

**BYLAWS OF
THE MINNESOTA INTERCOLLEGIATE ATHLETIC CONFERENCE**

ARTICLE I. NAME

The name of this corporation shall be "The Minnesota Intercollegiate Athletic Conference," a private non-profit corporation operating under its Articles of Incorporation and the laws of the State of Minnesota. The registered office of the corporation is PO Box 128, Farmington, MN 55024-0128 ("principal address"). The abbreviated name of the corporation shall be "M.I.A.C." or "MIAC". In the various corporate documents, minutes and records of this corporation, including these Bylaws, the MIAC may also be referred to as the "Conference" and members of the MIAC shall be referred to as "members" or "member institutions."

ARTICLE II. MISSION

The Minnesota Intercollegiate Athletic Conference strives to guide, govern, and support fair and equitable athletic competition, promote student-athlete well-being among its members, and celebrate combined excellence and achievement in both athletics and academics while facilitating a welcoming environment at all campuses and contests that challenges, empowers, and develops leaders.

Core Value Statement

The MIAC's five core values stand alongside the NCAA Division III athletics philosophy, reflect the Conference's mission, bylaws, and legislative processes, and define how each member institution's intercollegiate athletic program enhances and enriches the overall student-athlete experience.

Athletics - Maintain exceptional, competitive, broad-based athletic programs that allow student-athletes, coaches, and administrators to pursue their passion at a high level.

Academics - Commit to exemplary academic standards emphasizing student-athletes' pursuit of knowledge and undergraduate degrees while promoting academic excellence.

Well-Being - Support the physical and emotional health and safety of student-athletes while working to ensure a holistic and well-rounded collegiate experience.

Integrity - Govern with the highest degree of fairness while maintaining a commitment to outstanding conduct by fostering an atmosphere of enthusiastic and positive support for all participants, officials, and spectators through the tenets of respect and civility.

Community - Enhance and celebrate diversity, equity, and inclusion by cultivating welcoming environments in which all members of the conference community feel safe, seen, and supported.

ARTICLE III. ATHLETIC POLICY

The MIAC subscribes to the following athletic policy:

- A. The President of each member institution is ultimately responsible for the athletic policies of such institution. The President of a member institution may, in their unilateral discretion, delegate the administration of the institution's athletic policies to other authorized officials of the institution. Ultimately, however, the responsibility for the athletic policies of each member institution, compliance with the rules and regulations of the NCAA and compliance with these Bylaws remains ultimately with the President.
- B. Institutional admission standards and financial aid procedures as announced in official publications of a member institution shall apply equally to all athlete and non-athlete students of such institution and shall be administered by the regular admissions and financial aid officers and committees of the institution.

ARTICLE IV. MEMBERSHIP

Members of the MIAC shall be selected from private liberal arts collegiate institutions within the state of Minnesota that offer four-year courses of study leading to attainment of a baccalaureate degree. Membership is contingent upon, among other things, the payment of a yearly membership fee. The amount of the membership fee is to be determined annually as recommended by the Budget Committee and approved by the Presidents' Council. Payment of the applicable membership fee is due and payable to the MIAC and must be delivered to the principal office of the MIAC on or before August 1 for the upcoming academic year. See also Article XI of these Bylaws. A review of the membership status of any member institution may be made at any time. The membership status review may be conducted by the MIAC for any reason under the discretion of the Presidents' Council.

Section A. Current Members

Augsburg University	Bethel University	Carleton College	Concordia College
Gustavus Adolphus College	Hamline University	Macalester College	College of Saint Benedict
St. Catherine University	Saint John's University	Saint Mary's University	St. Olaf College
College of St. Scholastica			

Section B. Admission to Membership

An institution seeking membership to the MIAC (“applicant institution”) shall provide the Commissioner of the MIAC (“Commissioner”) with an application letter signed by the President of the institution. All applications for membership shall be considered at any regular meeting of the Presidents’ Council, or any other meeting of the Presidents’ Council if one is so called. Before an applicant institution may be considered for membership, it must satisfy the following baseline criteria:

- a) Applicant institution must be a private liberal arts collegiate institution within the state of Minnesota that offers a four-year course of study leading to attainment of a baccalaureate degree; and
- b) Applicant institution must demonstrate, to the satisfaction of the Presidents’ Council, the ability to comply with all Bylaws of the MIAC.

Admission of new member institutions to the MIAC shall be permitted upon attainment of an affirmative vote by two-thirds (2/3) of the Presidents of current member institutions (based on current membership, 9 affirmative votes are required). Voting on any application for membership shall be by secret written ballot. Institutions shall be considered and reasonably evaluated based on the following criteria:

- 1. Applicant institution must meet membership and participation requirements as set forth by the MIAC and in effect at the time of application.
- 2. Applicant institution must provide evidence of a long-standing and continued commitment to the basic elements of the philosophy and practices of the MIAC as outlined in the MIAC Bylaws, mission statement and Policies and the MIAC Manual for the Conduct of Sports.
- 3. Applicant institution must be a NCAA Division III member in good standing.
- 4. The general admissions standards of an applicant institution must be consistent with those of current MIAC member institutions.
- 5. The athletic facilities of an applicant institution must be comparable to other current MIAC member institutions for the purposes of hosting intercollegiate athletic programs and events for men and women.

