

**CONSTITUTION
OF THE
NATIONAL ASSOCIATION of ESPORTS COACHES & DIRECTORS**

May 7, 2021

NAECAD's constitution and the governing rules of the association. The constitution sets the standards for membership, committee service, and much more. Members are encouraged to read the constitution and become better informed of their association. A copy of the current NAECAD constitution will be maintained and published on the NAECAD's website and will be distributed to all newly appointed members during their orientation process. In the event of amendments being adopted, the amended copy will be distributed electronically to all sitting members of the National Advisory Committee, to all standing NAECAD Committee leadership teams, and to the NAECAD staff.

ARTICLE I – NAME AND PRINCIPAL OFFICE

1.01 NAME.

The name of this organization shall be the National Association of Esports Coaches & Directors, and may also be known as NAECAD.

1.02 PRINCIPAL OFFICE.

The principal office for the transaction of business of the organization is hereby fixed at the NAECAD's home office at 5442 Westwood Drive, West Des Moines, Iowa 50266.

ARTICLE II – MISSION, VISION, AND CORE VALUES

2.01 MISSION.

The mission is to serve, legitimize, and advance competitive esports at all levels with NAECAD members at the epicenter of leadership, advocacy, and professional development.

2.02 VISION.

Esports to be viewed as a prominent competitive sport with highly trained NAECAD members leading the professional development, growth, and quality of competitive esports.

2.02.01 Focus Statement

Equipping to Lead

2.03 CORE VALUES.

The Core Values for the organization shall be:

Integrity – We set and demonstrate the highest standards for both the coaching and directors within the sport and our organization.

Service – We are knowledgeable, accessible, and provide resources for coaches and directors to learn and develop.

Diversity – We are inclusive of all levels of esports and those in the past, present, and future who plan to make contributions to competitive esports. We value the diversity of our members and other stakeholders.

Influence – We represent a strong voice for the coaches and directors within the profession, and the overall promotion of the sport.

ARTICLE III – MEMBERSHIP

3.01 CATEGORIES.

There shall be two (2) categories of membership, all of them non-stockholding members:

A. **Regular Membership** shall consist of coaches and directors who are actively engaged in coaching scholastic (K-12), recreational, club, collegiate, international, or professional competitive esports. Regular members shall have the privilege of voting.

B. **Student Membership** shall consist of currently enrolled college and high school students who desire to pursue an esports directing or coaching career after graduation. Student membership will be at a discounted rate from regular membership, but will not have voting privileges.

C. **Honorary Membership** may be conferred on any individual who has made a valuable contribution to the NAECAD and/or competitive esports. A person recommended for Honorary membership shall be approved by the Executive Director(s) and the National Advisory Committee and will include any Hall of Fame inductees. Honorary members shall not pay dues but will retain the right to vote.

3.02 ADMISSION TO MEMBERSHIP.

Membership to the NAECAD may be attained by any qualified person or organization (*see 3.01.A – Regular Member above*). There are no credentials required and there is no waiting period, other than customary administrative processing, for NAECAD membership. Applications for membership may be completed online via the organization's website or authorized portal or by contacting the organization (Membership Services) via phone or e-mail or membership applications may be completed manually upon request. Completed membership applications submitted to the NAECAD imply acknowledgement with all NAECAD rules, regulations, and policies related to membership with the organization. Applications for membership will not be complete without full payment of any invoiced dues and/or fees. All NAECAD memberships are non-transferrable. Disputes arising over membership issues shall be resolved by the NAECAD staff.

3.03 DUES.

Annual dues for Regular members shall be determined by the NAECAD Director(s) and approved by the National Advisory Committee. Honorary members shall be exempt from payment of member dues. Membership for each year will begin once dues are received and no earlier than July 1 each calendar year, and will end on June 30 the following year.

3.04 MEMBERSHIP MEETINGS.

A. **Annual Report.** An Annual Report of the organization will be provided to the membership through at least one of the NAECAD's print or electronic publications with supplemental reminders about how to access this information included in regular NAECAD communications to the membership.

B. Other Meetings. Special and other meetings of the membership may be called by the NAECAD staff, and upon reasonable notice or by request of at least 25% of the voting membership.

