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MISSION

The Coalition on Intercollegiate Athletics (COIA) is an organization representing the elected faculty governance bodies of National Collegiate Athletic Association (NCAA) Football Bowl Subdivision (FBS) universities in activities related to the administration and governance of intercollegiate athletics.

COIA's mission is to promote the academic integrity of member universities, and to represent the interests of faculties, non-athlete students and student-athletes in matters related to college sports that can significantly affect the health, sustainability and educational missions of our institutions.

COIA aims to accomplish its mission by assisting the governance of intercollegiate athletics on our campuses through data collection, information sharing and the development of best practices; partnering with peer-faculty and other organizations on our common interests; and also by providing a constructive, responsible and informed representative faculty voice at the conference and national (NCAA) levels. (*Revised April, 2014*)

BYLAWS

These Bylaws were originally adopted at the June 15, 2007 annual meeting of COIA by a quorum of members present and voting, and revised by vote of the membership in February of 2017.

ARTICLE I Membership, Representation, Voting Process, and Meetings

- A. Members.** The membership of the Coalition on Intercollegiate Athletics (referred to as the "Coalition" or "COIA" in these by-laws) shall be composed of faculty senates (or the equivalent campus faculty governance body) at NCAA Division I institutions that have elected to join the Coalition by vote of their senate membership. "Faculty senate" is a generic term that refers to the primary campus faculty governance body.
- B. Representatives.** Member senates shall be represented by two COIA member representatives: (1) their elected president/chair (or equivalent faculty leader/officer), and (2) a faculty COIA representative, designated by the member senate or its executive committee.
- (1) Elected Senate President/Chair.** In the case of any Faculty Senate that is chaired by the institution's president or chancellor, the faculty "chief executive" shall serve in this position. The term of service of the Senate President/Chair shall correspond to his/her faculty senate term of service.

- (2) **Faculty COIA Representative.** The term of service of the faculty COIA representative shall be at the discretion of the member senate or its executive committee.
- (3) Faculty senates are encouraged to elect tenured faculty to serve as COIA representatives because of the protection such status provides.
- (4) Both representatives shall receive all correspondence issued by the Steering Committee.

C. Powers, Rights and Duties of Members

- (1) **One Vote per Member Faculty Senate.** At each Annual or Special Meeting or in the case of mail or email votes on business and other issues presented to the membership for determination or in the case of election of officers or members of the Board of Directors, each Faculty Senate is entitled to one vote which may be cast by either of its two representatives, as determined by the president/chair of that Faculty Senate member.
 - (a) Quorum. A simple majority of the member institutions' representatives present, whether in person or via telephone or video conference, call shall constitute a quorum for the conduct of business at the Annual or Special Meetings".
 - (b) Adoption of Provisions. A majority vote is required for the adoption of any motion except for amendments to the Bylaws which require two-thirds for approval.
 - (c) Mail Ballot Requirement. A vote taken at the Annual or any Special Meeting with a quorum present and voting is final unless there is a majority vote at the meeting to decide the measure by mail or email ballot.
- (2) **Formal Vote of Campus Faculty Senates.** By majority vote at an Annual Meeting or majority vote of the Steering Committee, issues of significant importance may be designated for the formal vote of member faculty senates on each campus rather than votes cast by the senates' respective COIA representatives. In such case, a majority of faculty senates must approve the proposed provision in order for it to be adopted.
- (3) COIA member representatives are entitled to be nominated for election to the Steering Committee or as officers or to serve on standing or ad hoc committees or advisory councils.
- (4) **Adoption of Formal COIA Positions.** Only the full membership can vote to adopt formal positions of the organization on issues. However, the Steering Committee is authorized to produce press releases in response to current events that are consistent with adopted positions or to take other actions to advance those positions. See Article II for Steering Committee powers and duties.)

D. Meetings.

- (1) **Annual Meeting.** The members shall meet at least once during each fiscal year at a time and place to be determined by the Steering Committee. The fiscal year for COIA shall be July 1 – June 30.

(2) Special Meeting. A special meeting may be called by the Steering Committee or upon the written request of at least twenty Members. Special meetings may be held at a reasonable location or by conference call as determined by the Steering Committee.

E. Member Dues. The Steering Committee is authorized to solicit grant or donation support and/or from time-to-time to set the amount of Member annual dues to cover the operating costs of the organization.