Section C. Membership Criteria

All MIAC coeducational member institutions must sponsor a minimum of eight (8) varsity sports for men and eight (8) varsity sports for women. All single-gender member institutions must sponsor a minimum of eight (8) varsity sports. Given the MIAC championship season schedule and sponsorship requirements, member institutions must sponsor a minimum of two (2) sports in each collegiate athletic season (fall, winter and spring). Member institutions must sponsor at least one (1) individual championship sport in each collegiate athletic season and at least one (1) team championship sport in each collegiate athletic season. Qualifying championship sports are contained in the following list (*revised 5/24*):

	<u>Men</u>	<u>Women</u>
Fall	Cross Country (individual) Football (team) Golf (individual) Soccer (team)	Cross Country (individual) Golf (individual) Soccer (team) Volleyball (team)
Winter	Basketball (team) Hockey (team) Indoor Track and Field (individual) Swimming and Diving (individual)	Basketball (team) Hockey (team) Indoor Track and Field (individual) Swimming and Diving (individual)
Spring	Baseball (team) Outdoor Track and Field (individual) Tennis (team or individual)	Outdoor Track and Field (individual) Softball (team) Tennis (team or individual)

Section D. Termination of Membership

A member institution may withdraw from the Conference provided a written notice is distributed to the MIAC Presidents’ Council at least two calendar years (24 months) in advance of the effective date of the withdrawal. The formal withdrawal letter must be received no later than June 1, two years prior to the effective date of such withdrawal. (*Revised 12/2023*)

- a. The withdrawal shall become effective two years following the June 1 notification deadline of withdrawal from the Conference, unless the MIAC Presidents’ Council would formally approve an earlier effective date (two-thirds support required).
- b. A withdrawing institution shall fulfill all conference scheduling agreements and approved conference schedules for two full academic years following the notification of withdrawal from the conference, unless any schedule commitments are waived by formal approval of the MIAC Presidents’ Council (two-thirds support required).
- c. The exit fee for membership withdrawal two calendar years in advance will be equal to the current academic years full member dues (i.e.: dual gender dues) plus an additional \$10,000.
- d. Failure to give proper notice of withdrawal, as defined as two calendar years (24 months) in advance of the withdrawal, will result in the requiring of the institution to pay an exit fee equivalent to two times the exit fees stated in Section c.
- e. Exit fee must be paid in full no later than September 1, of the academic year following the official withdrawal.
- f. The MIAC Presidents’ Council may grant exception to the applicable exit fee (two-thirds support required).
- g. A withdrawing institution forfeits any and all interest it may have had in accumulated Conference funds.
- h. A withdrawing institution shall continue to fulfill its financial obligations to the Conference until the effective date of termination of membership.

- i. Failure by a member institution to comply with and maintain all membership requirements will result in a full program review by the MIAC and could result in a termination of MIAC membership or other disciplinary action as determined by the MIAC Presidents' Council.

Example:

- Withdrawing institution notifies the Conference with formal written letter to the MIAC Presidents' Council on May 15, 2025.
- The effective date for withdrawal for the conference will then be June 1, 2027.
- The withdrawing institution is still required to complete all conference schedules and scheduling commitments in the 2025-26 and 2026-27 academic years as well as pay dues for these two academic years unless waived by the MIAC Presidents' Council.
- Withdrawing institution is still required to pay exit fee by September 1, 2027.

Section E. Membership Review / Expulsion (added 5/18)

Membership privileges may be suspended or terminated if a member engages in any of the following:

1. Failure to pay membership dues, fines, or officials assessments
2. Any action or inaction which constitutes a violation of the Conference's Bylaws, including a failure to abide by regulations set forth by the National Collegiate Athletic Association (NCAA)
3. Any action or inaction which reflects poorly upon the reputation and integrity of the Conference
4. Failure to comply with Conference scheduling requirements

Notice of the Presidents' Council intent to invoke any disciplinary action must be made in writing and delivered to the affected member and all other voting members at least thirty (30) days prior to the date that the action is proposed to be taken.

During the meeting of the Presidents' Council to discuss the disciplinary matter, and prior to any deliberations or vote, the affected member shall be afforded the opportunity to present its case to the Presidents' Council.

Any decision to suspend or terminate membership must be made by at least a three-fourths affirmative vote of the entire Presidents' Council. The member institution in question shall not be allowed to vote, and the required three-fourths majority shall be determined based upon the remaining voting members (currently 9 members based on 12 members eligible to vote). The vote shall be taken by secret ballot. The expulsion shall take place at the end of the then-current academic year. If the Presidents' Council votes unanimously to expel a member, that expulsion shall take effect immediately, unless otherwise noted. The decision that is reached shall be considered final. Any member whose privileges have been terminated shall forfeit any interest against accumulated Conference funds.

Section F. Membership Miscellaneous Matters

1. A member institution shall not be individually liable for the acts, debts, liabilities or obligations of the MIAC.
2. No member institution may offer, sell, pledge, transfer or assign its membership status in the MIAC or any rights arising from such membership status.

Section G. National Affiliation

The MIAC is an active member conference of the National Collegiate Athletic Association (the "NCAA"). All member institutions must be active members of the NCAA. The MIAC and member institutions shall abide by the applicable rules and regulations of the NCAA. Member institutions shall also abide by the rules and regulations passed by the MIAC and approved by the Presidents' Council. The rules and regulations passed by the MIAC and approved by the Presidents' Council will be published and provided to all member institutions electronically.

ARTICLE V. PARTICIPATION

Section A. Conference Priority

Member institutions shall make decisions consistent with the principal that the primary responsibility of Conference membership is the participation in MIAC events, regular-season competition and Conference championships.

Section B. Championship Eligibility

To be eligible for MIAC Conference Championship participation in any sport, a coeducational member institution must meet the sponsorship minimum of eight (8) Conference championship sports for each gender. A single-gender member institution must meet the sponsorship minimum of eight (8) Conference championship sports.

Section C. Conference Championship Sports

1. Conference championship sports are those sports sponsored by a minimum of six (6) member institutions and/or approved by a two-thirds (2/3) majority of the member institutions as championship sports (based on current membership, approval by 9 member institutions is required). Additions and deletions in Conference championship sports shall be voted on at the Fall Meeting of the Presidents' Council. The approved additions and deletions in Conference championship sports shall be implemented for the following academic year.
2. Varsity sports sponsored by member institutions, but not recognized as Conference championship sports by the MIAC, are not subject to the regulations of the MIAC as outlined in the general section of the MIAC Manual for the Conduct of Sports. (revised 5/2016)

3. A member institution offering a varsity sport in which the Conference offers a championship must participate in the MIAC regular-season schedule and Conference championship, where applicable in each sport.

