

# CONSTITUTION OF THE GREAT NORTHWEST ATHLETIC CONFERENCE, INC.

## PREAMBLE

Believing that intercollegiate athletic competition is a vital part of higher education and is regarded as an integral part of the educational program available to students at each member institution, and, as such, should be subject to administrative and faculty direction and control, the Great Northwest Athletic Conference, Inc. is incorporated for the purpose of maximizing the constructive and educational benefits of intercollegiate athletic competition for the male and female students at each member institution.

Fundamental to the successful application of any set of rules is the spirit of mutual confidence and cooperation. It is the function of this Conference to encourage intercollegiate athletics on an amateur basis with institutional control.

The members of this Conference are dedicated to a continuing effort to maintain intercollegiate athletics in harmony with the essential educational purposes of the institution. To reinforce these principles, the Great Northwest Athletic Conference believes in and subscribes to the fundamental purposes, policies, and principles governing the conduct of intercollegiate athletics as adopted by the National Collegiate Athletic Association (NCAA). These include the purposes and fundamental policy contained in Article 1 of the NCAA Constitution. The principles for conduct of intercollegiate athletics are found in Article 2 of the NCAA Constitution and include the following principles:

Institutional Control and Responsibility  
Student-Athlete Welfare  
Cultural Diversity and Gender Equity  
Sportsmanship and Ethical Conduct  
Sound Academic Standards  
Nondiscrimination  
Diversity Within Governance Structures  
Rules Compliance  
Amateurism  
Competitive Equity  
Recruiting  
Eligibility  
Financial Aid  
Playing and Practice Seasons  
Postseason Competition and Contests Sponsored by Non-collegiate Organizations  
Economy of Athletic Program Operation

## ARTICLE 1: NAME AND PURPOSE

- 1.1. **Name.** This organization shall be known as the Great Northwest Athletic Conference, Inc., doing business under the registered names of Great Northwest Athletic Conference and GNAC. In this document, it shall be known as the "GNAC".

1.2. **Purpose.**

- 1.2.1 The GNAC (the "Corporation") is organized to control and regulate intercollegiate athletics as institutional activities; to encourage sound academic practices for student-athletes; to establish harmonious intercollegiate relationships among member institutions; to promote and develop the sports it sponsors; and to give college student-athletes the opportunity to compete at a high level, including competing for National Collegiate Athletic Association (NCAA) championships.
- 1.2.2 The GNAC shall promote mutual trust and friendly intercollegiate relations between member institutions.
- 1.2.3 The GNAC shall provide a forum in which the representatives of the member institutions will meet periodically for the discussion of mutual problems, the elimination of misunderstandings, the exchange of information, and the establishment of policies and procedures for athletic competition among the members under the same administrative and faculty control as that which exists in their other educational programs.
- 1.2.4 The GNAC shall provide leadership in the development of each of the sports it sponsors, provide a voice for the development of public attitudes toward athletics programs, and address the future needs of members' athletic programs in a spirit of cooperation and mutual benefit.
- 1.2.5 This organization is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. **(Paragraph added 10/04)**

**ARTICLE 2. MEMBERSHIP**

2.1. **Conditions of Membership.**

- 2.1.1. Membership shall be limited to four-year colleges or universities, each of which must at all times be a Division II member of the NCAA, and in each of which there must be at all times institutional control (pursuant to NCAA Constitution 6.1.2.1) over policy governing the conduct of intercollegiate athletics, which shall include:
  - (a) Enforcement of academic standards set by the institution and the GNAC;
  - (b) Enforcement of institution and GNAC regulations concerning recruiting and providing financial aid to student-athletes;
- 2.1.2. Membership is subject to the written approval of the chief executive officer of member institutions. As a condition of membership, each member agrees to comply with the Articles of Incorporation, Constitution, Bylaws, and Sports Regulations of the GNAC, and each member agrees to be bound by the NCAA Division II regulations in the conduct of its intercollegiate athletic programs.
- 2.1.3. Agreements evidencing membership in the GNAC shall be such form as shall be determined by the CEO Board. These shall be signed by an authorized representative of each member institution on behalf of the institution, and by the Commissioner or by such other officers authorized by the law and by the CEO Board to do so, on behalf of the GNAC.

## 2.2. **Members.**

2.2.1. **Active Members of the GNAC.** The GNAC membership includes the following current institutions:

- \*University of Alaska Anchorage
- \*University of Alaska Fairbanks
- \*Central Washington University
- Montana State University Billings (joined July 1, 2007)
- \*Northwest Nazarene University
- \*Saint Martin's University
- \*Seattle Pacific University
- Simon Fraser (joined July 1, 2010)
- \*Western Oregon University
- \*Western Washington University

\*Indicates Charter member

(**Note:** Humboldt State was a member from July 1, 2001 to June 30, 2006. Seattle University was a member from July 1, 2001 to June 30, 2008).