3.05 CODE OF ETHICS AND CONDUCT, MEMBERSHIP MISCONDUCT, AND GRIEVANCE PROCEDURES.

Membership in the NAECAD is a privilege granted by the NAECAD. Where the conduct of an individual or organization is determined to be inconsistent with the NAECAD's Code of Ethics and Conduct, as adopted by the National Advisory Committee, or the best interest of esports, or of the individuals and organizations the NAECAD serves, that membership may be prevented, suspended or terminated by the Executive Director(s). The Executive Director(s) may reinstate membership privileges should circumstances warrant that reinstatement. The National Advisory Committee shall be provided with a summary report of membership terminations, suspensions, bans and reinstatements at the meeting following such action by the Executive Director(s). The full National Advisory Committee, by majority vote, may override a decision of the Executive Director(s) to suspend, terminate, ban or reinstate membership with the NAECAD. Notice of Advisory Committees decisions is the responsibility of the NAECAD's Executive Director(s).

ARTICLE IV – NATIONAL ADVISORY COMMITTEE

4.01 COMPOSITION.

The business and affairs of the NAECAD shall be guided and informed by the National Advisory Committee.

4.02 ELIGIBILITY.

To be eligible for appointment to the National Advisory Committee, candidates shall be at least 21 years old and shall be committed to the mission: to serve, legitimize, and advance competitive esports at all levels with NAECAD members at the epicenter of leadership, advocacy, and professional development.

4.03 POWERS.

The National Advisory Committee shall have the following powers:

1. Advise, guide, and inform the Executive Director(s) on policies and practices of the organization.
2. Participate in the process of selection of Advisory Committee members and Advisory Sub-Committee members.
3. Provide yearly feedback on the performance of the Executive Director(s).

4.04 APPOINTMENT OF THE NATIONAL ADVISORY COMMITTEE

The Executive Director will be responsible to select individuals to serve on the National Advisory Committee. Each member on the Committee shall serve a two-year term. National Advisory Committee members interested in serving consecutive terms must receive a majority vote among the Committee and Executive Director.

4.05 VACANCIES.

Should there be vacancy on the National Advisory Committee, including vacancies resulting from an increase in the number of Committee members, it shall be filled with persons appointed by the Executive Director and approved by the majority vote of the remaining Committee members at the next Advisory Committee meeting. The National Advisory Committee and Executive Director shall be responsible for soliciting candidates for the replacement position and assisting the Executive Director in managing the process of securing the required majority approval from the remaining Committee members. Each person elected shall be a National Advisory Committee member for the remaining term of the position they are

filling and shall be a Committee member until that person or a successor is elected by the membership during the regular election cycle of the organization.

4.06 MEETINGS.

A. Regular Meetings. The National Advisory Committee shall meet regularly but not less than once per year at which time a quorum of the National Advisory Committee shall be present. Regular meeting of the Advisory Committee may be held at such times and places as shall be determined from time to time by resolution of the National Advisory Committee at a duly convened meeting. Notice of each regular meeting of the Advisory Committee shall be written, shall specify the date, place, and hour of the meeting and shall be delivered to each Advisory Committee member at least five (5) days before the meeting, either personally or by mail, fax, or response-requested e-mail.

The current meeting schedule for the National Advisory Committee is 1 p.m., CST, the fourth Thursday of each of the following months (September, November, January, March, May). These meetings will take place virtually. The National Advisory Committee will also meet in person once a year at the annual NAECAD National Convention.

B. Special Meetings. Special Meetings of the Advisory Committee may be called by the Executive Director on twenty-four (24) hours written notice to each Advisory Committee member, either personally or by mail, fax, or response-requested e-mail. Notice of each special meeting of the Advisory Committee shall specify the date, place, and hour of the meeting. The notice should, but need not, state the general nature of the business to be conducted at such special meeting. Special meetings of the Advisory Committee may be conducted through telephone/virtual conferences, coordinated by the Executive Director, if a quorum of the Advisory Committee members can participate in the discussion.

4.07 VOTING.

Each Advisory Committee member shall be entitled to one vote. The Executive Director may not vote except to break a tie.

4.08 WAIVER OF NOTICE.

Whenever written notice of a meeting of the National Advisory Committee is required to be given, a waiver thereof, in writing, signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance or participation in any meeting of the National Advisory Committee shall constitute a waiver of notice of such meeting except where the person attends or participates for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

4.09 QUORUM.

At all meetings of the National Advisory Committee, whether the Committee is meeting as a Committee of the whole or in regular or special session, at least three (3) Committee members shall be necessary to constitute a quorum for the transaction of business. The acts of a majority of the Committee members present at a meeting at which a quorum is present shall be the acts of the National Advisory Committee, except as may be otherwise specifically provided by law, by the Articles of Incorporation or the Constitution. It shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted other than by announcement at the meeting at which such adjournment is taken.

