the board. Depending on the action of the board member, and whether it was done knowingly or unwittingly, there can be other steps taken to rein in a rogue board member. But if a board member has committed a serious ethical violation knowingly, many nonprofits find it best to part ways with that board member. A conflict of interest real, potential, or perceived includes but is not limited to: common examples are vendors, employment, and family ties. A Conflict of Interest statement is required from all Executive Board Members. By signing this statement these individuals will attest to the fact that they have read and

understand the policy. If there are any potential conflicts of interest, they should be disclosed at this time or at any time after as they may arise. A conflict of interest is present if there is a financial interest in any business with which COAHPERD/SHAPE Colorado has transactions. Sitting on a Board of an organization that either has interests with COAHPERD/SHAPE Colorado or competes with SHAPE Colorado could also constitute a conflict of interest. This can be a board member who has a conflict of interest, or a board member doing something blatantly criminal like stealing money from the nonprofit. Codes of conduct or ethics for the board, are included in Policies to help determine what situations call for the removal of a member of the board of Directors, and the procedure for doing so.

3. The board member is ready to roll off the board voluntarily. The most common scenario is that a board member is ready to leave a board of their own free will. This could be because they've served on the board for several years and they're ready to dedicate their time to other pursuits, or maybe they're ready to retire. Or they could simply feel that they could serve on another organization's board more effectively. Sometimes differences in opinion on the direction the organization should go can cause [board conflict](#), making some directors want to stop serving on the board. Board members can also want to leave due to unforeseen circumstances like a family emergency. Whatever the reason, a board member could want to voluntarily leave before the end of their term.

4. The board member is causing divisions or breeding dysfunction within the board. The saying 'one bad apple can ruin the bunch' certainly applies here. While it's beneficial to have a variety of perspectives on a healthy board, if you have someone who is creating a culture of abuse or division, it can be best to part ways. If a board member is regularly disrespectful of others' opinions or constantly negative, it can impact the entire board. Serving on a board is a big responsibility, but your board members shouldn't dread meeting together regularly. [Disagreement is perfectly healthy](#), but fear, shouting, and blatant disrespect have no place within a well-functioning board of directors.

5. If a current or former member of the Board of Directors including the executive director has taken a nonprofits member list serve and has given it to another organization for use, the current executive director/president should respond quickly, decisively, and in alignment with the legal and ethical standards. The following topics are discussed in detail in the COAHPERD/SHAPE Colorado document policy folder. 1 Assess and Document the Misconduct, 2. Determinately Legal Violations, 3. Secure Your System, 4. Notify Your Members, 5. Strengthen Your Internal Policies, 6. Report Internally, Possible External Reporting.

Section 5-

Board Member Resignation-The most common way that board members leave a nonprofit board is to not renew their term. Most nonprofits establish how long a board term lasts in their corporate documents. Many nonprofits allow board members to serve consecutive terms if they'd like, but if you have a board member who has served one term and does not want to renew, they can leave the board easily. When a board member leaves voluntarily, it's common (but not required by law) for them to [help recruit their replacement](#). If a board member wishes to leave the board prior to the end

of their term, most nonprofits' Bylaws allow the board member to formally resign. Usually, this resignation process simply involves the board member sending their resignation in writing to the rest of the board, whether it's via email or mail. "Charitable Allies".

ARTICLE XIV---HIRING OF PAID POSITIONS

Section 1 -Hiring Task Force

When there is a vacancy in a paid position, the Executive Director will form a hiring Committee. In the absence of an Executive Director, the President will form a hiring Committee. The Board of Directors will be a part of the hiring Committee, unless applying for the position. The Committee will consist of an odd number of people. The hiring Committee will update the position announcement, advertise the position, conduct interviews, and offer the position to the applicant who is the most highly qualified as defined in the description of the position.

Section 2-Contracts

The Executive Director and President have the responsibility of signing, issuing, and maintaining Independent Contracts for all paid positions. All paid positions are considered Independent Contractors. Independent Contractors who receive a salary of over \$600 will receive a 1099 yearly as required by the IRS. The Executive Director must be contracted out as an LLC.