2.2.2. **Affiliates of the GNAC.** Effective, July 1, 2008, Humboldt State University and Dixie State College are affiliate members for football-only.

## 2.3. **Achieving Membership.**

2.3.1. **New Member.** New members meeting the qualification set forth in 2.1.1. (Conditions of Membership) may be admitted upon written application submitted to the Commissioner, providing that such written application is also filed with the appropriate institutional representative of each current member institution, and providing that at least two-thirds of the current members of the CEO Board approve the admission of the applicant institution to membership in the GNAC. Written application for membership shall be received not less than 21 days prior to the vote on that application.

2.3.2. **Affiliate Status.** The CEO Board shall have the authority to grant an institution meeting the qualifications of 2.1.1. (Conditions of Membership) an affiliation with the GNAC under such terms, conditions, and limitations as may be approved. An institution desiring such affiliation shall make application to the Commissioner, and shall file such written application with the appropriate institutional representative of each current member institution; written application for affiliate status shall be received not less than 21 days prior to the vote of the CEO Board on that application. Affiliation is granted providing that at least two-thirds of the current members approve the admission of the applicant institution to affiliate status in the GNAC.

2.4. **Sanctions.** A member institution or affiliate institution may be placed on probation, suspended, or expelled for violation of the Articles of Incorporation, Constitution, Bylaws, or Sports Regulations of the GNAC. Such disciplinary action requires a two-thirds vote of the CEO Board (for purposes of this provision, the offending institution shall not be counted). Expulsion shall mean complete severance from the GNAC; suspension shall mean temporary severance from the GNAC under conditions specified by the Management Council; and probation shall mean restricted participation in the GNAC under conditions specified by the Management Council. A member institution shall not be entitled to receive any distribution from the GNAC after the expulsion of the member from the GNAC.

## 2.5. **Membership Contributions.**

2.5.1 **New Member Contribution.** As a condition of membership, each newly admitted institution shall contribute to the Operating Fund a membership fee equal to two (2) years dues plus one equal share of the conference cash reserve as determined at the end of the previous fiscal

year. New members shall share in any distribution from, or contributions to, the Operating Fund one year after their admission as full members. **(Revised 4/06; 05/08).**

2.5.2 **Affiliate Contribution.** As a condition of affiliation with the GNAC (as authorized in section 2.3.2), each newly affiliated institution shall contribute to the Operating Fund an affiliation fee that shall be established in each case by the CEO Board upon the advice of the Management Council and the Commissioner. Unless otherwise provided by the Management Council, affiliates of the GNAC shall not share in any distribution from the Operating Fund.

2.6. **Resignation of Membership.**

2.6.1. **Resignation of Full Member.** A current member institution (as of Jan. 1, 2008), which is in good standing with the conference, may resign its membership in the GNAC upon written notice which shall be submitted to the Commissioner and the Chair of the CEO Board. Upon the timely termination of membership, the withdrawing institution shall not receive a proportionate share of the fund balance of the GNAC **(Revised 10/04; 5/08; New sections 2.6.1 a, b and c added 5/08).**

- a) If written notice is received at least two full years (24 months) prior to the effective date of the resignation, there shall be no penalty.
- b) If written notice is received at least one full year (12 months) but less than two full years (24 months) prior to the effective date of the resignation, the withdrawing institution shall pay a penalty of one years dues.
- c) If written notice is received less than one full year (12 months) prior to the effective date of the resignation, the withdrawing institution shall pay a penalty of two years dues.

2.6.2 **Resignation of New Member.** A new member admitted to the GNAC after Jan. 1, 2008, may resign its membership in the GNAC upon written notice which shall be submitted to the Commissioner and the Chair of the CEO Board under the following conditions.

- a) If the new member resigns during the first eight years of membership, it shall play a penalty equal to eight times the current dues.
- b) After the new member completes eight full years of membership, the new member may resign under conditions outlined in 2.6.1. **Note:** The intent of this Article is to require new members to compete 10 full-seasons in the conference before being eligible to withdraw without a penalty.

