**BYLAWS**

of

**Special olympics \_\_\_\_\_\_\_\_**

**ARTICLE I**

**Name and Purposes**

These Bylaws shall be amended from time to time.

**Name.** The name of the organization is Special Olympics \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(“SO\_\_”).

**Mission Statement.** The mission of SO\_\_\_ is to provide year-round sports training and athletic competition in a variety of Olympic-type sports for children and adults with intellectual disabilities, giving them continuing opportunities to develop physical fitness, demonstrate courage, experience joy and participate in a sharing of gifts, skills and friendship with their families, other Special Olympics athletes and the community.

**ARTICLE II**

**BOARD OF DIRECTORS**

**Number and Election.** The Board of Directors shall consist of not less than seven (7) or more than fifteen (15) elected directors plus any *ex officio* directors and including an expert in intellectual disabilities, a sports expert, a finance or business expert, a close family relation of a Special Olympics athlete and a Special Olympics athlete in accordance with Special Olympics General Rules Section 5.02(c). Each elected director shall be elected by the Board of Directors from nominees submitted to the Board by the Nominating Committee.

**Powers of the board of directors.** The Board of Directors shall manage the affairs of the corporation and shall have and may exercise all the powers of the corporation. The duties of the Board of Directors shall include but shall not be limited to effectuating the mission and policies of the corporation and prescribing the duties and fixing the compensation and qualifications of the corporation’s senior executives.

**Term of office.** Directors who are elected by the Board shall serve three-year terms or until their earlier resignation, removal, or death. A director shall, however, serve not longer than nine (9) consecutive years. The term of a director elected for a full term shall run from January 1 of the year after election (or from such other date as the Board may specify at the time of a director’s election) to December 31 three years after election. The term of a director elected to fill the unexpired term of a former director shall be the remainder of that unexpired term. Elected directors may not serve more than nine years consecutively.

**Resignation.** Any director may resign by filing a written resignation with the Secretary.

**ARTICLE III**

**MEETINGS**

**Regular Meetings.** The Board of Directors shall hold at least two (2) regular meetings per calendar year. Meetings shall be on such dates, times and places as the Board shall determine.

**Special Meetings.** Meetings shall be on such dates, times and places as the Board shall determine.

**Notice.** Meetings may be called by the Chairperson or at the request of any two (2) directors by notice emailed, mailed or telephoned to each member of the Board not less than forty-eight (48) hours before such meeting.

**Quorum.** A quorum shall consist of a majority of the Board attending in person or through teleconferencing. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting on occasion without further notice.

**Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

**Participation in Meeting by Conference Telephone.** Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

**Committees.** The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish committees of the Board composed of at least two (2) persons which, except for an Executive Committee, may include non-Board members. The Board may make such provisions for appointment of the chair of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the Program.

**Nominating Committee.** There shall be a Nominating Committee, composed of the Executive/Program Director and at least two (2) other members of the Board of Directors. Each member of the committee shall have one (1) vote and a decision shall be made by the majority.

**No Reimbursement.** Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Program’s business are allowed to be reimbursed with documentation and prior approval. In addition, Directors serving the organization in any other capacity, such as staff, are allowed to receive compensation, therefore.

**ARTICLE IV**

**AUTHORITY AND DUTIES OF OFFICERS**

The day-to-day operations of the Program shall be managed by an Executive/Program Director, who shall be appointed by the Board and must meet the requirements specified in the Accreditation Standards. The Executive/Program Director may be part-time or full-time, volunteer or paid, but cannot be the same person as the Chair of the Board of Directors/Program Committee or the Sports Director. The management of sports programs shall be delegated to a Sports Director. The Sports Director must be subject to the supervision and control of the Accredited Program’s Executive/Program Director and may be full-time or part-time, volunteer or paid, but cannot be the same person as the Chair of the Board of Directors/Program Committee or the same person as the Program Director.

**Officers.** Other officers of the Program shall be a President, a Vice-President, a Secretary/Treasurer, and such other officers as the Board of Directors may designate. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary/Treasurer.

**Appointment of Officers; Terms of Office.** The officers of the Program shall be elected by the Board of Directors at regular meetings of the Board, or, in the case of vacancies, as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Terms of office may be established by the Board of Directors, but shall not exceed nine (9) consecutive years. Officers shall hold office until a successor is duly elected and qualified. Officers shall be eligible for reappointment.

**Resignation.** Resignations are effective upon receipt by the Secretary of the Board of a written notification.

**Removal.** An officer may be removed by the Board of Directors at a meeting, or by action in writing, whenever in the Board’s judgment the best interests of the Program will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**ARTICLE V**

**INDEMNIFICATION**

Every member of the Board of Directors, officer or employee of the Program may be indemnified by the Program against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the Program, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Program. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

**ARTICLE VI**

**ADVISORY BOARDS AND COMMITTEES**

**Establishment.** The Board of Directors may establish one or more Advisory Boards or Committees.

**Size, Duration, and Responsibilities.** The size, duration, and responsibilities of such boards and committees shall be established by a majority vote of the Board of Directors.

**ARTICLE VII**

**FINANCIAL ADMINISTRATION**

**Fiscal Year.** The fiscal year of the Program shall be 1 January to 31 December but may be changed by resolution of the Board of Directors.

**Checks, Drafts, Etc.** All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Board of Directors or of any committee to which such authority has been delegated by the Board.

Program and in such manner as shall from time to time be determined by resolution of the Board.

**Deposits and Accounts.** All funds of the Program, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents of the Program, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Program, checks, drafts, and other orders of the Program may be endorsed, assigned, and delivered on behalf of the Program by any officer or agent of the Program.

**Investments.** The funds of the Program may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to charitable organizations.

**ARTICLE VIII**

**BOOKS AND RECORDS**

Correct books of account of the activities and transactions of the Program shall be kept at the office of the Program. These shall include a minute book, which shall contain a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

**ARTICLE IX**

**SANCTIONS**

The Program must comply with any economic or trade sanctions by the U.S. (including those administered by the Office of Foreign Assets Control of the U.S. Department of the Treasury (“OFAC”), United Nations Security Council, European Union, Her Majesty’s Treasury, or other relevant sanctions authorities (collectively, “Sanctions”). The Program shall screen all potential candidates to serve on the Program’s founding committee or as an officer, director, or senior executive of the Program, as well as all potential partners or sponsors prior to their appointment, hiring, or engagement to see if such parties may be the subject of Sanctions (“Potential Match”). The Program shall work together with SOI to determine whether a Potential Match shall be allowed to work for or engage with the Program in any capacity.

**ARTICLE X**

**AMENDMENT OF BYLAWS**

These Bylaws may be amended by a majority vote of the Board of Directors, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting pursuant to Article III.