

## ARTICLES OF INCORPORATION

The undersigned, being above the age of eighteen (18) years, does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a nonprofit corporation under and by virtue of the laws of the State of North Carolina.

### ARTICLE ONE

**Name.** The name of the association shall be NORTH CAROLINA HIGH SCHOOL ATHLETIC ASSOCIATION.

### ARTICLE TWO

**Duration.** The period of duration of the corporation shall be perpetual.

### ARTICLE THREE

**Purposes.** Whereas athletic activities play a recognized and valuable role in high school education in North Carolina, and whereas the coordination of these activities among the several high schools has been found to be of special benefit to high school education in North Carolina, the purposes for which this corporation are formed are educational in nature, and, though limited by the scope and meaning of Section 501 (c) (3) of the Internal Revenue code of 1954, the purposes include:

- (a) To stimulate, control and direct high school athletics among its members or between its members and other teams in North Carolina.
- (b) To maintain a high standard for high school games, contests, athletics and all other sports activities by and among its members in North Carolina.
- (c) To give and grant to its members and to others, so far as empowered by law, the privilege to hold contests, competitions, and exhibitions under its auspices or otherwise, in accordance with its prescribed rules and regulations, and subject to conditions as it may lawfully impose.
- (d) To enact and establish rules and regulations governing such contests, competitions, exhibitions and athletic participations, and to determine and define awards and prizes for such contests, and to determine and define breaches and infractions of its rules and regulations.
- (e) To educate and train members and persons regarding all adopted rules and regulations governing athletic participation and competition by and among its members and regarding rules for particular sports and games.
- (f) To exercise disciplinary authority so far as is lawful over all members and representatives of members engaged in contests, competitions, exhibitions and athletic activities, to the end that games, contests, sports and athletics of every kind may be subject to clean, sportsmanlike, dignified competition.
- (g) To promote the physical and moral well-being of all athletes representing its members.
- (h) To educate public opinion regarding high school athletics by and among its members.
- (i) By all lawful means to elevate, improve and promote games, contests, physical exercises, athletics, exhibitions and all sports by and among its members.
- (j) To acquire, hold title to, sell, exchange, lease, alien, build structures upon or otherwise to deal in real property for the purpose of maintaining premises where the hereinabove stated purposes can be pursued.
- (k) To apply for, solicit, receive, hold and disburse grants, funds and other property to be used in furtherance of the purposes stated herein.

### ARTICLE FOUR

**Membership.** Any North Carolina public or non-boarding parochial high school is eligible for membership provided it is accredited by the State Department of Public Instruction, and provided that the high school adopts and maintains the following code for participation in high school athletics:

“Competitive athletics cannot be justified as a part of the school program unless it contributes to a wholesome rounding out of the personality of the participants and the spectators. We shall therefore insist on hard but clean play resulting in honest victory without conceit or honest defeat without bitterness.

“Realizing that eligibility rules are made to help relationships between schools, we agree to live up to the spirit as well as the letter of the regulations set by the association.

“We shall see that the control of the policies and operations of high school athletics remains with the legally constituted governing body and is delegated by this body to the school officials. If desirable, the superintendent can assign responsibility to the principal, and the principal to the athletic coach, who will be a full-fledged faculty member.

“We shall always put first the best interest of the students and shall insist on careful, adequate protective equipment, and coaches who know training rules and practice, and will not permit students to play when the students’ best interests indicate that they should not play.”

The association shall have the power to fix by resolution of the Board of Directors such membership fees and charges as it deems appropriate from time to time for the support of the organization.

## ARTICLE FIVE

**Directors.** The Board of Directors of the North Carolina High School Athletic Association, shall consist of twenty (20) members including the Immediate Past President, President, Vice-President and Commissioner of the association, plus ten (10) principals of member schools or superintendents of systems including member schools, plus six (6) athletic directors or coaches of member schools; the Directors shall be chosen as provided in the Bylaws of the association. Editor's Note: The names and addresses of the initial members of the Board of Directors are on file with the North Carolina Secretary of State.

The business and affairs of the North Carolina High School Athletic Association, Inc., shall be managed by the Board of Directors in accordance with the provisions of the Bylaws.

## ARTICLE SIX

Powers. This association shall have those powers which are necessary and convenient to the execution of the purposes hereinabove provided.