Section D. Withdrawal from Participation

A member institution must provide the MIAC and each member institution with written notification of its intent to eliminate a Conference championship sport. The letter of intent to eliminate a Conference championship sport, signed by the President of the institution, must be received by the MIAC at its principal office no later than December 1 of any year with the effective date of elimination being no sooner than June 1 of the following year. Waiver of the notice deadline may be made by a two-thirds (2/3) vote of the Presidents of current member institutions (based on current membership, 9 votes are required).

ARTICLE VI. GOVERNANCE

The governance structure of the MIAC shall include the Presidents' Council, the Faculty Athletics Representatives' ("FAR") Council, the Athletic Directors' Council, Sport Committees and Standing Committees.

Each member institution shall have one (1) vote in the respective meetings of the conference.

Attendance by authorized representatives of a simple majority of the active member institutions entitled to vote at Conference meetings shall constitute a quorum at all meetings of the MIAC for the transaction of business, except as otherwise provided by statute. A quorum of the membership institutions shall be necessary to conduct business. If, however, such quorum is not present or represented at any Conference meeting, then a majority of the member institutions entitled to vote thereat and represented by an authorized representative present in person shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present or represented. The member institutions represented at a duly called meeting at which quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough member institutions to leave less than a quorum.

Section A. Presidents' Council (Board of Directors)

The Presidents' Council consists of the Presidents (or senior administrator with athletic oversight) of the member institutions, constituted for the purpose of discussing and advising on matters of mutual concern. The Presidents' Council shall meet with the Commissioner of the MIAC on a regular basis to discuss matters of mutual concern and shall meet as necessary with the FAR Council and/or the Athletic Directors' Council to review the general athletics program of the Conference. The Presidents' Council has the right to veto or modify any action of the FAR Council, the Athletic Directors' Council, the Commissioner of the MIAC, the Management Committee, or their respective designees.

The Presidents' Council has ultimate authority over the MIAC. The main duties of the Presidents' Council include setting policy for the Conference, approving budgetary and financial decisions, engaging in strategic planning and hiring/reviewing the Commissioner of the MIAC.

The Chair and Chair-Elect of the Presidents' Council are each elected for a two (2) year term. The Chair-Elect shall succeed the Chair for the next immediate two (2) year term, at which time a new Chair-Elect will be elected. Neither the Chair nor the Chair-Elect is permitted to serve successive terms. The Chair shall be the President of the Conference. The Chair-Elect shall be the Vice President of the Conference.

Section B. Faculty Athletics Representatives' (FAR) Council

The Faculty Athletics Representatives' Council has primary authority over the MIAC "Manual for the Conduct of Sports" and oversight of academic matters related to student-athletes. The FAR Council will review the budget to be sent to the Presidents' Council for approval.

Each member institution shall appoint one (1) Faculty Athletics Representative. The FAR from each member institution is required to be a member of the faculty of the member institution he/she represents. Each FAR shall be appointed by the President of their member institution and may not hold an administrative or coaching position in the athletic department of the member institution he/she represents.

The Chair and Chair-Elect of the Faculty Athletics Representatives' Council are each elected for a two (2) year term. The Chair-Elect shall succeed the Chair for the next immediate two (2) year term, at which time a new Chair-Elect will be elected. Neither the Chair nor the Chair-Elect is permitted to serve successive terms.

Section C. Athletic Directors' Council

The Athletic Directors' Council shall have authority over operational matters of the Conference, subject to the approval of the Faculty Athletics Representatives' Council.

The Senior Woman Administrator at each member institution may attend and participate in the Athletic Directors' Council meetings.

The Chair and Chair-Elect of the Athletic Director's Council are each elected for a two (2) year term. The Chair-Elect shall succeed the Chair for the next immediate two (2) year term, at which time a new Chair-Elect will be elected. Neither the Chair nor the Chair-Elect is permitted to serve successive terms.

Section D. Sports-Related Committees

At a minimum, Sports-Related Committees will meet annually for the purpose of bringing forth legislation for the good of the Conference. Meetings of Sport-Related Committees shall be held at such time and place as shall from time to time be determined by the chairperson(s) of such committee. Notice of committee meetings shall be provided to committee members at least thirty (30) days prior to such meeting as specified in Article VIII of the Bylaws.

Each recognized conference varsity sport, as well as the Sports Information Directors, the Athletic Training Personnel and the Student-Athlete Advisory Committee shall be represented as a Sports-Related Committee.

