

Bylaws

(As Amended March 18th, 2017)

These Bylaws shall be a set of rules by the Society to regulate the organization itself.

ARTICLE I: MEMBERSHIP AND DUES

Section A: Rights and Responsibilities of Member: Anyone who is committed to the Constitution and Bylaws of the Society, is willing to adhere to the ethical codes of the Society, agrees to carry out obligations and responsibilities of the Society if any, and pays membership dues, shall be eligible for membership regardless his/her gender, age, physical and mental ability, national origins, religion, and/or sexual orientation. Active individual member shall have all rights in and claim upon the Society and its property, and shall have the right to vote and to be voted on for the official office of the Society.

Section B: Types of Membership: Membership of the Society shall include regular member, lifetime member, student member, and honorary member.

- a. Regular member: An individual who is professionally and regularly engaging in research, teaching, or professional service in either an educational institution or a professional entity related to health, physical activity, and/or allied areas, and pays membership dues on time shall be qualified as a regular member of the Society.
- b. Lifetime member: An individual who is qualified as a regular member and has paid for lifetime membership dues shall be qualified as a lifetime member of the Society.
- c. Student member: An individual who is currently a full or part time college student with effective student identification (ID) in health and physical activity and/or allied areas, and pays student membership dues, shall be qualified as a student member of the Society.

- d. Honorary member: An individual, who has provided exceptional service to the Society or has made notable contributions to the field of health, physical activity, and/or allied areas, shall be qualified as an honorary member after identified and nominated by the Nominating and Credential Committee and approved by the Executive Council of the Society. An honorary member is waived membership dues, has privileges and rights as a regular member of the Society (except for holding office in the Executive Council), and is granted a lifetime term of membership.
- e. Membership dues: Dues for membership (regular and student) shall be paid annually according to the rate set forth and updated by the Treasurer and the Executive Council except for a lifetime member who has paid the one-time dues, and an honorary member.

ARTICLE II: FISCAL YEAR

The fiscal year for the Society shall be a calendar year from January 1st to December 31st, which shall be applied for budget, financial report, tax filing, and determining good standing of membership in the Society.

ARTICLE III: THE EXECUTIVE COUNCIL

The Executive Council shall consist of seven (7) officers including the President, President-elect, immediate Past-president, Treasurer, and Secretary, and two non-voting offices, Business Manager and Student Representative.

ARTICLE IV: ELIGIBILITY TO HOLD OFFICE

Only professionals with active regular membership, lifetime membership, and active student membership shall be eligible to hold offices of the Executive Council except for President-elect office, which requires active membership of three (3) years to be eligible.

ARTICLE V: RESPONSIBILITIES OF OFFICERS

Section A: The President: The president shall be responsible for all affairs of the Society and shall be a legal representative of the Society. The President shall act as the chair of the Executive Council and General Assembly of the Society. The President shall appoint co-chairs of all standing committees and assist to select the committee members. In addition, the President shall (a) call, organize and preside meetings of the Executive Council and General Assembly; (b) communicate with other organizations for cooperation and collaboration on behalf of the Society; (c) sign memorandums, agreements or contracts with other professional or business identities on behalf of the Society; (d) issue awards and grant honorary membership on behalf of the Society upon approval of the Executive Council; (e) appoint Ad hoc Committees and task forces of the Society if needed; (f) appoint and authorize a representative from the General Assembly to deal with particular issues on behalf of the President of the Society; (g) present an annual report to the Executive Council and the General Assembly; and (h) oversee all affairs of the Society.

Section B: The President-elect: The President-elect shall act for the President in absence of the President in case of death, injury or resignation of the President or other emergent issues. The President-elect shall succeed the President for the unfulfilled term. The responsibilities of the President-elect shall include (a) leading the efforts to review and/or revise the existing Constitution and Bylaws with the authorization from the President and the Executive Council of the Society; (b) chairing task forces or Ad hoc Committees assigned by the President; (c) leading the efforts to develop a strategic plan or review and revise the existing strategic plan, and present recommendations to the Executive Council and the General Assembly for review and approval;

(d) assisting the President to resolve internal issues of the Society; and (e) serving in events of the Society as assigned by the President.

Section C: The immediate Past-president: The immediate Past-president is an officer of the Executive Council. The major responsibilities of the immediate Past-president shall include (a) participating in decision making of the Executive Council; (b) promoting the Society externally and facilitating public relations with other organizations; (c) chairing or co-chairing the Nominating and Credential Committee; and (d) chairing or co-chairing the Event Organization Committee for conferences, workshops, or forums.