4.10 RULES OF ORDER.

Robert's Rules of Order Newly Revised shall be followed.

4.11 ACTIONS WITHOUT A MEETING.

Any action which may be taken at a meeting of the National Advisory Committee may be taken without a meeting if a written consent setting forth the action so taken is signed by a majority of the Advisory Committee members. Such consents shall be filed with the Executive Director.

4.12 CONFLICT OF INTEREST.

No National Advisory Committee member shall participate in the negotiation, evaluation or approval by the organization of any contractual arrangement to which it is proposed that the organization become a party, if such individual would financially benefit, directly from the organization becoming a party to such arrangement. Individuals with a conflict of interest, upon learning that the organization is proposing to enter into an arrangement in which they have a financial interest, shall promptly notify the Executive Director in writing of the existence of such interest, and the Executive Director in turn shall disclose such interest to the National Advisory Committee. The National Advisory Committee may approve further participation by the individual upon an affirmative vote of the National Advisory Committee and recommendation of the Executive Director. In the event of a violation of this Section 4.12, the organization shall have the right to recover from the individual in question his or her financial benefit and to void the arrangement.

ARTICLE V – ADVISORY SUBCOMMITTEES

5.01 ADVISORY SUBCOMMITTEES.

1. Education Advisory Subcommittee– suggest professional development needs, structure, and content.
2. Diversity, Equity, Inclusivity, and Ethics Subcommittee - will lead diversity, equity, and inclusion efforts for the association and also create systems of accountability to assure the association is doing our part to call out and end systemic racism and discrimination in our society.
 - a. This subcommittee will be led by the Diversity, Equity, and Inclusivity Officer - a position to be appointed by the Executive Director(s) and approved by the National Advisory Committee.
 - b. This subcommittee will oversee the NAECAD Code of Ethics and provide input on how to educate the membership on adhering to the Code of Ethics.
3. Achievement Recognition Advisory Subcommittee– organize and oversee the voting process for recognition and awards.
4. Clinic/Conference Advisory Subcommittee– provide suggestions and support for upcoming conferences and clinics such as operations, location, and speakers.
5. Membership/Benefits Advisory Subcommittee– provide input on the membership, recruitment, and benefits of the association, while also developing new ideas to promote growth and exposure of the NAECAD.

5.02 COMPOSITION.

Advisory Subcommittees shall advise the National Advisory Committee on specified areas and shall consist of at least four selected members and no more than seven members. Every subcommittee has three officer roles to fill: Chair, Vice-Chair, and Secretary. The Chair, Vice-Chair, and Secretary of each Advisory Subcommittee will serve for two years and will be appointed by the NAECAD Executive Director and approved by the National Advisory Committee before July 1 of each membership year.

If a Chair is unable to fulfill the term, the Vice-Chair will assume the position until the term is completed. If a Vice-Chair or Secretary is unable to fulfill the term, the Advisory Subcommittee members will recommend a current NAECAD member in good standing for appointment to the subcommittee role to

the NAECAD Executive Director, and for approved by the National Advisory Committee. The new person will assume the position until the term is completed.

5.03 ELIGIBILITY.

To be eligible for appointment to an Advisory Subcommittee, candidates shall be active members in good standing on the date of appointment and through their terms serving on an Advisory Subcommittee. All current members have the right to seek appointment as a member of an Advisory Subcommittee if they are active members at the time of the vacancy and remain active during the time they will represent.

5.04 POWERS.

The Advisory Subcommittee shall have the following powers:

1. Advise, guide, and inform the National Advisory Committee on policies and practices of the subcommittee area/focus.
2. Participate in the process of selection of Advisory Sub-Committee members.
3. Perform duties and responsibilities designated by the National Advisory Committee or Executive Director.

5.05 TERMS OF OFFICE – Advisory Subcommittee Members.

All appointed positions for the advisory subcommittee shall serve two-year terms, and may be re-appointed for additional terms.

5.06 APPOINTMENTS.

Appointments will be organized by the Executive Director with oversight from the National Advisory Committee.