ARTICLE II Steering Committee

A. Composition, Term of Office and Election

(1) Composition. The Steering Committee shall consist of nine persons elected by vote of the membership as a whole, and shall be the following persons: (i) the Chair; (ii) the Vice Chair; (iii) the Secretary; (iv) the immediate past Chair; (v) the chairs of the three standing committees (described below in Article III – Standing Committees) and (vi) two at-large members.

(2) Term of Office and Election. The term of office of each Steering Committee Member (except for a replacement Steering Committee Member- See Article II, Sections D. and E) shall be three years and the terms of Steering Committee members shall be staggered so that no more than two or three of the terms of office expire annually. The term of office of a Steering Committee Member (except for a replacement Steering Committee Member) shall commence immediately following election. There shall be no limitation regarding the number of terms (consecutive or otherwise) that a Steering Committee Member may serve.

B. Powers, Rights and Duties. The Steering Committee shall have the powers, rights and duties necessary or appropriate for the proper governance of the business and affairs of the organization, except as may be limited by the Bylaws. Powers, rights and duties shall include the following:

- (1) Draft documents that articulate faculty viewpoints, subject to the ratification of member representatives or faculty senates;
- (2) Draft resolutions for the consideration of members consistent with faculty viewpoints previously ratified by Member representatives when such public action by individual Senates is beneficial to advance such viewpoints;
- (3) In response to current issues and developments in intercollegiate athletics, issue official COIA position statements and press releases consistent with positions ratified by the Membership;
- (4) Interact with the NCAA and other groups and participate in events and media activities to advance faculty viewpoints previously ratified by Member representatives;

Commented [LG1]: After discussion with Mike Bowen on July 1, we decided that a nine person SC would be best to provide the opportunity for broader representation from the various conferences

Commented [BM2R1]: This is a point we've discussed in our last two meetings, and needs additional discussion of its pros and cons. I know there is some degree of strong sentiment out there for a guarantee that all conferences be represented on the SC. The opposing argument on this point is that given the realignments and large number of conferences, the SC becomes unwieldy and many members become unresponsive. In addition, the range of issues COIA deals with ordinarily transcend conference interests, so the point is possibly moot. A smaller number of more committed members might serve COIA better. Please consider and discuss this matter with all of us so we can assure a good consensus on whatever the decision will be.

- (5) Approve the annual budget, solicit funding, set Member dues, approve general short and long-range strategic and financial plans of the organization to advance Member determined positions;
 - (6) Appoint non-voting member and/or non-members as expert consultants to advise the Steering Committee, committees or Membership in the conduct of business or consideration of issues;
 - (7) Develop proposed changes as necessary to the organization's bylaws, mission statement, vision statement, and/or strategic plan to be presented to the Membership for approval;
 - (8) Promote COIA and its activities;
 - (9) Convene national meetings of the Membership that advance the mission of the Coalition through deliberation, debate and decision-making related to faculty positions on issues of concern in the conduct of intercollegiate athletic programs;
 - (10) Develop policies and procedures detailing the specific duties and responsibilities of officers, committee chairs, committees, and advisors, necessary to the efficient conduct of the business of the organization; and
 - (11) Exercise such other and additional powers, rights or duties as the Steering Committee may determine in its discretion to be necessary or appropriate in connection with the Steering Committee's governance of the organization consistent with the Bylaws and member ratified positions.
- C. Standards of Conduct.** Each Steering Committee member, in the performance of his/her duties, shall discharge said duties: (i) in good faith; (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii) in a manner he/she reasonably believes to be in the best interests of the organization.
- D. Removal of a Steering Committee Member.** The Steering Committee, by a majority of the remaining Steering Committee Members, may remove any one or more of the Steering Committee Members with or without cause; provided that the notice of the subject meeting of the Steering Committee shall have adequately described the reasons for the proposed removal. Removal "for cause" shall have the meaning of removal due to fraud, unethical or criminal conduct. Removal "without cause" shall have the meaning of removal due to failure to fulfill duties and responsibilities of office, including failure to attend meetings, fulfill assumed responsibilities, and complete promised work product.
- E. Vacancies.** Except for a vacancy caused by the expiration of a Steering Committee Member's term of office, a vacancy in the Steering Committee shall be filled by a special election for this purpose. With regard to any candidate nominated to be a replacement Steering Committee Member, and in order to ensure that proper consideration is given to the candidate(s), there shall be full notice given to the membership prior to any special election in order to adequately apprise them about the candidate(s).