Section D: The Secretary: The Secretary is an officer of the Executive Council and shall keep official records and take minutes of all meetings of the Executive Council and the General Assembly, and pass them to the successor at time of ending his/her term. In addition, the responsibilities of the Secretary shall also include (a) communicating with organizations and individuals externally and members of the Society internally on behalf of the President and the Executive Council; (b) organizing and editing publications and newsletters of the Society periodically; (c) participating in organization and management of all affairs of the Society; and (d) fulfilling the tasks assigned by the President.

Section E: The Treasurer: The Treasurer is an officer of the Executive Council, and shall be responsible for financial management for the Society and cooperate with Business Manager in all financial matters of the Society. In addition, the Treasurer of the Society shall (a) serve as the chief of finance to audit all monetary processes occurred in the Society; (b) supervise and monitor operations of Business Office; (c) fill the tax report of the organization and related paper work as required by the federal laws; (d) develop financial statement and balance sheet for

review of the Executive Council using updated data from the Business Manager; (e) present an annual financial report of the Society to the General Assembly of the Society; (f) chair or co-chair the Membership Committee and distribute invoices of membership dues; and (g) verify status of the members and maintain an updated record of membership.

Section F: The Business Manager: The Business Manager shall be a non-voting member of the Executive Council of the Society. The Business Manager shall be responsible for all business related to monetary issues. In addition, the Business Manager shall (a) manage the bank account of the Society; (b) provide updated information to the Treasurer for the purpose of audit; (d) issue paychecks to related organizations or individuals after approval of the Treasurer and the President; (e) deposit monetary instruments to the bank account of the Society from donation, fundraising, and due collection; (f) provide monetary data to the Treasurer for the annual report; and (g) keep inventories, copies or original receipts, and financial records of the Society.

Section G: The Student Representative: The Student Representative is a non-voting member on the Executive Council and represents the student membership of the Society. The major responsibilities of the Student Representative include (a) attending the Executive Council meetings; (b) serving as a liaison between the student members and the Executive Council of the Society; (c) providing suggestions and feedback from the student membership; (d) serving as a member on both the Public Relation and Promotion Committee and Event Organizing Committee; (f) serving as a facilitator in student activities organized by the Society; and (g) assuming tasks as assigned by the President of the Society.

Section H: Unavailability and Inability: Officers of the Executive Council are voluntary to commit to missions of the Society and carry out the responsibilities. In case of such voluntarism, commitment or ability becomes unavailable regardless of any reason and affects functions of the

Executive Council, the President shall discuss the situation with the involved officer, and shall take an appropriate action (encouragement, remediation, improvement, resignation, or replacement) after approval by majority of the Executive Council.

ARTICLE VI: STANDING COMMITTEES AND FUNCTIONS

Section A: Nominating and Credential Committee:

The Nominating and Credential Committee is a standing committee of the Society, which shall be co-chaired by the immediate Past-president and another member of the Society appointed by the President with a two-year term. The Committee shall include three or more members in addition to including the co-chairs. All members on the Committee must have been active members of the Society for a consecutive three years. The major functions of the Committee also shall include (a) developing an Operational Code of the Committee; (b) establishing and updating the criteria and procedures for nomination and selection of the officers of the Society; (c) establishing and updating the criteria and procedures of nomination and selection of candidates for awards, grants, recognition of members of the Society; (d) initiating posts or announcements for applications of awards, grants, and recognitions; (e) screening applications or nominations and verifying credentials of candidates; (f) presenting final slate of office candidates to the Executive Council and General Assembly of the Society to vote upon.

Section B: Membership Committee:

The Membership Committee is a standing committee of the Society. The committee shall be co-chaired by the Treasurer of the Executive Council of the Society and another member appointed by the President of the Society with a two-year term. The Committee shall include two more additional members nominated by the Treasurer or the President and approved by the Executive Council of the Society. The major functions of the Committee shall include (a) developing an

Operational Code of the Committee; (b) communicating with prospective professionals and students in the fields of health and physical activities potential members who are interested in joining the Society; (c) developing and maintaining application forms and invoices of membership dues; (d) distributing invoices to existing members and potential members; and (e) providing an updated lists of active members to the Executive Council and the Secretary as records.