Section E. Standing Committees

1. **President's Executive Committee.** The President's Executive Committee will be comprised of the Chair, Chair-Elect and one at-large member. All members of the committee must be a President of a member institution. Each of the three (3) committee members shall serve a term of two (2) years, commencing on June 1 and shall serve as an Executive Committee of the Presidents' Council with the duties including, but not limited, the following: (a) act on matters of emergency arising between meetings of the Presidents' Council; and (b) in consultation with the Commissioner of the MIAC, set the agenda for each official meeting of the Presidents' Council. All formal actions of the Presidents' Executive Committee shall be recorded and are subject to approval and/or review by the Presidents' Council. The Chair of the Presidents' Council shall oversee and conduct the business sessions of the Presidents' Executive Committee, the Presidents' Council, and any joint business session of the Presidents' Council, the FAR Council and the Athletic Directors' Council. The Chair of the Presidents' Council shall have direct supervision of the Commissioner of the MIAC.
2. **Management Committee.** The Management Committee will be comprised of the Chair of the Faculty Athletics Representatives' Council, the Chair-Elect of the Faculty Athletics Representatives' Council, Treasurer of the MIAC, Chair of the Athletic Directors' Council, Chair-Elect of the Athletic Directors' Council and the Chair of SWA Committee. The Chair of the FAR Council shall oversee and conduct the business sessions of the Management Committee. The Commissioner of the MIAC will serve as an ex-officio member and recording secretary of the Management Committee. The Chair of the President's Executive Committee shall appoint a member of that committee to serve on the Management Committee ex-officio. The committee members shall serve a term of two (2) years, commencing on June 1. The Commissioner of the MIAC and/or any member of the Management Committee may call meetings of the Management Committee at any time. Meetings may be conducted in person or via telephone conference. All formal actions of the Management Committee will be recorded and are subject to approval and/or review by the FAR Council. The Management Committee may act in the stead of the FAR Council in instances requiring immediate and extraordinary action by the FAR Council at those times when it is difficult or impossible for the full FAR Council to meet. The Management Committee shall prepare the agenda for the FAR Council and Athletic Directors' Council meetings. (*revised 5/10*)
3. **Senior Woman Administrators' Committee.** The senior female administrators of each member institution shall constitute the Senior Woman Administrators' Committee. The committee Chair and Recorder shall be elected from among the committee members and will each serve two (2) year terms. The Chair will serve on the Management Committee. Committee members are encouraged to attend the Athletic Directors' meetings. Minutes of the Senior Woman Administrators' Committee meetings shall be forwarded to the Athletic Directors, Faculty Athletics Representatives, and Presidents of each member institution. The Senior Woman Administrators' Committee shall meet three times annually. (*revised 5/10*)
4. **Budget Committee.** The Budget Committee shall consist of the Conference Treasurer (a member of the FAR Council), two (2) Faculty Athletics Representatives (as elected by the FAR Council), two (2) Athletic Directors (as elected by the Athletic Directors' Council) and the Commissioner of the MIAC (ex-officio). Election to the Budget Committee will be by affirmative vote of a majority of the members of the respective bodies and subject to the approval of the Chair of the FAR Council. Terms of elected members shall be two (2) years or until a successor is duly elected. To ensure continuity, no three (3) FARs or two (2) Athletic Directors shall be replaced in the same year. The Budget Committee shall, among other things, review, amend, and recommend a conference budget as prepared by the Commissioner of the MIAC, to the Athletic Directors' Council, FAR Council, and the Presidents' Council. Budget Committee responsibilities will also include recommending and enforcing fiscal policy in regard to the various MIAC operations.
5. **Compliance Committee.** The Compliance Committee shall consist of two (2) FARs and two (2) Athletic Directors who are selected and appointed by the Chair of the FAR Council. A maximum of one (1) Compliance Committee member from a single member institution shall be permitted. Each appointed Compliance Committee member shall serve a two (2) year term. The Commissioner of the MIAC, serving as the Compliance Officer of the conference, shall serve ex-officio. Additionally, one (1) Athletic Trainer shall serve ex-officio for a one (1) year rotating term amongst conference Athletic Trainers, selected by the Athletic Trainers at their annual spring meeting. The Compliance Committee shall review all violations referred by the Commissioner of the MIAC and determine whether sanctions shall be imposed. (*revised 05/07*) (see Appendix B)
6. **Strategic Planning Committee.** The Strategic Planning Committee shall consist of appointed representatives of the Presidents' Council, FAR Council and Athletic Directors' Council. The Strategic Planning Committee shall conduct an annual review the Conference Strategic Plan and make recommendations as necessary. The Chair of each aforementioned council is responsible for appointing representatives to the Strategic Planning Committee. Terms of elected members shall be two (2) years or until a successor is duly elected. The Chair of the FAR Council shall serve as Chair of the Strategic Planning Committee.

7. Coaches' Committee. Each sport for which the MIAC sponsors a championship will form a committee composed of the head coaches from each of the member institutions. This Coaches' Committee will address matters pertaining to the operational policy and procedures for the sport and will propose suggested legislation that governs the given sport to the Athletic Directors' Council. Coaches' meetings will occur no earlier than a week after respective NCAA Championships (exception golf) and be conducted via virtual format.
8. Athletic Trainers' Committee. The Athletic Trainers' Committee shall be composed of the head Athletic Trainers from each of the member institutions. The committee will address matters pertaining to policies and procedures governing conference sports medicine and will propose suggested legislation to the Athletic Directors' Council.
9. Sports Information Directors' Committee. The Sports Information Directors' Committee shall be composed of the Sports Information Directors from each of the member institutions. The committee will address matters pertaining to policies and procedures governing the gathering and dispensing of MIAC sports information and will propose suggested legislation to the Athletic Directors' Council.
10. Student-Athlete Advisory Committee (SAAC). The SAAC shall be composed of two (2) student-athlete representatives (one male student-athlete representative and one female student-athlete representative from each coed institution) from each member institution. The SAAC will address issues pertaining to student-athletes and will propose suggested legislation to the Athletic Directors' Council.
11. Ad-Hoc Committees. The Chair of each Standing Committee shall have the authority to appoint and charge Ad-Hoc Committees as issues and circumstances warrant.
12. Audit Committee. The Audit Committee is responsible for ensuring that the annual MIAC financial audit and procedures are evaluated to determine that adequate fiscal controls and procedures are in place and that the Corporation is in good financial health. The audit committee shall consist of a President (or CFO), a FAR, and AD. Those governing bodies may delegate their representative spot to an appropriate person. *(added 09/2011)*
13. Athletic Director Reports' Committee (Vice Presidents with Athletic Oversight). Regular meetings (two times per year) between the MIAC Commissioner and MIAC Vice Presidents who oversee athletics to: 1) provide the Vice Presidents a valuable peer-based consultation group, 2) to assist the MIAC in accomplishing its goals and 3) to improve the overall athletic and academic experience for student-athletes. The individuals to whom each athletic director reports to shall constitute the Athletic Director Reports' Committee. This committee shall perform such duties as delegated by the Presidents' Council. The committee shall be provided meeting minutes from the Athletic Directors and Faculty Representatives Committees. Minutes from the Athletic Director Reports Committee shall be forwarded to the Presidents' Council. *(added 5/2014)*
14. Awards Committee. Regular meetings three times per year in advance of Athletic Directors' Council meetings (if needed) and other meetings as needed. The committee will examine all awards-specific legislative proposals passed by coaches' committees and provide insight and feedback to Athletic Directors, Faculty Athletics Representatives and Presidents to ensure thorough and consistent examination of all awards policy changes. The committee will also convene as needed to provide oversight on any awards-related issues that arise during nominations or selection of any conference awards. The committee will include two (2) Athletic Directors, one (1) Senior Woman Administrator, one (1) Assistant Athletic Director and two (2) Sports Information Directors. Committee members will self-nominate for official appointment by the Athletic Director Council. Each term will be two years. The inaugural committee will include three two-year terms, and three three-year terms to ensure consistency as the committee begins its work. All terms after those expire will last two years. The committee reports to the Athletic Director Council. *(added 5/2016)*