Provided, however, that no part of the net earnings of the association shall inure to the benefit of any member, director, officer of the association or any private individual (except that reasonable compensation may be paid for services rendered to or for the association affecting one or more of its purposes), and no member, director, or officer of the association or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the association. No substantial part of the activities of the association shall constitute the carrying on of propaganda or otherwise attempting to influence legislation or participating in or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these Articles, the association shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

## ARTICLE SEVEN

Dissolution. Upon the dissolution of the association, the Directors shall pay or make provision for the payment of all of the liabilities of the association, and the balance of all money and other property remaining received by the association from any source shall be used or distributed exclusively for purposes within the intent of Section 501 (c) (3) of the Internal Revenue Code as the same now exists or as it may be amended from time to time, or the Board of Directors may distribute all the remaining assets to such organization or organizations formed and operated exclusively for charitable, educational or benevolent purposes as shall at that time qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code or the corresponding provisions of any future United States statute.

Or, the Board of Directors may elect, upon dissolution of the association, to sell the assets of the association and to distribute the proceeds from such sale as provided in the preceding paragraph.

## ARTICLE EIGHT

The initial registered office of the association shall be located at the University of North Carolina at Chapel Hill, Orange County, North Carolina; the initial registered address of the association shall be Craige Mobile Park Offices, Manning Drive, Chapel Hill, Orange County, North Carolina 27514; and the name of the initial registered agent at such address shall be Simon F. Terrell. **(Note: The present registered address of the association is Finley Golf Course Road, Chapel Hill, Orange County, North Carolina 27517; and the name of the present registered agent is Charles H. Adams.)**

## ARTICLE NINE

The name of the incorporator is Robert Epting, whose address is 214 West Rosemary Street, Chapel Hill, Orange County, North Carolina, 27517.

## BYLAWS

Articles of Incorporation of the North Carolina High School Athletic Association, Inc., having been filed with the Secretary of State of North Carolina, now, therefore, BE IT RESOLVED, that the BYLAWS of the Association be and hereby are enacted as follows:

### I. PURPOSES

The purposes for which this corporation is organized are:

- (a) To stimulate, control and direct high school athletics among its members or between its members and other teams in North Carolina.
- (b) To maintain a high standard for high school games, contests, athletics and all other sports activities by and among its members in North Carolina.
- (c) To give and grant to its members and to others, so far as empowered by law, the privilege to hold contests, competitions, and exhibitions under its auspices or otherwise, in accordance

- with its prescribed rules and regulations, and subject to such conditions as it may lawfully impose.
- (d) To enact and establish rules and regulations governing such contests, competitions, exhibitions and athletic participations, and to determine and define awards and prizes for such contests, and to determine and define breaches and infractions of its rules and regulations.
  - (e) To educate and train members and persons regarding all adopted rules and regulations governing athletic participation and competition by and among its members and regarding rules for particular sports and games.
  - (f) To exercise disciplinary authority so far as is lawful over all members and representatives of members engaged in contests, competitions, exhibitions and athletic activities, to the end that games, contests, sports and athletics of every kind may be subject to clean, sportsmanlike, dignified competition.
  - (g) To promote the physical and moral well-being of all athletes representing its members.
  - (h) To educate public opinion regarding high school athletics by and among its members.
  - (i) By all lawful means to elevate, improve and promote games, contests, physical exercises, athletics, exhibitions and all sports by and among its members.
  - (j) To acquire, hold title to, sell, exchange, lease, alien, build structures upon or otherwise to deal in real property for the purpose of maintaining premises where the hereinabove stated purposes can be pursued.
  - (k) To apply for, solicit, receive, hold and disburse grants, funds and other property to be used in furtherance of the purposes stated herein.

## II. BOARD OF DIRECTORS

The Association shall be governed by a Board of Directors consisting of twenty (20) persons selected as follows:

1. *Selection of Directors.* The President and Vice-President, chosen at the annual meeting of the Association, the Commissioner and Immediate Past President of the Association shall be members of the Board of Directors by virtue of their election to those respective offices.

Ten members of the Board of Directors shall be chosen to replace the original Directors hereinafter designated, as their stated terms expire, from among the principals of member schools and/or the superintendents of systems including member schools.

Six members of the Board of Directors shall be chosen to replace the original members of the Board of Directors hereinafter designated, as their stated terms expire, from among the coaches of member schools or athletic directors of member schools or systems including member schools.