Section C: Public Relation and Promotion Committee:

The Public Relation and Promotion Committee is a standing committee of the Society, which shall be co-chaired by the Webmaster (infinite term) and by either the Secretary or another member appointed by the President with a two-year term. The Committee shall contain three or more members of the Society including the co-chairs. The major functions of the Committee shall be to (a) developing an Operational Code of the Committee; (b) facilitating professional relationship with the public and other professional organizations; (c) developing professional activities in conjunction with other organizations or business identities; (d) seeking and soliciting potential donations and sponsorships for the Society; (f) contacting and working with media agencies for purposes of organizational promotion and publicity; (g) collecting current information to update the website of the Society; and (h) writing and editing the publications and newsletters of the Society.

Section D: Events Organizing Committee:

The Events Organizing Committee is a standing committee of the Society, which shall be co-chaired by the President-elect of the Society and another member appointed by the President. The Committee shall contain at least five or more members of the Society including the co-chairs. The major functions of the Committee shall be to (a) developing an Operational Code of the Committee; (b) recruiting volunteers to work at events; (c) contacting related associations or conference organizers for arrangement of facility space, time slots, equipment, transportation, and other necessary support for organizing the events; and (d) scheduling dates and time for

the events and activities; (e) issuing call for abstract submissions; (f) reviewing and selecting abstracts for presentations; and (g) hosting invited guest speakers as assigned by the Executive Council.

Section E: Business Office:

The Business Office is established to manage business operations of the Society. Its main functions shall include book-keeping, bank account management, monetary processing, and purchasing and reimbursement. The Business Office of the Society contains a Business Manager who is responsible for all operations of the office, assisted by a regular and/or a student member. The Business Office of the Society shall work with the Treasurer of the Society to handle all business functions and audit monetary operations.

Section F: China's Divisions:

The Society has been establishing China's Division(s) (e.g., China's Division East, West, Middle South, and Northeast). Division Coordinator(s) shall be an active member of the Society and nominated by the President and approved by the Executive Council of the Society. The Division Coordinator(s) shall serve a three-year term with a possible one term extension after she/he is nominated and approved by the Executive Council of the Society. The major functions of the China's Division(s) shall be to (a) promoting Society to professionals not affiliated with the Society; (b) recruiting members for the Society; (c) providing updated information to Chinese colleagues and exchange ideas of professional development in the Society; (d) assisting in holding association related activities; and (e) implementing tasks assigned by the Executive Council.

ARTICLE VII: TIME AND LOCATION OF CONFERENCE AND MEETINGS

The Society shall hold its annual General Assembly along with professional activities and in

conjunction with SHAPE America convention otherwise as noted in the following part of this Article. The types of professional activities shall be determined by the Executive Council. A request to change time and location for the annual General Assembly to be held outside the United States must be in writing, be submitted to and approved by the Executive Council and the General Assembly. The conference out of the United States shall be no more than once every three years.

ARTICLE VIII: AUTHORITY TO APPROVE EXPENDITURE AND CHARGES

Section A: Any financial expenditure must benefit the Society and consistent with the mission of the Society. A proposed budget for any financial expenditure must be submitted to the Treasurer of the Society who shall forward to the Executive Council for review and approval before the expenditure occurs.

Section B: The President shall have authority to approve the expenditure if the total amount is less than two hundreds (< \$200.00). The Executive Council of the Society, by majority vote, shall have authority to approve the expenditure if the total amount is between two hundreds and less than 20% of total fund availability of the Society (\$200.00 to < 20% of total funds available). If the proposed expenditure is over 20% of total fund availability of the Society (> 20% of total funds available), it must be approved by a majority vote of the General Assembly of the Society.

Section C: The Society may invite important guest speakers and cover limited expenses for their travel. Such invitation shall be approved by the Executive Council and shall only include domestic flights, train and bus fares, mileage reimbursement, and limited meals and lodging during the conference. The authority to approve the expenditure is in the section B of this Article.

Section D: The Society may compensate limited labor usage according to U.S. labor laws in case of absolute necessity for essential functions of the Society. Authority to approve such proposed amount is in Section B of this Article.

Section E: The Society may purchase necessary materials for supportive functions of the Society as determined by the Executive Council. Authority to approve such proposed amount is in Section B of this Article.

Section F: The Society may charge some necessary fees related registration, membership, copies of print, or others to offset the expenditure of the Society. Such determination and adjustment are up to the Treasurer and Business Manager of the Society and shall be approved by the majority of the Executive Council.