ARTICLE VII. OFFICERS OF THE CONFERENCE

Section A. Conference Officers

The officers of the Conference shall be the Chair of the Presidents' Council ("President"), the Chair-Elect of the Presidents' Council ("Vice President"), the Commissioner of the MIAC, the Chair of FAR Council, the Chair-Elect of the FAR Council, the Treasurer (a member of the FAR Council), the Chair of the Athletic Directors' Council, and the Chair-Elect of the Athletic Directors' Council.

Section B. Terms and Duties of Office

The Chair and Chair-Elect of each respective governance council shall serve two (2) year terms, commencing on June 1. The duties of the Chair and Chair-Elect shall be those normally associated with those offices. In particular, the Chair shall call and preside over all meetings, shall approve members to committees, and shall be the liaison between the member institutions. The Chair-Elect shall act in the stead of the Chair and will assist the Chair upon request.

Section C. Commissioner

The Commissioner of the MIAC shall serve in an ex-officio capacity for all conference committees and shall serve as the Compliance Officer for the Conference. The Commissioner shall provide a semi-annual report regarding the Conference to the President of each member institution and shall manage the MIAC within the limits of the policies established and parameters prescribed by the Presidents' Council.

The Commissioner is employed by the member institutions and is ultimately responsible and answerable to the Presidents' Council.

Appointment of the Commissioner is the ultimate responsibility of the Presidents' Council. The President's Council shall receive assistance from a Search and Screen Committee, which shall consist of two (2) Faculty Athletics Representatives (as selected by the FAR Council); two Athletic Directors (as selected by the Athletic Directors' Council) and two student-athletes (as selected by the Athletic Directors' Council). The Chair of the Presidents' Council will serve as the Chair of the Search and Screen Committee. Gender balance shall be maintained in the selection of the Search and Screen Committee.

The Chair of the Presidents' Council is responsible for overseeing an annual performance review of the Commissioner in the spring of each year.

ARTICLE VIII. MEETINGS OF THE CONFERENCE

Robert's Rules of Order (Revised) shall be the parliamentary authority for the conduct of all meetings of the Conference and shall be the deciding reference to be used in the case of parliamentary challenge or disagreement.

Institutions have a responsibility to have a voting representative at all conference meetings. Members must be present to vote. In order for an institutional vote to be recognized, the voter must be a member of the governing body for the specific group that is meeting.

A member of any governing body, council or committee of the Conference, who fails to attend two (2) successive regular meetings, unless excused by the Chair of such council or committee, shall be automatically removed from the respective council or committee. Moreover, the member institution formerly represented by such person shall lose all voting privileges until the representative has been re-instated as a formal act of the respective council or committee or until a replacement representative is named by the member institution.

The August Joint Administrator Meeting of the Faculty Athletics Representatives' Council and Athletic Directors' Council will be held if either the Athletic Director or Faculty Athletic Representative Councils identify a need to meet during their May governance meetings. The joint session in August will be scheduled prior to the start of each academic year, as needed. Members of the Presidents' Council Athletics Direct Report/Vice Presidents' Committee, Senior Woman Administrators' Committee and Student-Athlete Advisory Committee are encouraged to attend the Joint August Meeting. The Joint August Meeting shall be a non-legislative meeting, unless waived by an affirmative vote of a majority of members present and voting. (*revised 12/2105*)

Section A. Presidents' Council (Board of Directors)

Presidents of member institutions shall meet at least twice each year to address issues of the conference, receive updates regarding the state of the MIAC presented by the Chair of the Faculty Athletics Representatives' Council and the Commissioner of the MIAC, elect a Chair of the Presidents' Council, appoint members to the Presidents' Executive Committee and conduct all other necessary business. If the President of a member institution is unable to attend a meeting, the respective member institution may send a senior administrator with athletic oversight to attend the meeting in place of the President.

Meetings of the Presidents' Council shall be called by the Chair, or if the Chair is incapacitated for any reason, by any two (2) members of the Presidents' Council. The Chair may fix the place and time of the meetings and notice of a meeting shall be provided to each member of the Presidents' Council at the location provided in the records of the Conference. Notice shall be deemed adequately delivered when the notice is transmitted at least thirty (30) days before such meeting. Any notice may be communicated either to the President of a member institution or to a person at the office of the President in person or by telephone, facsimile, electronic communication or mail. The notice need not specify the purpose or the place of the meeting, unless special circumstances exist.

Section B. Faculty Athletics Representatives' (FAR) Council

The Faculty Athletics Representatives' Council shall hold at least two (2) business meetings annually to be scheduled no earlier than 10 business days following the Fall (November or December) and Spring (May) meetings of the Athletic Directors. The Chair of the FAR Council may call a special meeting of the FAR Council as necessary. If the FAR of a member institution is unable to attend a meeting, the respective member institution may send a faculty member to attend the meeting in place of the FAR.