Provided, however, that the Board of Directors shall at all times consist of not less than one nor more than two coaches and/or athletic directors from each of the four classifications of member schools, e.g. A, AA, AAA, and AAAA; and that of the sixteen Directors elected, four shall be chosen from member schools or systems with member schools in Class A, four shall be chosen from member schools or systems with member schools in Class AA, four shall be chosen from member schools or systems with member schools in Class AAA, and four shall be chosen from member schools or systems with member schools in Class AAAA.

Successor members of the Board of Directors shall be chosen in each annual meeting of the Association to replace the members hereinafter designated as their terms expire. The term of each new Director so elected shall be four years. When any Director shall fail to serve completely his term of office, the Board of Directors shall have the authority to name a successor to fill the office until the next annual meeting of the Association.

When a member of the NCHSAA Board of Directors is transferred to another position from one geographic region and/or to another position that results in two years or more service remaining in the term of office, that the position is declared vacant and the position is filled from the accepted procedure to elect a representative from the vacant position or region.

2. *Meetings of Directors.* Regular meetings of the Directors of the Association shall be held at times appointed by the President, provided that notice of such meetings is given each Director not less than three days prior to each meeting.

Special meetings of the Board of Directors may be called by or at the request of not less than four members of the Board of Directors. Notice of such meetings shall be given to each Director at least three days prior to the meeting by the Commissioner or the President of the Association.

**Agenda items for Board meetings or appeals should be in to the NCHSAA no later than November 1 for the winter meeting and April 1 for the spring meeting.**

3. *Quorum.* The members of the Board of Directors shall constitute a quorum at all meetings of the Board of Directors, and action may be taken by a majority of the quorum.

4. *Powers.* The Board of Directors shall be empowered to make, subject to the Articles of Incorporation and Bylaws of this Association, the rules and regulations which shall govern the various athletic activities and contests sanctioned or carried out under the auspices of this Association, which rules and regulations shall be prepared and distributed to member schools and systems as early as practicable annually.

The Board of Directors shall exercise, through such persons or committees as it sees fit, which persons or committees shall include in any event the President and Commissioner of the

Association, supervisory powers over the various athletic activities and contests sanctioned or carried out under the auspices of this Association to insure proper compliance with the rules and regulations of the Association.

The Board of Directors shall have the power to create such new offices and committees as it finds convenient or necessary from time to time.

The Board of Directors, through the Commissioner, shall call conferences of faculty managers to arrange schedules for the various athletic activities and contests sanctioned or carried on under the auspices of the Association, and the Board of Directors shall have final authority to determine schedules between teams which cannot agree to game schedules in any season.

The Board of Directors shall have the authority to review the interpretations of the Commissioner and the Executive Committee regarding the Articles of Incorporation and Bylaws of the Association, and any rules and regulations of the Association, and its decision in these matters shall be final.

The initial Board of Directors and the dates for expiration of their terms are on file with the North Carolina Secretary of State.

#### *5. The Executive Committee*

*Composition.* The Executive Committee shall be composed of the President, Vice-President, Commissioner and four other members of the Board of Directors. The four Director members of the Executive Committee shall be chosen by the President from Directors nominated by all the Directors from each classification of schools; provided, however, that one such Director member of the Executive Committee shall be chosen from each classification of schools, and further provided, that two of the Director members of the Executive Committee shall be school administrators and two shall be coaches or athletic directors.

*Powers.* The Executive Committee shall have the power to review and approve or disapprove the Exec's interpretation of the Articles of Incorporation, the Bylaws or any rules or regulations of this Association. Or, the Executive Committee may refer any question of interpretation or appeal to the full Board of Directors for final disposition without making any interpretation on its own stead when it deems expedient to do so.

The Executive Committee shall have the power to rule on any controversies not specified, defined or controlled by the Articles of Incorporation, Bylaws or rules and regulations of this Association, subject to the right of the parties on controversy to appeal its decision to the full Board of Directors, whose decision shall be deemed final in the interests of high school athletics.

In any matter or controversy brought before the Executive Committee, and where the controverting parties are all from one classification of schools, all members of the Board of Directors from the classification may, upon their own motion, sit as additional members of the Executive Committee to hear and rule on the controversy.

### **III. OFFICERS**

The officers of the North Carolina High School Athletic Association, Inc., shall consist of a President, a Vice-President and a Commissioner.

1. *Election of Officers.* The President and Vice-President shall be elected annually at the annual meeting. Only superintendents of school systems or principals of member schools shall be eligible to serve as President or Vice-President.