F. Meetings of the Steering Committee

- (1) **Quarterly Meetings.** The Steering Committee shall meet on a quarterly basis, in person or via video conference during each fiscal year. The specific date and time of all Steering Committee Meetings shall be reasonably selected by the Steering Committee Chair. Notice of a regular Board Meeting shall be sent to each Steering Committee Member at least five calendar days prior to the meeting; provided, however, in the event of extraordinary circumstances, the minimum notice of a board meeting shall then be reduced to two calendar days.
- (2) **Special Meetings.** Special Meetings of the Steering Committee may be called by the Steering Committee Chair or via the written request of three or more Steering Committee Members. The only business that may be transacted at a Special Meeting are the matters that are referred to in the notice of the Special Meeting, which shall be sent to each Steering Committee Member (in the absence of an emergency or other compelling circumstances, as may be determined by the Steering Committee Chair in his/her discretion) at least one calendar day (24 hours) prior to the subject Special Meeting.
- (3) **Location of Meetings.** All meetings of the Steering Committee shall be held at a reasonable location that is selected by the Steering Committee Chair, or held via a telephone or video conference call
- (4) **The Minutes.** The Minutes of each Steering Committee Meeting shall customarily be transmitted by the "Secretary" to each Steering Committee Member and all COIA representatives within approximately four weeks after a Board Meeting (but no later than the date that the Notice of the next Steering Committee Meeting is given). In connection with the Minutes: (i) they can be stated in summary form; and (ii) they can be recorded and prepared by the Secretary or by a person who is invited by the Secretary to attend a Steering Committee Meeting in order to undertake this responsibility.
- (5) **Membership Review of Steering Committee Actions.** Steering Committee actions are subject to review and modification by the Coalition membership at the next annual meeting, or by petition signed by a majority of the membership during intervals between meetings.

G. No Proxies. Proxies are *not* permitted in connection with any Steering Committee meeting, Executive Committee meeting or any Committee (or Subcommittee) meeting.

H. Quorum. At all meetings of the Steering Committee, a minimum of one half of the number of then-sitting Steering Committee Members, but no less than four whichever is greater, shall constitute a quorum for the transaction of business. If, at any meeting, there shall be less than a quorum present, a majority of those present may reschedule the meeting to a new date. At any rescheduled or adjourned meeting at which a quorum is then present, any business that might have been transacted at the meeting originally called may be transacted without further notice.

ARTICLE III – STANDING COMMITTEES

A. Administration and Communications (A&C) Committee

- (1) **Composition.** The Administration and Communications Committee shall be comprised of the elected Committee Chair and up to ten additional members as determined by the Steering Committee Chair, in consultation with the Administration and Communications Committee Chair with the approval of the Steering Committee.
- (2) **Committee Charge.** The Administration and Communications Committee coordinates or develops the internal and external communications, promotes the development of COIA as an organization, and performs the administrative tasks of COIA. The internal functions of this committee include but are not limited to communication with COIA members, maintenance of COIA membership records and information about COIA representatives, administration of COIA elections, organizational development, management of finances, and other administrative tasks. The external functions of this committee include but are not limited to issuing press releases, brand development, communication and management of relationships with external entities, maintenance of COIA's electronic communication systems, and advising the steering committee on public relations. The Administration and Communications Committee shall (a) act as the nominating committee for all elections, (b) oversee proposed amendments to the bylaws, policies and other governance documents of the organization, (c) oversee the COIA website and updating of all documents therein and (d) distribute press releases and other documents released by the organization. The Administration and Communications Committee shall not have the authority to amend or make any decisions prohibited by the Bylaws. Additional duties and responsibilities may be assigned by the Steering Committee.
- (3) **Meetings.** Meetings of the Administration and Communication Committee shall occur on an as-needed basis as determined by the Administration and Communications Committee Chair or at the request of the Steering Committee Chair. Meetings may be held in person or by telephone or video conference call. A minimum of a majority of the then-serving Members shall constitute a quorum for the approval of any report or recommendations which shall be advanced to the Steering Committee or Executive Committee for action, including subsequent consideration by the membership.
- (3) **Minutes.** In order to ensure that the entire Steering Committee is kept fully apprised of all matters considered by the Administration and Communications Committee, the A&C Chair shall send a copy of its Minutes to each Steering Committee Member within two weeks after each meeting.

B. Academic Integrity (AI) Committee

- (1) **Composition.** The Academic Integrity Committee shall be comprised of the elected Committee Chair and up to ten additional members as determined by the Steering Committee Chair in consultation with the Academic Integrity Committee Chair with the approval of the Steering Committee.