Meetings of the Faculty Athletics Representatives' Council shall be called by the Chair, or if the Chair is incapacitated for any reason, by any two (2) members of the FAR Council. The Chair may fix the place and time of the meetings and notice of a meeting shall be provided to each member of the FAR Council at the location provided in the records of the Conference. Notice shall be deemed adequately delivered when the notice is transmitted at least thirty (30) days before such meeting. Any notice may be communicated to the FAR of a member institution by telephone, facsimile, electronic communication or mail. The notice need not specify the purpose or the place of the meeting, unless special circumstances exist.

Section C. Athletic Directors' Council

The Athletic Directors shall hold at least three (3) business meetings annually coinciding with the end of each sports season (November, March and May). The Chair of the Athletic Directors may call a special meeting as necessary. Legislation from the Athletic Directors meetings (action and informational) shall be presented to the FAR Council for review and/or action as necessary. Athletic Director only (or AD designee) will meet one-time during the year. (*Revised 5/2016*)

Athletic Directors and Senior Woman Administrators are permitted to attend MIAC AD Council business meetings. Each institution is allotted two representatives. If either the AD or SWA cannot attend, or the AD and SWA are the same individual, an Assistant AD may fill the seat. *(added 5/19)*

Meetings of the Athletic Directors' Council shall be called by the Chair, or if the Chair is incapacitated for any reason, by any two (2) members of the Athletic Directors' Council. The Chair may fix the place and time of the meetings and notice of a meeting shall be provided to each member of the Athletic Directors' Council at the location provided in the records of the Conference. Notice shall be deemed adequately delivered when the notice is transmitted at least thirty (30) days before such meeting. Any notice may be communicated to the Athletic Director of a member institution by telephone, facsimile, electronic communication or mail. The notice need not specify the purpose or the place of the meeting, unless special circumstances exist.

Section D. Coaches' Committee

Each Coaches' Committee representing each Conference Championship sport will hold one (1) official business meeting annually, identified in the Manual for the Conduct of Sports. Legislative items from each Coaches' Committee shall be presented as necessary to the Athletic Directors' Council for initial review and shall be subject to the approval of the FAR Council and the Presidents' Council.

If the head coach is not able to attend the business meeting, an administrator or assistant coach may attend in their place, provided the Commissioner is provided prior notice. Additional institutional attendees may be granted attendance to business meetings with formal request from the institution and approval from the Commissioner. *(added 5/19)*

Meetings of the Coaches' Committees shall be called by the Commissioner (or designee), AD Liaison, or by any two (2) members of the Coaches' Committee. Notice of a meeting shall be provided to each member of the Coaches' Committee. Notice shall be deemed adequately delivered when the notice is transmitted at least thirty (30) days before such meeting. Any notice may be communicated to the Coach of a member institution by telephone, electronic communication or mail. The notice need not specify the purpose or the place of the meeting, unless special circumstances exist.

Section E. Presidents' Executive Committee

The Presidents' Executive Committee shall meet as necessary to conduct business. Meetings of the Presidents' Executive Committee shall be called by the Chair, or if the Chair is incapacitated for any reason, by the Chair-Elect of the Presidents' Executive Committee. The Chair may fix the place and time of the meetings and notice of a meeting shall be provided to each member of the Presidents' Executive Committee at the location provided in the records of the Conference. Notice shall be deemed adequately delivered when the notice is transmitted at least seven (7) days before such meeting.

Section F. Management Committee

The Management Committee shall meet as necessary to conduct business. Meetings of the Management Committee shall be called by the Chair, or if the Chair is incapacitated for any reason, by the FAR Chair-Elect of the Management Committee. The Chair may fix the place and time of the meetings and notice of a meeting shall be provided to each member of the Management Committee at the location provided in the records of the Conference. Notice shall be deemed adequately delivered when the notice is transmitted at least seven (7) days before such meeting.

Section G. Senior Woman Administrators' Committee

The Senior Woman Administrators shall consist of members from each MIAC institution, and shall meet in August.

Section H. Budget Committee

The Budget Committee shall meet as necessary to plan and conduct the financial business of the Conference. Legislative items from the Budget Committee shall be presented to the Athletic Directors' Council for initial review and shall be subject to the approval of the FAR Council and Presidents' Council. A quorum for a meeting of the Budget Committee is required and shall consist of three (3) voting members.

Meetings of the Budget Committee shall be called by the Treasurer, or if the Treasurer is incapacitated for any reason, by any two (2) members of the Budget Committee. The Treasurer may fix the place and time of the meetings and notice of a meeting shall be provided to each member of the Budget Committee at the location provided in the records of the Conference. Notice shall be deemed adequately delivered when the notice is transmitted at least seven (7) days before such meeting.

Section I. Compliance Committee

The Compliance Committee shall meet as necessary to review issues of the Conference pertaining to policies and procedures, eligibility concerns, rules infraction cases and other issues referred by the Conference. Legislative items from the Compliance Committee shall be presented as necessary to the Athletic Directors' Council for initial review and shall be subject to the approval of the FAR Council and Presidents' Council. A quorum for a meeting of the Compliance Committee is required and shall consist of three (3) voting members.

Meetings of the Compliance Committee shall be called by the Commissioner of the MIAC or by any two (2) members of the Compliance Committee. The Commissioner may fix the place and time of the meetings and notice of a meeting shall be provided to each member of the

Compliance Committee at the location provided in the records of the Conference. Notice shall be deemed adequately delivered when the notice is transmitted at least seven (7) days before such meeting.

Section J. Athletic Trainers' Committee

The Athletic Trainers' Committee is limited to one (1) business meeting annually from which legislative items may be forwarded to the Athletic Directors' Council for initial review and shall be subject to the approval of the FAR Council and Presidents' Council.

Section K. Sports Information Directors' Committee

The Sports Information Directors are limited to one (1) business meeting annually from which legislative items may be forwarded to the Athletic Directors' Council for initial review and shall be subject to the approval of the FAR Council and Presidents' Council.

