

Adopted on May 13,2010

**Middle Tennessee State University
Blue Raider Athletic Association
BYLAWS**

ARTICLE I

PURPOSE

The purpose of this Association shall be the promotion and support of Middle Tennessee State University (MTSU) athletic programs and to encourage students, alumni, former students and friends of the University in these programs through various means as determined by the Board of Directors. The Association shall facilitate the maintenance of a close relationship between its members and Middle Tennessee State University (the University).

ARTICLE II

THE ASSOCIATION

This Association, hereinafter referred to as the BRAA, operates under the auspices and in cooperation with the Middle Tennessee State University Athletic Department.

ARTICLE III

OFFICES

Principal Office. The principal office for the transaction of the business of the Association is hereby fixed and located on the campus of Middle Tennessee State University.

ARTICLE IV

MEETINGS OF DIRECTORS

Section 1. ***Place of Meetings***. All meetings of Directors shall be held either at the principal office of the Association or at any other place within or outside the State of Tennessee as may be designated either by the Board of Directors or President.

Section 2. ***Regular Meetings***. The meetings of Directors shall be held as the Board of Directors shall prescribe; provided, that in each year the Board of Directors shall hold a meeting once a quarter. At such meetings, Directors shall be elected, reports of the affairs of the Association shall be considered, and any other business may be transacted which is within the powers of the Board to transact and which may be properly brought before the Board of Directors.

Written notice of each Director's meeting shall be given to each Director either personally, by mail or other means of written or electronic communication, addressed to such Director at his/her address appearing on the books of the Association or given by him/her to the Association for the purpose of notice. Each Director, upon being duly appointed and agreeing to serve, shall provide a mailing, and/or electronic mailing address, indicating where he/she may receive Board notices and/or other Board business.

An **Annual Meeting** will be held each year until such time as it shall be changed by a majority vote of the Board of Directors. The Annual Meeting will be open to all members and other interested individuals as determined by the Association. The President of the Association will publish, or cause to be published, a notice of the meeting not less than twenty days (20) days prior to such meeting with time and location noted. All meetings shall be conducted in accordance with Robert's Rules of Order.

Section 3. ***Special Meetings***. Special meetings of the Directors for any purpose or purposes, unless otherwise prescribed by statute, may be called any time by the President, or by resolution of the Board of Directors and such meetings may be held at any time without call or notice upon unanimous consent of the Directors. Except in special cases where other expressed provision is made by statute, notice of such special meetings shall be given in the same manner and pursuant to the same notice provisions as for regular meetings.

ARTICLE V

DIRECTORS

Section 1. **Powers.** Powers of the Directors are subject to limitations of these bylaws, of the laws of the State of Tennessee, and the policies and procedures and bylaws of the University, and subject to the duties of Directors as prescribed by the bylaws, all Association powers, business and other affairs shall be exercised by or under the authority of the Association and shall be controlled by the Board of Directors.

Section 2. **Number, Election and Term of Office.** The number of Directors which shall constitute the whole voting Board shall be not less than twenty one (21) until changed by amendment to these bylaws. The Directors shall have a term of office of no more than four (4) consecutive one (1) year terms, not including time served as President or First Vice President. In addition to the voting Directors, there shall be at least three (3) non-voting, Ex-officio members of the Board who shall consist of the following: President of the University, Athletic Director, Associate Athletic Director for fundraising and the individual who serves as the Executive Director of the BRAA if other than Associate Athletic Director. The voting Directors may, at their discretion, add additional non-voting, Ex-officio members to the Board. Any individual holding status as an employee of MTSU and who is a member in good standing of the Association shall not be excluded from being elected as a full, voting member of the Board.

Section 3. **Vacancies.** Vacancies in the Board of Directors may be filled by a majority of the Directors then in office, though less than a quorum, at any properly conducted meeting.

Section 4. **Quorum.** At all meetings of the Board, a quorum shall consist of the Directors present at the meeting and those present shall act as the Board of Directors except as may be otherwise specifically provided by statute or by these bylaws. In no case, however, shall there be a quorum if there are not at least eleven (11) Directors present.