2.6.3 **Resignation or Termination of Affiliate Status.** Institutions affiliated with the GNAC under provisions 2.3.2 may resign from the affiliation by submitting to the Commissioner and to the President of the Management Council written notice of termination of such affiliation at least 12 months prior to the start of the competition season(s) for which such termination would become effective. The CEO Board will annually review all such affiliations and may terminate any such affiliation by vote of at least two-thirds of the CEO Board, providing that the affiliated institution receive notice of such termination at least 12 months prior to the start of the competitive season(s) for which the termination will become effective. Unless otherwise provided by the CEO Board, no termination of affiliate status shall involve payments by the affiliated institution to the GNAC or disbursements to such institution by the GNAC.

2.7. **Dissolution.** In the event of a voluntary dissolution, the assets of the corporation will be distributed as follows:

Any fund or other assets to which the Great Northwest Athletic Conference holds title shall be distributed, after all liabilities of the GNAC have been settled, in equal shares among the institutions who are members at the time when action is taken to dissolve the corporation, as long as each member is then a tax exempt organization pursuant to Section 501(c)(3). **(Revised 10/04)**

## ARTICLE 3. ORGANIZATION

### 3.1. Governance of the GNAC

Final responsibility for and ultimate oversight of GNAC governance is vested in the Chief Executive Officer (CEO) Board. The CEO Board confers authority for operations and administration upon the Management Council and a Conference Commissioner.

### 3.2. CEO Board

**3.2.1 Membership.** The chief executive officers of all member institutions of the GNAC shall constitute the CEO Board. The Commissioner shall serve in an advisory capacity without vote. Only CEOs have voting rights.

**3.2.2. Powers and Responsibilities of the CEO Board.** Among the Management Council actions that require review and ratification by the CEO Board are:

- a) Amendments to the Constitution
- b) Change in the number of members
- c) Budget of the GNAC
- d) Amendments to the GNAC financial distribution regulations
- e) Selection and employment of the GNAC Commissioner/GNAC Staff
- f) Location of the GNAC Office
- g) Approval or repeal of legislation or policy, regulation or activity
- h) Other such actions as prescribed by bylaw

**3.2.3. Chair of the CEO Board.** The Chair of the CEO Board shall rotate among the members as provided in the appendix. In the absence of the chair, the chair of the meeting will be the past chair. In the absence of the past chair, the vice chair shall conduct the meeting.

**3.2.4. Meetings of the CEO Board.** The CEO Board shall hold at least one regular meeting per year.

**3.2.5. Quorum.** A majority of members of the Board in attendance at a meeting shall constitute a quorum.

### 3.3. Management Council.

**3.3.1. Membership.** The voting members of the Management Council shall be the Director of Athletics or his/her designee representing each member institution. Each institution shall have one vote. Serving as ex-officio non-voting members on the Management Council shall be the Chair of the CEO Board, a Faculty Athletics Representative (FAR), a Senior Woman Administrator (SWA), a student-athlete, and the Commissioner.

**3.3.2. Powers and Responsibilities of the Management Council:**

- a) Recommend to the CEO board legislation, policy, regulation, or activity pertaining to the GNAC.
- b) Recommend to the CEO Board the selection of the GNAC Commissioner and other employees deemed necessary, prescribe their duties and establish the terms and conditions of their employment.
- c) Appoint committees for any designated purpose.
- d) Recommend to the CEO Board approval of the annual budget for the next fiscal year.

**3.3.3. Officers of the Management Council.** A President, who shall be designated from among the Council voting members, shall preside at all meetings of the Management Council. (The Past President of the Council shall preside in the absence of the President.) The President shall

serve according to the rotation listed in the appendix. The new President shall begin his/her duties at the conclusion of the Spring Meeting.