Section 3- Salary and evaluations

Each individual contracted position should have an evaluation conducted mid term prior to the end of the contractual employee agreement end date. The evaluations will be initiated by the President and Executive Director. Identified for Independent Contracted employees, employment improvement requirements created after an evaluation will have an identified time to improve work performance prior to release from an Independent Employee Contact. Colorado is an at-will-State which allows the release of an Independent Contractor employee at any time. The Board of Directors can propose increases to the position pay based on evaluations. The Executive Board must vote to approve the pay increase based on the working budget which may vary from year to year (not to exceed 20%).

ARTICLE XV---ASSOCIATION STRUCTURE

Section 1-

Board of Directors-The Board of Directors shall consist of the President, President-Elect, Immediate Past President and Executive Director (ex officio).

Section 2-

Officers- COAHPERD/SHAPE Colorado officers shall consist of the following: the members of the Board of Directors; the Secretary, Treasurer, Webmaster and Council Chairs.

Section 3-

*Councils-*The Councils of COAHPERD/SHAPE Colorado are based on the national Councils of SHAPE America and prior approval by the Board of Directors leadership and shall consist of:

- 1) Physical Education,
- 2) Health Education,
- 3) Adapted Physical Education,
- 4) Professional Preparation,
- 5) Leadership,
- 6) Physical Activity Advocacy and Partnerships,
- 7) Diversity, Equity, and Inclusion,
- 8) Black, Indigenous, and People of Color Affinity Group,
- 9) Necrology, the passing of a former Executive Board Member of

COAHPERD/SHAPE Colorado, a 501-(c) (3) will request the permission of the family to post the obituary on the COAHPERD/SHAPE of Colorado website. Verbal or written permission given will affirm the posting of the obituary.

10) Archivist-Historian collection of documentation; photos, videos, and other media.

11) Ad-Hoc Councils that are determined by the President.

The incoming President shall appoint Chairs of each Council. (In collaboration with the Executive Director or Board of Directors to meet equity and depth goals) The functions, organization and methods of procedure of the standing Councils shall be set forth in the operating codes; including the description and expectations of each Council Chair and members of the Council.

*Amendments-*At the discretion of the newly elected president's term of office, amendments can be made to the Councils' structure identifying the reason for the changes and the description of the resulting responsibilities; discussion by potential Executive Board members during an on-boarding meeting will be held prior to the first official meeting.

Section 4-

Responsibilities-Each Council shall function to promote the COAHPERD/SHAPE Colorado Vision and Mission and the State Strategic Plan of COAHPERD/SHAPE Colorado within their specific Council focus.

ARTICLE XVI--AD HOC COUNCILS

Section 1-

Purpose-The functions, organization and methods of procedure of the Ad-Hoc Councils shall be determined and set forth by the President in relation to specific projects and tasks. All Ad-Hoc Councils should support the goals of the State Strategic Plan.

Section 2-

Ad Hoc Councils-The President shall appoint Ad Hoc Councils as needed. Standing and ad-hoc councils/committees are formed to address specific needs (e.g., Advocacy, Awards, Budget/Finance, fundraising, Governance, Grant Writing, Initiatives, Membership, Nominating, program-convention - workshops).

Section 3-

Termination of Ad Hoc Councils-The President shall direct the termination of Ad Hoc Councils when the specific project or task assigned to such Councils has been completed.

ARTICLE XVII-- SHARED GOVERNANCE STRUCTURE

Shared Governance Structure-Consent based decision-making process: Intentional consideration of ideas/opinions, inviting all voices, and collectively moving forward with community decisions.
https://docs.google.com/document/d/1J1qDUOcN8M_ErvdZRPdc2vQfIv1EF0vg/edit

The generation of proposals will be encouraged in council meetings:

1. Chairs will assist in facilitating small group discussion and priorities.
2. Chairs will bring ideas that require larger discussion during board communication and collaborations (aka board-reports) per the allocated agenda time.
3. The president, as the meeting facilitator with the help of BOD, will assist inequitable community engagement practices.
4. The secretary will assist in capturing ideas in the meeting minutes as Council Chairs identify new business/proposals.

5. Discussion can continue until all ideas are explored.

6. All council members may contribute to all conversations and community agreements. Chairs and voting members should be representing your districts, students, and council member's perspectives. (Voting members are those that met the application deadline and attend all board meetings in person or online outside 60 miles.)