The Commissioner shall be elected and his or her annual salary set by the Board of Directors. The term of his or her office shall be four years.

2. *President.* The President shall preside at all meetings of the Association, all meetings of the Board of Directors and all meetings of the Executive Committee, at all meetings of committees in charge of various contests, and shall discharge all other duties of the presiding officer. It shall be the duty of the President to call meetings of the Board of Directors and the Executive Committee from time to time as the business of the Association requires their attention.

In the event that the office of President is vacated during the term of the President, the office of President shall be filled by the Vice-President for the remainder of the unexpired term.

3. *Vice-President.* The Vice-President shall preside and perform all the duties of the President in the absence of the President, and shall undertake such other duties as the President or Board of Directors may prescribe. In the event that the office of Vice-President is vacated during the term of the Vice-President, the Board of Directors shall have the power to name one of its members as Vice-President for the remainder of the unexpired term.

4. *Commissioner.* The Commissioner shall be a full-time employee of the Association, and shall serve as the managing business agent of the Association. In addition, the Commissioner shall be charged with initially receiving and processing all applications for membership in this Association, all inquiries, requests or correspondence regarding contests.

The Commissioner shall have the initial responsibility to receive inquiries or appeals regarding interpretations of the Articles of Incorporation, the Bylaws and the rules and regulations of the Association, and the Commissioner shall rule on such inquiries or appeals as set forth in Section VIII of these bylaws. The ruling of the Commissioner shall be subject to review by the Executive Committee and thereafter the Board of Directors. Any member requesting the review of a decision by the Commissioner shall pay the sum of the actual cost for an appeal to the Executive Committee

or to the Board of Directors, provided the sum paid by the appealing member may be refunded by the appropriate reviewing body if the appealing member's position is sustained on appeal.

The Commissioner shall call conferences for the preparation of various contest schedules, and he or she shall preside over these conferences. The Commissioner shall keep the official records of all meetings of the Association and the Board of Directors and he or she shall have charge of all funds of the Association for which he or she shall render an annual accounting to the Association at its annual meeting.

The Commissioner shall be bonded in a sum not less than \$10,000.

#### **IV. ANNUAL MEETING**

The annual meeting of the Association shall be held at a time designated by the Board of Directors. The annual meeting shall receive the reports of the Commissioner, hold elections for members of the Board of Directors and for officers, and transact such other business as may come before the meeting.

The principal shall be regarded as the constituted authority of each member school. The principal may appoint any member of the school's faculty to represent him or her at the annual meeting of the Association. The principal's authority in this respect shall be subject only to the authority of the superintendent of the principal's administrative unit.

Each member school represented at the annual meeting shall have one vote on Association business. Those present at the annual meeting shall constitute a quorum.

#### **V. FINANCE**

The Board of Directors shall have the power to determine membership fees and other charges for Association members.

The net receipts of all state championship contests shall be paid over to the Association for its support. The Board of Directors may determine what percentage, if any, of the net receipts of such district contests shall be paid to the Association for its support.

The Board of Directors may direct that as much as forty (40) percent of the net receipts of the final state championship contests, or finals in state championship tournaments, be paid to schools represented by competing teams.

Should the Association disband, its remaining funds and assets shall first be used to satisfy outstanding obligations including employment and purchase contracts, and any remaining funds shall be disbursed to member schools on an equitable basis as determined by the Board of Directors, provided that no distribution inconsistent with the Articles of Incorporation may be made. If insufficient funds exist for the satisfaction of Association obligations, members of the Association may be assessed by the Board of Directors in a total amount sufficient to satisfy the said obligations.

#### **VI. CLASSIFICATIONS**

For purposes of athletic competition, four classifications are identified—AAAA, AAA, AA and A. When at least 25 percent of the total number of member schools, or at least half the schools in a classification participate in a sport sanctioned by the NCHSAA that sport shall culminate in a state championship for that classification. When less than half participate, those schools shall be grouped with schools from all other classifications not having fifty percent participation in unclassified state playoffs. If only one classification has less than fifty percent participation, the schools of that classification shall be placed in the state playoffs of the next highest classification.

Classification is to be guided but not bound by the ADM figures averaging the daily membership in grades 9, 10, 11 and 12 for the first month as submitted to the State Department of Public Instruction. ADM figures used as a general guide in determining the four classifications may be established by the Board and may be subsequently changed by a two-thirds vote of the membership at the Annual Meeting.