Section L. Student-Athlete Advisory Committee (SAAC)

The SAAC will meet at least three (3) times during an academic year with the Spring meeting designated as the official business meeting from which legislative items are forwarded to the Athletic Directors' Council for initial review and shall be subject to the approval of the FAR Council and Presidents' Council.

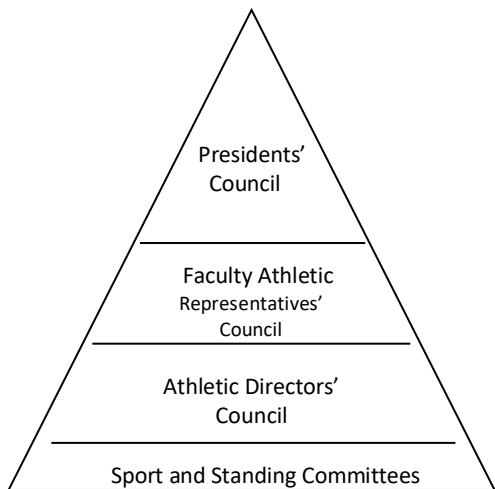
ARTICLE IX. LEGISLATIVE AUTHORITY AND PROCESS

Section A. Process Overview

The affairs of the MIAC shall be governed by two distinct documents: The Bylaws and the Manual for the Conduct of Sports. New legislation or changes to the existing Bylaws and/or Manual for the Conduct of Sport can be initiated and recommended by any of the groups whose structures are outlined in Article VI.

Legislation that passes must then be recommended and passed on to the next higher group (see Legislative Structure diagram below). In some instances, legislation deemed noncontroversial, minor or non-substantive in nature does not require specific action by successively higher groups within the Conference's governance structure. To assure compliance with applicable NCAA rules, all legislation with academic or financial implications must be reviewed by the FAR Council and Presidents' Council.

Figure 1. Legislative Structure



Section B. Amendments to the Bylaws

The Bylaws consist of information relevant to the purposes of membership, governance and legislative authority of the MIAC.

These Bylaws may be amended by a two-thirds (2/3) vote of the Presidents of the member institutions (based on current membership, 9 affirmative votes are required). Notice of a proposed amendment to the Bylaws must be communicated to the Presidents of each member institution at least thirty (30) days prior to the date of the meeting at which the amendment is to be voted upon. Approved changes shall be effective the succeeding June 1, unless otherwise noted.

Section C. Manual for the Conduct of Sports (Manual)

The Manual for the Conduct of Sports shall consist of legislation adopted by the member institutions to uphold the principles of the Conference and to ensure equal application of commonly agreed upon rules and regulations. The Manual is intended to address rules that are specific to the purposes of the MIAC, including rules not covered in existing NCAA legislation, or to apply a more restrictive interpretation to an existing NCAA rule.

The Manual shall be the official manual of rules and regulations governing the conduct of sports within the MIAC.

The Manual may be amended by a majority vote of the member institutions as cast by the members of the Coaches Committees, Athletic Directors' Council, FAR Council, and Presidents' Council present at any regular meeting or at any special meeting called for such purpose.

Amendments to the Manual are subject to the final approval by the Presidents' Council and, unless otherwise noted, are effective the succeeding June 1.

Section D. Conference-sponsored NCAA Legislation

The Conference may move legislative items to the national level with two-thirds (2/3) approval vote of the Presidents of the member institutions (based on current membership, 9 affirmative votes are required).

ARTICLE X. STANDARD OF CONDUCT AND DIRECTOR CONFLICTS OF INTERESTS

Section A. Standard of Conduct

It is the responsibility of each officer, director and employee of the MIAC to discharge their duties, as such, including their duties as a member of any council or committee of the MIAC upon which he/she may serve, in good faith, in a manner they reasonably believes to be in the best interests of the MIAC and with such care, including reasonable inquiry, skill and diligence, an ordinarily prudent person in a like position would exercise under similar circumstances. In performing their duties, all officers, directors and employees of the MIAC shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared by any of the following: (a) one or more officers or employees of the MIAC whom he/she reasonably believes to be reliable and competent in the matters presented; (b) legal counsel, public accountants or other persons as to matter that he/she reasonably believes to be within the professional or expert competence of such person; or (c) a council or committee of the MIAC upon which he/she does not serve, as to matters within its designated authority, which he/she reasonably believes to merit confidence. An officer, director and employee of the MIAC shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause their reliance to be unwarranted.

Section B. Conflict; Procedure When Conflict Arises

A contract or other business transaction between the MIAC and one of its officers or directors or a family member of an officer or director of the MIAC, or between the MIAC and an organization in which one of its officers or directors or a family member an officer or director of the MIAC, is a director, officer, or legal representative or has a material financial interest, shall not be void or voidable because the officer, director or other organization shall be parties or because the officer or director shall be present at the meeting of the Board of Directors or a committee at which the contract or business transaction is authorized, approved, or ratified, if:

1. The contract or business transaction was, and the person asserting the validity of the contract or business transaction sustains the burden of establishing that the contract or business transaction was, fair and reasonable as to the MIAC at the time it was authorized, approved, or ratified; or
2. The material facts as to the contract or business transaction and as to the officer's or director's interest shall be fully disclosed or known to the relevant council or a committee, and such council or committee authorizes, approves, or ratifies the contract or business transaction in good faith by a majority of the council or committee, but the interested officer or director shall not be counted in determining the presence of a quorum and shall not vote.

Section C. Material Financial Interest

For purposes of this Article, an officer or director does not have a material financial interest in a resolution, fixing the compensation of the officer or director or fixing the compensation of another director, officer, employee, or agent of the MIAC, even though the first officer or director is also receiving compensation from the MIAC.