7. Discussions occurring during a Board of Directors (BOD) meeting are not to be shared with the Executive Board or any individuals outside COAHPERD/SHAPE of Colorado until the BOD agrees to share the document or the conversation specifically with respect to concerns regarding Confidentiality, Integrity and Transparency. Recordings of meetings must be acknowledged by all attending people. COAHPERD/SHAPE of Colorado holds the proprietary exclusive right to intellectual property including but not limited to: meetings documents, membership information, lists and contacts of partners, vendors, presenters, images used by the organization. Any use of information is strictly prohibited unless with written permission of the current executive director. Any previous informational text content should be disposed of or returned to the organization. Refer also to Colorado Consent Law for more information.

ARTICLE XVIII--- DISSOLUTION OF THE ASSOCIATION

Section 1-

Dissolution COAHPERD/SHAPE Colorado Board of Directors may work with the person who proposed the dissolution to clarify and potentially discontinue the proposed dissolution of the association. If the dissolution proposal is to be considered, two-thirds of the voting members present during the state convention business meeting must have had the dissolution proposal sent 30 business days in advance of the meeting. Also, a majority of votes cast in an electronic vote may dissolve COAHPERD/SHAPE Colorado provided that the dissolution proposal sent electronically was 30 business days in advance of the date to respond and one-half of the professional members responded.

Section 2-

In the event of dissolution of COAHPERD/SHAPE Colorado, distribution/use of funds remaining from the Budget Reserve and the Operating Budget shall be determined by a decision from the membership; amounts will vary based on the current year's income and the membership category and number of members. Funds may be transferred to another nonprofit organization; SHAPE AMERICA.

ARTICLE XIX--- MISCELLANEOUS PROVISIONS

Section 1-

Legal Consideration-These By-Laws shall be construed - interpreted in accordance with the laws of the State of Colorado. All references in these By-Laws to statutes, regulations, and other sources of legal authority shall include their successors as they may be amended from time to time. If any By-Law provision is held to be invalid, illegal or unenforceable in any respect, the invalidity, illegality, or inability to enforce shall not affect any other provision, and these By-Laws shall be construed as if the invalid, illegal, and unenforceable provision had not been included in these By-Laws.

Section 2-

Headings-The headings in these By-Laws are used for convenience only and should not be considered in construing-interpreting the meaning of these By-Laws.

Section 3-

Power of Attorney-Is a third party officer or agent of COAHPERD/SHAPE Colorado that may execute any instrument, document, or agreement on behalf and to represent COAHPERD/SHAPE Colorado by means of a power of attorney. If an original executed copy of the power of attorney is provided to the Executive Director prior to the use of such power of attorney. Such powers of attorney shall be kept with the other records of COAHPERD/SHAPE Colorado.

ARTICLE XX-- RESTRICTION ON ACTIVITIES

No part of the net earnings of COAHPERD/SHAPE Colorado shall inure - accept something as normal or usual 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 or organization provided, this shall not prevent payment of reasonable compensation for services actually rendered to or for COAHPERD/SHAPE Colorado and in the furtherance of its purposes. COAHPERD/SHAPE Colorado shall not do this either directly or indirectly 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 property for less than adequate consideration for money or money's worth; or by engaging in any other transaction which results, either directly or indirectly, in such diversion of its income or corpus. COAHPERD/SHAPE Colorado shall not make any accumulation of its income, unreasonable in amount or duration, or use any income for purposes other than the objectives herein set forth or invest any income in any manner as to jeopardize the fulfillment or carrying out of its objectives. COAHPERD/SHAPE Colorado shall not devote a substantial portion of its activities to carrying on propaganda or otherwise attempting to influence legislation, and in no event shall COAHPERD/SHAPE Colorado engage in any legislative activities other than those in direct furtherance of COAHPERD/SHAPE Colorado's stated objectives. COAHPERD/SHAPE Colorado shall not participate in or intervene in any political campaign on behalf of any candidate for public office. In general, COAHPERD/SHAPE

Colorado 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 COAHPERD/SHAPE Colorado to full tax deduction for their contributions to COAHPERD/SHAPE Colorado, and COAHPERD/SHAPE Colorado shall be so operated as to be entitled to 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 COAHPERD/SHAPE Colorado 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 of COAHPERD/SHAPE Colorado 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 COAHPERD/SHAPE Colorado in the furtherance of its purposes.

ARTICLE XXI--- NON DISCRIMINATION

COAHPERD/SHAPE Colorado does not discriminate on the basis of race, color, religion, sex, national origin, citizenship status, age, disability, sexual orientation or military status.

Voted by the Membership Results 10.24.2025 Bylaws Adopted