The initial classification and alignment plan will be effective with the 1985-86 school year for a minimum four-year period. In the second year of the alignment period, schools having special hardship conditions with regard to classification may appeal to the Board of Directors for relief. Final action on appeals would take place at the winter meeting of the Board of Directors following completion of the normal two-year football contract period.

Using ADM and other factors which may apply, the Board of Directors is given the authority to transfer schools to another classification. If by a two-thirds vote the annual meeting shall instruct the Board of Directors to reverse any transfer decision, that vote of the annual meeting shall at once supersede the former decision of the Board of Directors.

#### **VII. AMENDMENTS**

Proposed amendments to the Articles of Incorporation or these Bylaws shall be submitted to the Commissioner's office no later than the November 1 prior to the annual meeting. In order to be considered, the proposed change must have been submitted and endorsed by the superintendents or principals of at least six member schools or systems with member schools.

If the proposed change is properly submitted to the Commissioner, the Commissioner shall distribute a copy of the proposed change with explanations as appropriate and a ballot to each member school, and the Commissioner shall set a reasonable deadline for the return of the ballots prior to the annual meeting.

An affirmative vote of not less than three-fourths of the total ballot distributed shall be necessary for a change in the Articles of Incorporation or Bylaws. The Commissioner shall report the results of the vote at the annual meeting, and shall cause such additional documents to be prepared as to formally notice the amendment or amendments.

### **VIII. PENALTIES**

The Board of Directors, upon the relation of the Commissioner or any of the members of the Association, shall have the duty and final authority to authorize the investigation of and to punish member schools or their representatives for any violations of the rules and regulations of the Association. The Board shall take care that due notice of alleged violations and an opportunity to appear and respond to the allegations is afforded each member or representative of a member accused of violations of Association rules or regulations prior to its determination upon the allegations.

*1. Process.* Any inquiry about, or report concerning a suspected violation of, the Articles of Incorporation, the Bylaws or Rules and Regulations of the Association shall be first directed to the Commissioner or in his or her absence, his or her designee (which could include the Deputy Commissioner, Associate Commissioner or Assistant Commissioner). The Commissioner, or his or her designee, shall first provide his or her ruling on any issue raised orally and, as soon as is reasonably possible thereafter, this ruling, and the basis for the decision, shall be reduced to writing and immediately provided to the interested parties. Any member of the Association who is adversely affected by this decision may first appeal to the Executive Committee, in writing (which may be faxed or emailed) within 2 working days of notification of the decision, and thereafter, to the Board of Directors of the Association by written notice (which may be faxed or emailed) within 24 hours of the Executive Committee's announced decision. Decisions of the Board of Directors shall be final and binding.

*2. Ineligible Players.* Any school using an ineligible player in any contest sanctioned by the Association may be barred from taking part in the contests involving the same sport of the Association for up to one year. The Board of Directors shall prescribe the manner for protesting ineligible players and its decision in all eligibility questions shall be final. If in the Board of Directors' opinion, (1) the use of an ineligible player was inadvertent and (2) the school makes a showing of good cause under all of the circumstances to warrant a lesser penalty by the Board, a penalty of less than suspension of the school from taking part in the same sport for up to one year may be enforced.

*3. Failure to Comply.* If any member school shall willfully fail to comply with the decisions of the Board of Directors of the Association, all contests scheduled or already played in the particular sport wherein the controversy arose shall be forfeited and canceled for that season, and the school shall be eliminated in determining the winner of the district affected.

And, the school shall not be allowed to take part in contests sponsored by the Association for a period of one year unless the school makes a showing of good cause under all the circumstances to warrant a lesser penalty by the Board. Any penalty imposed by the Board under this section must include the school being prohibited from taking part in any contests sponsored by the Association until it pays to the Association a cost fine of \$1000 if it is a Class AAAA school, \$800 if it is a Class AAA school, \$600 if it is a Class AA school and \$400 if it is a Class A school.

### **IX. EFFECTIVE DATE**

These Bylaws shall become effective upon their ratification by at least three-fourths of the members present at the annual meeting of the Association.

Or, these Bylaws shall become effective upon ratification by affirmative vote of three-fourths of those responding to a special ballot to be prepared and mailed by the Commissioner of the North Carolina High School Athletic Association, Inc.

### **APPROVED**

by vote of 258-1 in special balloting all members of the Association on October 11, 1976.