- A. **Appointments.** The appointment and approval of each Advisory Subcommittee member will take place before July 1 of each membership year. Current NAECAD members desiring to be a candidate for an Advisory Subcommittee shall present their names in writing to the Executive Director before July 1 of each membership year. The Executive Director shall work closely with the National Advisory Committee to approve appointments to the Advisory Subcommittees.

5.07 VACANCIES.

Should there be vacancy on a specified Advisory Subcommittee, it shall be filled with persons that are current NAECAD members in good standing and recommended for appointment to the subcommittee by the NAECAD Executive Director, and for approved by the National Advisory Committee.

The specified Advisory Subcommittee members shall be responsible for soliciting candidates for the replacement position and bringing forward candidates to the NAECAD Executive Director for approval by the National Advisory Committee. Each person selected shall serve in that capacity for the remaining term of that position. Nominees for filling any vacancies shall meet all eligibility requirements for the position. Selection and approval of these positions to fill any such vacancy may be made during National Advisory Committee meetings or by email.

5.08 MEETINGS.

A. **Regular Meetings.** Advisory Subcommittee shall meet regularly but not less than once per semester at which time a quorum of the Advisory Subcommittee shall be present. Regular meeting of the Advisory Subcommittee may be held at such times and places as shall be determined from time to time by resolution of the Advisory Subcommittee at a duly convened meeting. Notice of each regular meeting of the Advisory Subcommittee shall be written, shall specify the date, place, and hour of the meeting and shall be delivered to each Advisory Subcommittee member at least five (5) days before the meeting, either personally or by mail, fax, or response-requested e-mail.

The current meeting schedule for the Advisory Subcommittees is 1 p.m., CST, the second Thursday of each of the following months:

1. Education Advisory Subcommittee – December and June
2. Diversity, Equity, Inclusivity, and Ethics Subcommittee – November and May
3. Achievement Recognition Advisory Subcommittee - September and March
4. Clinic/Conference Advisory Subcommittee – August and January
5. Membership/Benefits Advisory Subcommittee– October and April

These meetings will take place virtually. The Advisory Subcommittees can also decide to meet in person once a year at the annual NAECAD National Convention as one of the two required meetings.

B. Special Meetings. Special Meetings of the Advisory Subcommittee may be called by the Executive Director on twenty-four (24) hours written notice to each Advisory Subcommittee member, either personally or by mail, fax, or response-requested e-mail. Notice of each special meeting of the Advisory Subcommittee shall specify the date, place, and hour of the meeting. The notice should, but need not, state the general nature of the business to be conducted at such special meeting. Special meetings of the Advisory Subcommittee may be conducted through telephone/virtual conferences, coordinated by the Executive Director, if a quorum of the Advisory Subcommittee members can participate in the discussion.

5.09 VOTING.

Each member shall be entitled to one vote within their respective Advisory Subcommittee. The Chair may not vote except to break a tie.

5.10 WAIVER OF NOTICE.

Whenever written notice of a meeting of the Advisory Subcommittee is required to be given, a waiver thereof, in writing, signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance or participation in any meeting of the Advisory Subcommittee shall constitute a waiver of notice of such meeting except where the person attends or participates for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

5.11 QUORUM.

At all meetings of the Advisory Subcommittee, whether the Committee is meeting as a Committee of the whole or in regular or special session, at least three (3) Committee members shall be necessary to constitute a quorum for the transaction of business. The acts of a majority of the Committee members present at a meeting at which a quorum is present shall be the acts of the Advisory Subcommittee, except as may be otherwise specifically provided by law, by the Articles of Incorporation or the Constitution. It shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted other than by announcement at the meeting at which such adjournment is taken.

5.12 RULES OF ORDER.

Robert's Rules of Order Newly Revised shall be followed.

5.13 ACTIONS WITHOUT A MEETING.

Any action which may be taken at a meeting of the Advisory Subcommittee may be taken without a meeting if a written consent setting forth the action so taken is signed by a majority of the Advisory Committee members. Such consents shall be filed with the Executive Director.

5.14 CONFLICT OF INTEREST.

No Advisory Subcommittee member shall participate in the negotiation, evaluation or approval by the organization of any contractual arrangement to which it is proposed that the organization become a party, if such individual would financially benefit, directly from the organization becoming a party to such arrangement. Individuals with a conflict of interest, upon learning that the organization is proposing to enter into an arrangement in which they have a financial interest, shall promptly notify the Executive Director in writing of the existence of such interest, and the Executive Director in turn shall disclose such interest to the Advisory Subcommittee. The Advisory Subcommittee may approve further participation by the individual upon an affirmative vote of the Advisory Subcommittee and recommendation of the Executive Director. In the event of a violation of this Section 4.12, the organization shall have the right to recover from the individual in question his or her financial benefit and to void the arrangement.