- 3.3.4. **Meetings.** The Management Council shall hold at least three regular meetings each year.
- 3.3.5. **Quorum.** Representatives of a majority of the member institutions shall constitute a quorum. Fewer than a quorum may meet as an advisory committee empowered to discuss the Council agenda, to recommend action, and to call a special meeting.
- 3.3.6. **Advisory Groups.**
  - 3.3.6.1. **Faculty Athletic Representatives Group.** The FAR Group shall meet at least once annually to provide counsel to the Management Council.
  - 3.3.6.2. **Senior Woman Administrators Group.** The SWA Group shall meet at least once annually to provide counsel to the Management Council.
  - 3.3.6.3. **Student –Athlete Advisory Committee.** The Student-Athlete Advisory Committee shall meet at least once annually and will consist of the chair of each member institution’s Student-Athlete Advisory Board. The SAAC shall present an annual report to the Council.
- 3.3.7. **Standing Committees.** The standing committees of the GNAC shall include the Appeals Committee, the Finance Committee and such other committees as shall be created by Bylaw.
  - 3.3.7.1. **Appeals Committee.** The committee shall be composed of five athletic directors and five faculty athletic representatives selected by the Management Council for a two-year term (**See Appendix C of GNAC Constitution**). During each term, each GNAC member school will be represented on the committee either by its athletic director or its FAR. Each institution’s representative will rotate between its athletic director and FAR during each subsequent term of the committee. The committee shall also include two Compliance Coordinators selected out of the current rotation. The Compliance Coordinators shall serve in an advisory, non-voting capacity. The committee shall rule on cases submitted to it by the Conference office, including waiver requests related to satisfactory progress, appeals of rulings on unsportsmanlike conduct and in cases of GNAC or NCAA rules violations in which the committee may determine which teams and/or individuals will represent the conference in post-season play. The institutional representative of the accused institution shall participate on the Appeals Committee, but will be recused for all votes. Rulings of the committee shall be by majority vote and shall be final. In case of a tie, the Commissioner will cast the tie-breaking vote (**Revised 10/04; Revised 10/07**).
  - 3.3.7.2. **Finance Committee.** The Finance Committee shall consist of at least three athletic administrators. The Committee shall audit expenditures annually, make recommendations for future year budgets, and make recommendations on all financial issues to the Management Council.
- 3.4. **Commissioner.** The GNAC shall employ a Commissioner for a specified period of time determined by the CEO Board, commencing July 1. On or before the Spring meeting of the year current employment ceases, the Commissioner will be informed whether employment will be continued for the succeeding year(s). Conversely, the Commissioner will give notice at the Spring Meeting whether his/her services will continue for the succeeding year(s). The Commissioner is authorized to sign contracts or other legal documents on behalf of the GNAC, consistent with guidelines that may be established from time to time by the Management Council and approved by the CEO Board.
  - 3.4.1. **Other Personnel.** The Commissioner shall employ such administrative personnel as the CEO Board agrees are necessary for the effective conduct of the business of the GNAC.

#### ARTICLE 4. FINANCES

- 4.1. **General Principles.** The fiscal year of the GNAC shall be from July 1 of each year to June 30 of the ensuing year.
- 4.2. **Budget.** The budget shall include estimates of the general operating expenses of the GNAC and, insofar as possible, specific estimates of items of income and expenditures. The Management Council shall review and amend, if deemed necessary, the proposed budget prior to CEO Board action.
- 4.3. **Disbursement Authorization.** Approval of the budget by the CEO Board shall serve as authorization for disbursements consistent with the approved budget.
- 4.4. **Contingency Fund.** The GNAC will maintain a “contingency fund” that will be invested in an interest bearing account. The purpose of the contingency fund is to cover any GNAC contractual obligations and financial shortfalls. The contingency fund will be replenished, as required, from surplus income as determined at the Fall Meeting.

#### ARTICLE 5. INDEMNIFICATION

- 5.1. Each director, member, or officer of the GNAC or member of a committee of the Council, and each person who serves or has served at the request of the GNAC, as a trustee, director, officer, partner, employee, or agent of any other corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the GNAC to the fullest extent permitted by the non-profit corporation laws of the state of Washington as they may be in effect from time to time; provided, however, that the preceding shall not require the GNAC to indemnify any person for any liability, tax or expense to the extent it results in the imposition of tax under Section 4958 of the Internal Revenue Code. The GNAC may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his or her status as such, whether or not the GNAC would have power to indemnify such person against such liability under the preceding sentence. The GNAC may, to the extent authorized from time to time by the Council, grant rights to indemnification to employees or agents of the GNAC and others to the fullest extent provided under the laws of the state of Washington as they may be in effect from time to time.

#### ARTICLE 6. ARBITRATION

- 6.1. Any dispute regarding the interpretation or application of, or compliance with any provision of this Constitution, the Bylaws, the Articles of Incorporation, and/or Sports Regulations of the GNAC will be resolved exclusively by binding arbitration. Any arbitration hereunder shall be conducted under the Rules of the American Arbitration Association as modified herein and shall take place in Whatcom County, Washington.

The arbitration provisions of this Constitution and Bylaws shall not prevent any party from obtaining injunctive relief from a court of competent jurisdiction to enforce the obligations of the other party hereunder for which such party may require provisional relief pending a decision on the merits by the arbitrator, and consent is hereby granted to the exclusive jurisdiction of Washington courts for such purpose. The arbitrator shall have authority to award any remedy or relief that a court of competent jurisdiction could grant in conformity to applicable law.

#### ARTICLE 7. AMENDMENTS

- 7.1. **Amendment Procedure.** This Constitution may be amended, upon three weeks written notice to such representative of each member, by a two-thirds (2/3) affirmative vote of the members at any Management Council meeting, subject to final approval by a majority of CEO Board.