Section 5. **Fees and Compensation.** The Board of Directors shall serve without compensation from the Association, and shall not receive compensation from sources outside the University for their service on the Board of Directors.

Section 6. **Action Without Meeting.** Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

Section 7. **Board Meetings by Conference Call.** If urgent business needs to be conducted but the Board of Directors is not able to meet in person, they may participate

in a meeting of the Board or committee by means of telephone conference call or similar communications equipment. Participation by such means shall constitute a regular or special Board meeting.

Section 8. **Term Limits.** No Director may serve more than four (4) consecutive one (1) year terms. After the completion of the four (4) consecutive one (1) year terms, a minimum of one (1) year must pass before that individual will be eligible to be re-elected to the Board of Directors. Time computation does not include any term served as President or First Vice President.

Section 9. **Resignation of Directors.** Any Director may resign at any time by submitting written or electronic notification to the President and the acting BRAA Executive Director. Resignation effective date will be the receipt date of such notification.

Section 10. **Removal of Directors.** With a quorum having been established, two thirds (2/3) in number of voting membership of the Board acting in a duly called meeting may remove any elected Director with or without cause. Including but not limited to conviction of any felony or violation of the National Collegiate Athletic Association (NCAA) rules or regulations, any Director will be automatically removed from the Board.

ARTICLE VI

EXECUTIVE COMMITTEE

Section 1. **Election.** The Board of Directors, acting by resolution adopted by a majority of the number of Directors fixed by these bylaws, shall elect from their own members an Executive Committee composed of the following: present and immediate past Presidents, First Vice President, Second Vice President, Secretary/Treasurer, and such other members as may be nominated and elected by the Board.

Section 2. **Duties.** The Executive Committee shall have all of the powers of the Directors in the interim between meetings of the Board, except where action of the Board of Directors is required by law. It shall keep regular minutes of its proceedings which shall be reported to the Directors at their next meeting.

Section 3. **Meetings.** The Executive Committee shall meet at such times as may be fixed by the Committee or on the call of the President or Executive Director of the BRAA. Notice of the time and place of the meeting shall be given to each member of the Committee by the Executive Director as provided in Article IV, Section 2.

ARTICLE VII

OFFICERS

Section 1. **Officers.** The officers of the Association shall be President, First Vice President, and Second Vice President, Secretary/Treasurer and the immediate Past President. The Association may also have, at the discretion of the Board of Directors, one or more Vice Presidents, one or more Assistant Secretaries/Treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article. One person may hold two or more offices; provided, however, that no person shall simultaneously hold the offices of President and Secretary/Treasurer or the offices of President and Vice President. Ex-officio members may serve in any capacity approved by the voting members of the Board. Ex-officio members serving in an officer capacity have no voting rights by virtue of holding an officer position.

Section 2. **Election.** The officers of the Association, except such officers as are appointed to serve at the pleasure of the Board, shall be chosen for a one (1) year term by the Board of Directors. Each shall hold his or her office until he or she shall resign, shall be removed or otherwise be disqualified to serve, or his or her successor shall be elected and qualified.

Section 3. **Subordinate Officers.** The Board of Directors may appoint, and may empower the President to appoint, such other officers as the business of the Association may require. Each appointee shall hold office for a period of one (1) year and have such authority and perform such duties as are provided in the bylaws or as the Board of Directors may from time to time determine.

Section 4. **Removal and Resignation.** Any officer may be removed, either with or without cause, by the Board of Directors, at any regular or special meeting. Removal requires a two-thirds (2/3) vote in number vote at duly called meeting, a quorum having been established.

Section 5. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the bylaws for regular appointments to such office.

Section 6. **Terms.** The officers shall serve one (1) year terms with the exception of the Secretary/Treasurer who shall each serve at the will of the Board.