ARTICLE IX: FELLOWSHIP AND AWARDS

The Society recognizes highly performed members of the Society by presenting them with fellowships and awards. The criteria of selecting fellowships and awards shall be set forth by the Nominating and Credential Committee, approved by the Executive Council of the Society, and posted on the website of the Society.

Section A: Fellow of The Society: A Fellow of the Society shall be selected through the procedure of nomination and selection and determined with the criteria set forth by the Nominating and Credential Committee and approved by the Executive Council. The Fellowship of the Society shall be announced by the President at the annual General Assembly meeting of the Society.

Section B: Exceptional Service Award: A winner of the Exceptional Service Award shall be selected each year through the procedure of nomination and selection, and determined with the

criteria set forth by the Nominating and Credential Committee and approved by the Executive Council. The winner of the Exceptional Service Award shall be announced by the President at the annual General Assembly meeting of the Society.

Section C: Excellent Teaching Award: A winner of the Excellent Teaching Award shall be selected each year through the procedure of nomination and selection, and determined with the criteria set forth by the Nominating and Credential Committee and approved by the Executive Council. The winner of the Excellent Teaching Award shall be announced by the President at the annual General Assembly meeting of the Society.

Section D: Outstanding Research Award: A Winner of the Outstanding Research Award shall be selected each year through the procedure of nomination and selection, and determined with the criteria set forth by the Nominating and Credential Committee and approved by the Executive Council. The Winner of the Outstanding Research Award shall be announced by the President at the annual General Assembly meeting of the Society.

ARTICLE X: ETHICAL CODES OF THE SOCIETY

The Society has established Ethical Codes of the Society to guide the behavior and conduct of its members (see Appendix H). Every member of the Society shall commit to the Ethical Codes of the Society and the profession. Violation to such ethical codes may result in actions including required improvement, probation, or suspension of membership.

ARTICLE XI: CONFLICT OF INTEREST POLICY

Section A: Purpose: the purpose of the conflict of interest policy is to protect interests of the Society when it is contemplating entering into a transaction or arrangement that may benefit the private interest of an officer or member of the Society.

Section B: Definition of Conflict of Interest: (a) Interested Person: any officer, manager, chair,

coordinator, or member of the Executive Council, Business Office, standing committees, and China's divisions with delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person; (b) Financial Interest: a person has a financial interest if he/she or his/her family member and relative has direct or indirect interests through business related activities of the Society such as sponsorship, donation, fundraising, and investment or interest; (c) Ownership and Compensation: ownership is profit in nature including potential ownership or compensation arrangement of any entity or individual with which the Society is negotiating a transaction or arrangement. Compensation is monetary in nature including direct and indirect remuneration as well as gifts or favors that are valuable and substances.

Section C: Procedures: (a) Responsibility of Interested Person: An interested person shall be responsible and must disclose the existence and nature of his/her financial interest or possible conflict of interest to the Executive Council with delegated powers considering the proposed transaction or arrangement; and (b) Avoidance and Replacement: The Executive Council and the President shall remove the interested person from the duty or task to avoid conflict of interest. The Executive Council or the President shall replace another non-interested person for the duty or task, or cancel or disavow the transaction or arrangement related to the interested person.

ARTICLE XII: OPERATING CODES OF THE EXECUTIVE COUNCIL AND COMMITTEES

The Executive Council and the standing committees of the Society shall establish and implement operating codes that are consistent with the Constitution and Bylaws of the Society. The operating codes shall regulate all necessary duties of the officers and committee members, and ensure appropriate functions of the Executive Council and standing committees of the Society.

The operating codes of the Executive Council, standing committees, and Business Office shall be established and implemented (see Appendix B to G).

ARTICLE XIII: REMOVAL FROM OFFICE

Any elected or appointed officer of THE SOCIETY, including the president and/or the president-elect, may be removed for misconduct or dereliction of duties as outlined within the Constitution.

Misconduct is an act against this Constitution. Dereliction of duties is the negligence of official responsibilities for an excessive period, or violation of the responsibilities of office, as stipulated in the following clauses:

Section A: To remove any elected officer of the Executive Council from office, a written statement of motion must be presented by an eligible Executive Council voting (not General) member at a regular Executive Council meeting. The removal of officers is initiated by written statement of motion presented by an eligible Executive Council voting (not General) member at a regular Executive Council meeting. The issue then goes to the Executive Council for its recommendation.