Section D. Member of the Family

For purposes of this Article, an officer or director of the MIAC shall be deemed to have a material financial interest in each organization in which such officer or director, their spouse, parents, children and spouses of children, brothers and sister and spouses of brothers and sisters of the such officer or director, or any combination of them, have a material financial interest.

Section E. Indemnification

The MIAC shall indemnify each person who is or was an officer or director of the Conference, or of any other corporation or entity with he/she served as such at the request of the MIAC, against any and all liability and reasonable expense that might be incurred in connection with or resulting from any claim, action, suit or proceeding (whether brought by or in the right of the MIAC or such other corporation or other entity or otherwise), civil or criminal, or in connection with an appeal relating thereto, in which he/she may become involved, as a party or otherwise (other than a party plaintiff suing on their own behalf or in the right of the corporation), by reason of being or having been an officer or director of the MIAC or of such other corporation or other entity, or by reason of any past or future action taken or not taken in their capacity as such officer or director, whether or not he/she continues to be such at the time such liability or expense is incurred, except where there shall have been a judgment rendered by a court specifically finding that the action or conduct of such officer or director constituted willful misconduct or recklessness. As used in this Section E, the terms "liability" and "expense" shall include, but shall not be limited to, attorney's fees and disbursements and amounts of judgments, fines, or penalties against, and amounts paid in settlement by, an officer or director.

The MIAC shall have the power, in its sole and unilateral discretion, except to the extent prohibited by law, to indemnify any person who is or was an employee or agent of the Conference, or is or was serving at the request of the Conference as an employee or agent of another corporation or other entity, against expenses (including attorney's fees), judgments, fines penalties and amount paid in settlement, actually

or reasonably incurred by them in connection with any claim, action, suit or proceeding and resulting by reason of their services on behalf of the MIAC. All determinations under this Section E shall be made by the Presidents' Council by a majority vote of a quorum consisting of disinterested council members or, if such quorum is not obtainable, or if a majority vote of a quorum of disinterested council members so directs, by independent legal counsel in a written opinion.

ARTICLE XI. ANNUAL DUES

Annual membership dues (the "membership dues") must be paid by member institutions to the MIAC on or before August 1 of each calendar year. Payment of membership dues shall be remitted to the attention of the Commissioner of the MIAC at the offices of the MIAC. The membership dues shall be applied to each fiscal period from June 1 to May 31 of the following year and the aggregate amount paid by member institutions and received by the MIAC shall be included in the annual budget officially set at the Spring Meetings of the FAR and Presidents' Councils.

Any member institution that is delinquent in its payment of membership dues shall automatically be deprived of its voting rights at meetings of Athletic Directors, FARs, and Presidents' Council until such dues are paid in full.

Any member institution that is delinquent in two (2) or more payments of membership dues shall automatically forfeit membership in the Conference.

ARTICLE XII. GENERAL AND MISCELLANEOUS

Section A. Books and Records

The MIAC shall, either at its principal office or at such place or places as designated by the Presidents' Council, maintain true and correct original copies of all corporate books and records of account and financial statements and shall also keep true and correct original copies of minutes of the proceedings of its various councils and committees. Any such books and records maintained by the MIAC may be kept on, or by means of, or be in the form of, any information storage device or method, provided that the books and records so kept can be converted into clearly legible paper form within a reasonable time. The MIAC shall so convert any books and records so kept upon the written request of any person entitled to inspect such records pursuant to the applicable provisions of the Minnesota Corporation Act. When records are kept in such manner, a clearly legible paper form produced from or by means of the information storage device or method shall be admissible in evidence, and accepted for all other purposes, to the same extent as an original paper form accurately portrays the record. Additionally, all books and records of the MIAC may be inspected by any officer, director or member institution for any proper purpose at any reasonable time.

Section B. Fiscal Year and Reserve

The fiscal year of the MIAC shall end on May 31 and may be changed by resolution of the Board of Directors. The MIAC Reserve shall be set at \$100,000. The Conference will use the amount in the reserve above \$100,000 to offset the institutional assessments. (*revised 5/08, 12/06*)

Section C. Loans to Directors and Officers Prohibited

No loans or advances, other than customary travel advances, shall be made by the MIAC to any of its officers or directors.

Section D. Prohibition Against Private Inurement (Benefits/Advantages)

No part of the net earnings of the MIAC shall become accustomed to the benefit of, or be distributed to, directors, officers, or other private persons, except that the Conference shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the MIAC.

Section E. General Limitations

Inurement of Income: No part of the net earnings of the MIAC shall inure to the benefit of, or be distributed to, its member institutions, Faculty Athletics Representatives, officers or other private persons except that the Conference shall be authorized and empowered to pay reasonable compensation for services rendered.

Operational Limitations: Notwithstanding any other provisions of these articles, the MIAC shall not conduct activities otherwise prohibited (a) by a corporation exempt from Federal Income Tax under Section 501(C)3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or by a corporation, contributions, to which are deductible under Section 170(C)2 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Dissolution Clause: Upon the dissolution or winding-up of the MIAC, the Presidents' Council shall, after paying or making provisions for the payment of all the liabilities of the Conference, dispose of all the assets of the Conference exclusively for the purpose of the Conference in such manner, or to such corporation or corporations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt corporation or corporations under Section 501(C)3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Presidents' Council shall determine in its sole and unilateral discretion. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the MIAC is then located, exclusively for such purposes or to such corporation or corporations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section F. Manner of Amendment

These Bylaws may be altered, amended, or repealed or new Bylaws may be adopted by the member institutions or by the Board of Directors, subject to the power of the member institutions exercisable in the manner provided by the laws of the State of Minnesota to adopt, amend, or repeal Bylaws adopted, amended, or repealed by the Board of Directors.

CERTIFICATE

The foregoing Amended and Restated Bylaws of the Minnesota Intercollegiate Athletic Conference (MIAC) were adopted by the Board of Directors of the Conference on the 31st day of May, 2009.