Section 7. **President.** The President shall be the Chief Executive Officer of the Association and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the Association' affairs to include:

- (a) Presiding at all meetings.
- (b) At the regular meeting of the Directors, reporting the operations of the Association's affairs and shall report to the Board of Directors from time to time all such matters coming to his/her attention and relating to the interest of the Association as should be brought to the attention of the Board.
- (c) Serving as a member of all standing committees, including the Executive

Committee, if any; and having such usual powers and duties of supervision and management as may pertain to the office of the President and shall have other such powers and duties as may be prescribed by the Board of Directors or the bylaws.

Section 8. **First Vice President.** In the absence or disability of the President, the First Vice President shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The First Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for him respectively by the Board of Directors or the bylaws. The First Vice President, upon approval of the Board, shall become President at the completion of his term as First Vice President. The First Vice President shall chair the Campaign Committee.

Section 9. **Second Vice President.** The Second Vice President, shall upon approval of the Board, serve in the absence of the First Vice President, or upon the request of the President and shall serve as Vice Chair of the Campaign Committee. The Second Vice President shall chair the Board of Directors Membership Committee.

Section 10. **Secretary/Treasurer.** The Secretary/Treasurer shall keep, or cause to be kept, at the principal office of the Association or such other place as the Board of Directors may order, a book of minutes of all meetings of Directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at Directors' meetings and the proceedings thereof.

The Secretary/Treasurer shall make such reports to the Board of Directors and shall also prepare such reports and statements as are required and shall perform such other duties as may be prescribed by the Board of Directors or by the bylaws.

The Secretary/Treasurer shall attend to such correspondence and perform such other duties as may be incidental to the office or as may be properly assigned to the Secretary by the Board of Directors.

Section 11. **Immediate Past President.** In the absence or disability of the President and the First Vice President and the Second Vice President, the Immediate Past President shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Immediate Past President shall have such powers and perform such other duties as from time to time may be subscribed for him respectively by the Board of Directors or the bylaws.

Section 12. **Delegation of Duties.** In case of the absence or disability of any officer of the Association or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate, in the interim, the powers or duties, or any of them, of such officer to any other officer or to any director. Said delegation may be accomplished by a majority vote of those currently consisting of the entire Board.

Section 13. ***Election of Officers.*** Election of officers will be held during the Second Quarter Board Meeting of each calendar year prior to the Annual Membership Meeting.

ARTICLE VIII

THE PAST PRESIDENTS EXECUTIVE ADVISORY BOARD

The Past President Executive Advisory Board shall consist of former BRAA Presidents who have served a full term, participated in fundraising activities on behalf of the University and/or personally made financial and other contributions to the BRAA. Members shall be invited to meet with the current Board during its meetings as non-voting participants and shall be included in other appropriate functions held by the Board as determined by the Executive Committee.

The Past Presidents Executive Advisory Board shall provide counsel for expanding and achieving Board objectives. The Past Presidents Executive Advisory Board shall, in concert with the BRAA President, conceive, develop, and implement specific projects to be sponsored by the Past Presidents Executive Advisory Board. The Past Presidents Executive Advisory Board shall make periodic reports to the Board of Trustees outlining activities and accomplishments. The Past Presidents Executive Advisory Board shall not be subject to the term limits as applied to Board members. The Past Presidents Executive Advisory Board shall be chaired by the most recent Past President of the BRAA, or his/her earliest predecessor so willing to serve.

ARTICLE IX

COMMITTEES

There shall be two (2) standing committees established by the bylaws as follows: Campaign Committee and Board Membership Committee. The Executive Committee shall establish all other committees as may be necessary to perform the duties of the Association. The President, Executive Director and all officers shall be ex officio members of all committees. A majority of the members of each committee shall constitute a quorum and shall be fully authorized to conduct the business of the meeting. All matters before the committee shall be determined by a majority vote of those members present.

Section 1. **Campaign Committee.** The First Vice President shall chair the Campaign Committee. This committee shall consist of a minimum of five (5) Board Members whose primary responsibilities shall be assisting in the various aspects of retention and growth of members in the BRAA.

Section 2. **Board Membership.** The Second Vice President shall chair the Board Membership Committee. This committee shall consist of a minimum of four

(4) Board members and two (2) Past Presidents. This committee will present, when directed by the President and the Executive Director of the BRAA, nominations to the Board for new Board members based on the criteria from the Director Role and Responsibility document.