Section B: Written notification shall then be given by the President or the highest disinterested officer in cases of Presidential impeachment, to the officer or representative being impeached stating the grounds for impeachment and the time and place at which the Society will consider the motion for impeachment.

Section C: Within seven days following this notification, the officer being impeached may choose to resign voluntarily if she/he's aware that the Executive Council is considering removal within the seven days following this notification.

Section D: Not less than seven days following this notification and at a full Executive Council meeting of the Society, with opportunity for reasonable deliberation on the matter, the motion shall be brought to a vote, Robert Rule calls for a majority present at the meeting, and a majority vote within the meeting should be effective. Following the passage of an affirmative impeachment vote, the impeached officer shall be suspended from his/her duties immediately.

Section E: Appeals for a rehearing must be presented to the Executive Council in writing no later

than seven days after the impeachment vote. The new hearing shall be held within fourteen days of the appeal request in the form of teleconference which is called by the president or immediate-past president if the president is the subject of the discussion. As much notification as possible shall be given to all voting members of the Society. Only one appeal can be granted.

Section F: Should an officer of the Society be unable to fulfill his/her duties for a temporary period (due to illness, professional improvement leave, new job, etc.), the Executive Council may appoint a replacement to carry out the duties of that officer if less than 1 month of the officer's absence. With more than 1 month of the officer's absence, nominations will be solicited and an election will be conducted within sixty calendar days.

Section G: To remove any appointed Chairperson from Standing Committees (e.g., nominating and credential, membership, event organizing, public affairs and promotion) or the appointed non-voting member in the Executive Council, a written statement of intention must be presented by an Executive Council voting member (including Officers) to the Executive Council. The Executive Council will consider the statement and decide on removal from position. Written notification of termination shall be given by the President to the chairperson if the Executive Council decides by majority vote to follow that course of action. Due to the limited time span of Standing Committees, there is no appeal process for terminated Standing Committee chairpersons.

Section H: The Executive Council representing the Society members should report the impeachment incidents and processes the accused causes to all members.

ARTICLE XIV: OFFICIAL WECHAT GROUP RULES

The official Wechat group of the Society has been established as the most recent channel for communications among current and prospective members. All individuals are welcome to participate in the group activities on this Wechat platform based on staidness, modesty, and mutual respect. The Executive Council of the Society, therefore, has established the following rules to make communications effective.

Section A: This Wechat group provides service to the Society members and encourages prospective members to join.

Section B: All legitimate group members are allowed to invite other people to join the Wechat group. All people in the Wechat group should edit their personal labels according to the requirements.

Section C: This is a professional Wechat group. Only information related to physical activities and health (e.g., academics, scholarships, teaching, and employment) can be shared or posted.

Section D: All group members should abide by the professional ethics and be responsible for advancement of the field of physical activities and health, whiling putting aside personal interests.

Section E: Indecent (e.g., violence, pornography) and irrelevant information contrary to the Society missions (e.g., issues related to political sensitivity, religion, and personal) is prohibited on the platform.

Section F: The Society reserves the right to remove the posted information as well as the poster when such information is deemed indecent or improper. Such determination is authorized to be conducted by a WeChat manager who is appointed by The Executive Council of the Society.

ARTICLE XV: CHANGES OF BYLAWS

The Bylaws may be revised or updated for every five years as amendments. The President-elect at that time shall lead the task force for any necessary change and modification of the Bylaws proposed by the Executive Council and the General Assembly of the Society. Any changed or amended version of the Bylaws must be reviewed by the Executive Council and approved by majority vote of the General Assembly of the Society as adhered to the amendment procedures before the revised Bylaws become effective.

ARTICLE XVI: AMENDMENTS

Section A: These Bylaws may be amended by starting a motion to be signed by 30% or more members and approved by a majority vote of more than two-third members (including electronic

voting) of the General Assembly.

Section B: Any proposed amendment to the Bylaws must be submitted in writing to the Executive Council for review at least 30 days prior to the annual General Assembly meeting for approval and voting. The Executive Council shall then send the proposal to all members of the Society at least 15 days prior to the annual General Assembly meeting.

Section C: Such a vote may be supervised and counted by an Ad Hoc Committee appointed by the President that is consisting of two members of the Executive Council and three regular members of the Society.

Section D: Any action can be approved by a simple majority vote (more than 50%) of those who present at the annual General Assembly meeting, other than the amendment of the Bylaws which requires a two-third majority vote of all members of the General Assembly.