(2) Committee Charge. The Academic Integrity Committee shall (a) monitor and analyze NCAA rules and regulations, NCAA enforcement of academic integrity rules and other national governance association actions that affect the academic success of student-athletes and the academic integrity of athletics programs, (b) develop recommendations for COIA positions related to academic matters that should be recommended for adoption by the membership, and (c) recommend Executive Committee and/or Steering Committee actions that could advance the achievement of COIA member ratified academic integrity positions. The Academic Integrity Committee shall not have the authority to amend or make any decisions prohibited by the Bylaws. Additional duties and responsibilities may be assigned by the Steering Committee.

(4) Meetings. Meetings of The Academic Integrity Committee shall occur on an as-needed basis as determined by the Academic Integrity Committee Chair or at the request of the Steering Committee Chair. Meetings may be held in person or by telephone or video conference call. A minimum of a majority of the then-serving Members shall constitute a quorum for the approval of any report or recommendations which shall be advanced to the Steering Committee or Executive Committee for action, including subsequent consideration by the membership.

(4) Minutes. In order to ensure that the entire Board is kept fully apprised of all matters considered by the Academic Integrity Committee, the AI Chair shall send a copy of its Minutes to each Steering Committee Member within two weeks after each meeting.

C. Student-Athlete Welfare (SAW) Committee

(1) Composition. The Student-Athlete Welfare Committee shall be comprised of the elected Committee Chair and up to ten additional members as determined by the Steering Committee Chair in consultation with the Student-Athlete Welfare Committee Chair with the approval of the Steering Committee.

(2) Committee Charge. The Student-Athlete Welfare Committee shall (a) monitor and analyze NCAA non-academic rules and regulations that affect the health, welfare and developmental success of student-athletes, (b) develop recommendations for COIA positions related to non-academic matters that should be recommended for adoption by the membership, and (c) recommend Executive Committee and/or Steering Committee actions that could advance the achievement of COIA member ratified student-athlete welfare positions. The Student-Athlete Welfare Committee shall not have the authority to amend or make any decisions prohibited by the Bylaws. Additional duties and responsibilities may be assigned by the Steering Committee.

(3) Meetings. Meetings of the Student-Athlete Welfare Committee shall occur on an as-needed basis as determined by the Student-Athlete Welfare Committee Chair or at the request of the Steering Committee Chair. Meetings may be held in person or by telephone or video conference call. A minimum of a majority of the then-serving Members shall constitute a quorum for the approval of any report or recommendations which shall be advanced to the Steering Committee or Executive Committee for action, including subsequent consideration by the membership.

(4) Minutes. In order to ensure that the entire Board is kept fully apprised of all matters considered by the Student-Athlete Welfare Committee, the SAW Chair shall send a copy of its Minutes to each Steering Committee Member within two weeks after each meeting.

ARTICLE IV – Ad Hoc Committees. The Steering Committee may establish such Ad Hoc Committees as they may deem necessary or appropriate and shall appoint the Chair and the members thereof. An Ad Hoc Committee shall have such duration and mission as may be determined by the Executive Committee or Steering Committee. The general guidelines for Ad Hoc Committees shall be the following: (i) they shall be ordinarily comprised of at least one Steering Committee Member who shall Chair the Committee; and (ii) they shall be comprised of two or more Member representatives with appropriate qualifications who may or may not be members of the Steering Committee, and (iii) they may include any number of expert non-Members as deemed necessary to accomplish the assigned task. No Ad Hoc Committee shall have the authority to make any decisions on behalf of the Executive Committee, Steering Committee or Membership; instead, the "end" function of any Ad Hoc Committee shall be giving its presentation of a report and recommendations for the consideration of the Steering Committee.

ARTICLE V – Bylaw Ratification and Amendment Procedures.

Bylaws governing the Coalition on Intercollegiate Athletics (COIA) were originally adopted at the June 15, 2007 annual meeting of COIA by a majority of members present and voting, and revised by e-mail vote of the membership on 18 February of 2017.

Future amendments to the bylaws may be accomplished by the following procedure:

1. Any member of COIA can request that the Steering Committee propose a bylaw amendment by a petition signed by at least ten current COIA members requesting an amendment.
2. The Steering Committee will be responsible for circulating the proposed amendment to the bylaws for a vote of the full membership.
3. The vote of the membership should allow at least 30 days for the membership to consider the proposed change and cast a vote with the Chair of the Administration and Communication Committee.
4. A two-thirds majority of the voting members is necessary for an amendment to the bylaws to become effective
5. The Chair of the Administration and Communication Committee shall notify the membership upon conclusion of the 30-day voting period if the vote to amend was successful.