- 7.2. **Amendment Without Meeting**. If the President or the Commissioner deems it necessary, a change in the Constitution may be submitted to the members between meetings. An affirmative vote of 2/3 of the Management Council shall be required to approve or adopt such proposals, subject to final approval by a majority of the CEO Board.

#### **ARTICLE 8. BYLAWS**

- 8.1. The Conference may adopt Bylaws that shall be consistent with this Constitution by a majority vote of the Management Council and the subsequent approval of the CEO board. Should there be any inconsistency between this Constitution and the Bylaws, this Constitution shall prevail.

## Appendix A

### Rotation of the President of the Management Council and Chair of the CEO Board:

The rotation will follow the order listed below. The Chair of the CEO Board and Management Council will each serve for two years. If there is a new CEO at a member institution who is next in line for the chair position, then the decision on the rotation will be returned to the CEO Council for determination.

<b>Year</b>	<b>School</b>
2008-09 – 2009-10	Seattle Pacific University
2010-11 – 2011-12	Western Oregon University
2012-13 – 2013-14	Western Washington University
2014-15 – 2015-16	University of Alaska Fairbanks
2016-17 – 2017-18	Saint Martin's University
2018-19 - 2019-20	University of Alaska Anchorage
2020-21 – 2021-22	Montana State University Billings
2022-23 – 2023-24	Central Washington University
2024-25 – 2025-26	Northwest Nazarene University
2026-27 – 2027-28	Simon Fraser University

The rotation continues, repeating from the top of the list.

**Note:** The original selection process was random by draw, with two pools of five schools. One pool included the five institutions located in the State of Washington with the other pool composed of the remaining members. The purpose of the two pools was to rotate the officers in and out of Washington State.

## Appendix B

<b>Women's Sports</b>	<b>UAA</b>	<b>UAF</b>	<b>CWU</b>	<b>MSUB</b>	<b>NNU</b>	<b>SMU</b>	<b>SPU</b>	<b>SFU</b>	<b>WOU</b>	<b>WWU</b>
<i>Official Conference</i>										
Basketball	x	x	x	x	x	x	x	x	x	x
Cross Country	x	x	x	x	x	x	x	x	x	x
Soccer			x	x	x	x	x	x	x	x
Softball			x	x	x	x		x	x	x
Outdoor Track & Field	x		x	x	x	x	x	x	x	x
Indoor Track & Field			x	x	x	x	x	x	x	x
Volleyball	x	x	x	x	x	x	x	x	x	x
<i>Other Sports</i>										
Golf				x		x		x		x
Gymnastics	x						x			
Rifle		x								
Rowing							x			x
Skiing	x	x								
Swimming		x						x		
Tennis				x						
Wrestling								x		
<b>Men's Sports</b>										
<i>Official Conference</i>										
Baseball			x	x	x	x			x	
Basketball	x	x	x	x	x	x	x	x	x	x
Cross Country	x	x	x	x	x	x	x	x	x	x
*Football			x					x	x	
Golf				x	x	x		x		x
Soccer				x	x	x	x	x		x
Outdoor Track & Field	x		x	x	x	x	x	x	x	x
Indoor Track & Field			x	x	x	x	x	x	x	x
<i>Other Sports</i>										
Ice Hockey	x	x								
Rifle		x								
Crew							x			x
Skiing	x	x								
Tennis				x						
Swimming								x		
Wrestling								x		

\*Humboldt State and Dixie State are affiliate members for football only.

## Appendix C

Each institution shall be represented on the Appeals Committee as defined in Constitution Article 3.3.7.1 as follows:

<b>School</b>	<b>Athletic Director</b>	<b>Faculty Athletic Rep</b>
Northwest Nazarene University	2011-12 – 2012-13	2009-10 – 2010-11
Western Oregon University	2011-12 – 2012-13	2009-10 – 2010-11
University of Alaska Fairbanks	2011-12 – 2012-13	2009-10 – 2010-11
University of Alaska Anchorage	2011-12 – 2012-13	2009-10 – 2010-11
Simon Fraser	2011-12 – 2012-13	2010-11
Seattle Pacific University	2009-10 – 2010-11	2011-12 – 2012-13
Western Washington University	2009-10 – 2010-11	2011-12 – 2012-13
Saint Martin's University	2009-10 – 2010-11	2011-12 – 2012-13
Montana State University – Billings	2009-10 – 2010-11	2011-12 – 2012-13
Central Washington University	2009-10 – 2010-11	2011-12 – 2012-13