Section 3. **Other Committees.** Other committees may be established as directed by the Executive Committee in consultation with the Executive Director.

ARTICLE X

MEMBERSHIP

Section 1. Any person who has demonstrated an interest in promoting the objectives and purposes of the Association may become an active member upon payment of dues.

Section 2. The Board of Directors may establish one or more levels of membership.

Section 3. All members, associates, and/or representatives agree to abide by all MTSU and affiliated Conference and NCAA rules and regulations pertaining to athletic and related programs. Each Director will be provided a document pertaining to the appropriate rules and regulations all other members will be advised of such rules and regulations and may request a copy of such from the Athletic Department.

ARTICLE XI

DUES

Section 1. Any person eligible for membership in the Association may become an active member by paying required dues.

Section 2. Annual dues and categories of membership shall be fixed by the Board or Directors and may be adjusted and amended whenever it may be deemed advisable by the Board.

ARTICLE XII

PUBLICATIONS

Section 1. The Association may publish a newsletter and other publications as may be deemed advisable or appropriate by the Board.

ARTICLE XIII

SATELLITE CHAPTERS

Organization of Satellite Chapters in various cities and areas may be encouraged according to the interest of those area alumni and friends of the University. The satellite chapters may hold meetings as necessary and shall correspond with the Board through the Coordinator of Athletic Development on any matters of concern related to their respective satellite chapters.

ARTICLE XIV

MISCELLANEOUS

Section 1. ***Fiscal Year.*** The fiscal year of the Association shall coincide with the fiscal year of Middle Tennessee State University unless otherwise determined by the Board.

Section 2. ***Annual Report.*** An annual report may be furnished to the Directors at the request of the Directors, but same shall not be required.

Section 3. ***University Relationship.*** The members and Directors of the Association agree that they have read and understand the mission of Middle Tennessee State University and agree to support that mission as to the role of the Association. The members and Directors of the Association agree to refrain from actions or activities that weaken or challenge the role of the official administration of the University. This does not preclude members and Directors from expressing any concern that they may have, but such concerns should be offered in an appropriate venue. Members and Directors of the Association fully understand and value that the University is, first and foremost, interested in student success and the success of MTSU student-athletes, and each is committed to that end.

Members and Directors of the Association understand and respect that University employees are responsible to the Administration of the University. The Administration of the University understands and respects the purpose of the Association. Members and Directors of the Association and the Administration of the University agree to work for the achievement of common goals and objectives.

ARTICLE XV

AMENDMENTS

Section 1. ***Who May Amend.*** Quorum having been established, these bylaws may be amended, altered, changed or repealed by the Directors at any regular or special meeting of the Directors.

Section 2. ***Notice.*** These bylaws may be amended, altered, changed or repealed

by a majority vote and upon two weeks written notice of the change to the Directors at their addresses maintained by the Secretary of the Association; mailing will be conclusive of receipt and notice.

ARTICLE XVI

AWARDS

Section 1. The Board of Directors may bestow awards as deemed appropriate by the Board so long as such awards are not in conflict with rules and policies of MTSU, any affiliated Conference, and NCAA.

ARTICLE XVII

DISSOLUTION

In the event of the dissolution of the Association, all assets belonging to said Association shall be used exclusively in the furtherance of the specified objectives and purposes of the Association and the Board of Directors shall distribute said assets only to MTSU or the MTSU Foundation, Inc to carry out the intent of this provision of the Bylaws.

ARTICLE XVIII

LIMITATION OF LIABILITY

A Director of the Association shall not be personally liable to the Association or its members for monetary damages as a result of the breach of fiduciary duty as a Director. The limitation of liability provided by this Article shall not eliminate or limit the liability of a Director of the Association (1) for any breach of the Director's duty of loyalty to the Association, (ii) for acts or omissions not in good faith or which involve misconduct or a knowing violation of law, or (iii) for any transaction from which the Director derived an improper personal benefit.