ARTICLE VI – EXECUTIVE DIRECTOR

6.01 OFFICERS.

The officers of the organization shall be the Executive Director(s). Any new officer position to be considered in the future can be brought forward by the Executive Directors or by members of the National Advisory Committee.

6.02 DUTIES.

A. Executive Director. The Executive Director shall direct the day-to-day business of the organization. The Executive Director shall perform such other duties prescribed by the National Advisory Committee. The Executive Director shall oversee all meetings of the organization, the National Advisory Committee and Advisory Subcommittees, and shall act as general chair for the Annual Convention. The Executive Director(s) shall have the power to appoint ad hoc committees as needed.

B. Associate Executive Director(s). The Associate Executive Director(s) shall assist the Executive Director in directing the day-to-day business of the organization. The Associate Executive Director(s) shall perform any duties assigned by the Executive Director. The Associate Executive Director(s) shall perform such other duties prescribed by the National Advisory Committee and by the Executive Director. Additional Associate Executive Director positions and other positions within the NAECAD organization will be proposed by the Executive Director to the National Advisory Committee for approval.

ARTICLE VII – INDEMNIFICATION

This organization, to the fullest extent permitted by law, shall indemnify all persons made or threatened to be made a party to any civil or criminal action or proceeding by reason of the fact that they are or were Directors or Officers of this organization or served as a member of any committee hereof.

ARTICLE IX - FISCAL YEAR

The fiscal year of the NAECAD shall start on July 1 and end on June 30.

ARTICLE X – AMENDMENTS

The Constitution may be amended or revised at any time by a two-thirds vote of the National Advisory Committee. By-laws may be proposed in writing by any National Advisory Committee member or member of the association and amended by a two-thirds of the ballots received. All members will be allowed to vote. The by-laws will remain in effect until changed by the National Advisory Committee, or rendered useless or improper by the Constitution, or by expiration, if a dated bylaw is passed. At no time shall a by-law take precedence over or be in conflict with the provisions of the Constitution.

ARTICLE XI – DISSOLUTION

Upon the dissolution of this organization, the Executive Director, with support from the National Advisory Committee shall, after paying or making provisions for the payment of all the liabilities of the organization, dispose of all of the assets of the organization to such an organization, preferably esports-related, that shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954. Any such assets not disposed of shall be disposed of by a court of general jurisdiction of the State of Iowa according to law.

BY-LAWS

OF THE

NATIONAL ASSOCIATION of ESPORTS COACHES & DIRECTORS

May 7, 2021

These by-laws are basic descriptions of the operational workings and expectations of the National Association of Esports Coaches & Directors (NAECAD). These by-laws should never conflict with the provisions and descriptions outlined in the Constitution for the National Association of Esports Coaches & Directors.

National Advisory Committee Member

- Participates in all National Advisory Committee meetings.
- Helps recruit future National Advisory Committee members.
- Ensure NAECAD is in compliance with the NAECAD constitution.

Advisory Subcommittee Chair

- Presides over all Advisory Subcommittee meetings.
- Helps recruit future Subcommittee members.
- Ensure NAECAD is in compliance with the NAECAD constitution.

Advisory Subcommittee Vice-Chair

- Attend all Advisory Subcommittee meetings.
- Serves as Chair in the absence of the Chair.
- Helps recruit future Advisory Subcommittee members.

Advisory Subcommittee Secretary

- Take notes for all Advisory Subcommittee meeting minutes and distributes those minutes to the Advisory Subcommittee and NAECAD officers.
- Has custody of all minutes and NAECAD documents.
- Meets with NAECAD officers when necessary.

Executive Director

- Follows the directives of the National Advisory Committee.
- Serves as main NAECAD spokesperson.
- Facilitates all National Advisory Committee meetings.

- Attends all NAECAD conferences and clinics (or designates a NAECAD representative to attend).
- Ex Officio member of all committees (or designates a NAECAD representative to attend).
- Organizes a monthly newsletter (or designates a NAECAD representative to organize).
- Helps recruit future National Advisory Committee members and subcommittee members.
- Maintains all membership records (or designates a NAECAD representative to maintain records).