Bylaws of SPECIAL OLYMPICS IOWA, INC.

A Non-Profit Corporation

Pursuant to the Laws of the State of Iowa

**ARTICLE I**

**MISSION, PURPOSES AND PRINCIPAL OFFICE**

**Section 1.** The mission of this Corporation, hereafter in these Bylaws known as SPECIAL OLYMPICS IOWA, INC. (SOIA), is to provide physical fitness, teach importance of good health, sports training and athletic competition of persons with intellectual disabilities. It seeks to accomplish its mission by providing:

1. Year-round opportunities for physical fitness, sports training and athletic competition and recreation through local, area, state, regional and international programs;
2. Materials, information and technical assistance to organizations and individuals interested in establishing similar programs for persons with intellectual disabilities;
3. Training programs for lay and professional persons interested in physical and athletic development of persons with intellectual disabilities;
4. Opportunities for the general public to better understand persons with intellectual disabilities and to promote the expansion of agencies and qualified persons who are dedicated to the service of persons with intellectual disabilities and their families;
5. Instill in the child or adult with intellectual disabilities a feeling of pride, providing a chance to win an award, be honored at a school assembly, or media recognition.
6. To promote the concept of Unified Sports, where half of the participating athletes are persons with intellectual disabilities and half of the athletes are non-handicapped.

**Section 2.** The principal office of this Corporation shall be 551 Dovetail Road, P.O. Box 620, Grimes, Iowa 50111. The Corporation may establish offices at such other places within the State of Iowa as the Board of Directors may from time to time determine.

**ARTICLE II**

**BOARD OF DIRECTORS (It’s Powers & Responsibilities)**

**Section 1.** The Board of Directors shall be responsible for overseeing the effective management, direction and mission of the Corporation. It shall have and exercise the corporate powers prescribed by the laws of Iowa. The essential functions of the Board shall be policy making, the assurance of sound management, in creating public awareness of children and adults with intellectual disabilities and active participation in the provision of necessary funds. The Board has ultimate responsibility to determine policies deemed to be necessary for the administration and development of SOIA.

 In accordance with its mission and purposes and consistent with the policies of Special Olympics International (SOI), its parent organization in Washington, D.C., the Board shall, but without limitation:

1. Appoint a President/CEO, who shall be the chief executive officer of SOIA, and chief staff officer of the Board of Directors.
2. Determine, review and assess the mission, purposes, programs and activities of SOIA, consistent with policies, spirit and intent of SOI of Washington, D.C.
3. The Board shall approve all employment contractual agreements prior to any offer of employment; including, salary and fringe benefit policies for the President/CEO and all staff members.
4. The Board will have a minimum of two representatives on all search committees for the CEO, all Vice-Presidents and the CFO/Staff Accountant.
5. Determine and oversee policies and procedures in managing all business affairs, including the approval of an annual budget.
6. Authorize the acquisition, management and disposition of all property and physical facilities.
7. Approve and receive gifts or bequests of land, buildings, bonds, stocks, monies, annuities and other devices as SOIA policies and donor intent determine.
8. Enter into, make, perform and carry out contracts of every kind for any lawful purpose with any person, firm, association or corporation in the furtherance of the purposes of SOIA; however, all employment agreements are at will and subject to terms set forth in by the Employee Handbook.
9. Appoint auditors and require an independent yearly audit of financial accounts, records and resources by a certified public accountant and authorize the preparation of an annual report of the same.
10. Approve, promote and participate in fund raising programs.
11. Ensure that SOIA maintains a sound planning process which enables goals and objectives to be reviewed annually.

**ARTICLE III**

**MEMBERSHIP OF THE BOARD OF DIRECTORS**

**Section 1.** Board membership in the organization shall consist of those persons who give service and contribute to SOIA.

1. Board member will be required to annually sign a membership agreement identifying commitments and responsibilities.

**Section 2.** Members shall be elected by a majority vote of the current Board of Directors.

**Section 3.** Board Terms

* 1. Directors shall serve for (3) three-year terms.
	2. At the end of a term, the director is eligible for nomination and reelection to the Board of Directors.
	3. If a director has served for three full consecutive terms, he or she shall not be eligible for re-election until one year has elapsed after the end of a third full term.
	4. Special Olympic athletes serving on the Board shall serve for one-year terms and can serve two consecutive terms.
	5. Other required board positions include
		+ 1. Person identified with a sports or athletic background
			2. Attorney
			3. Physician/Medical Background
			4. Family member of an athlete
	6. Potential board members must be nominated by voting members of the Board of Directors.

**Section 4.** The Board of Directors shall consist of not more than twenty-five (25) members and no less than fifteen (15), including the following classes: all the elected officers, the nominee being proposed by them. Major contributors of $25,000 or more, if not elected to the Board through due process, may have one (1) guest representative at all board meetings. One Board seat shall be filled by a registered Special Olympic athlete.

**Section 5.** Proxy voting shall not be permitted.

**Section 6.** Each member of the Board shall be entitled to one (1) vote.

**Section 7.** Any member of the Board of Directors may be removed from office, for cause, at any meeting of the Board by affirmative vote of two-thirds of the directors then in office. Written notice of the impending vote will be sent to the entire board thirty (30) days prior to the meeting.

**Section 8.** Board Meeting Attendance

1. Attendance includes either on-site (in person) and conference call (remote).
2. Any Board member with two absences from regularly scheduled Board meetings will be considered to have resigned from the Board and will be notified accordingly.

**Section 9.** All Board members must financially contribute to Special Olympics Iowa by the end of the first quarter of the calendar year. There is no set amount of required financial contribution.

**ARTICLE IV**

**OFFICERS**

**Section 1.** The officers of SOIA shall be the Board Chair, Vice chair, Past Chair, Secretary and Treasurer of the Board of Directors. All officers shall be approved by the members of the Board of Directors. All officers shall be elected for terms of one-year (January 1 through December 31), and may succeed themselves, but cannot exceed three (3) consecutive one-year terms.

**Section 2.** The Board Chair, Vice Chair, Past Chair, Secretary and Treasurer shall be members of the Board of Directors. The President/CEO shall be an ex officio member of the Board without power to vote but is counted in establishing a quorum for board meetings or any committee meeting he or she may attend.

**Section 3.** The Board may approve one or more other officers as may be deemed necessary for the proper management of SOIA.

**Section 4.** All officers shall hold office at the discretion of the Board and shall be subject to removal by affirmative vote of a majority of the entire membership of the Board of Directors, without prejudice to any contract rights such officer may have with the SOIA.

**Section 5.** In the event of a vacancy in the office of the President/CEO, the Board shall appoint a special Search and Screen Committee to submit nominations for candidates for that office to the Board. A vacancy in any officership may be filled at any meeting of the Board of Directors.

**ARTICLE V**

**POWERS AND DUTIES OF THE BOARD CHAIR & VICE CHAIR**

The Board Chair shall preside at all meetings of the Board of Directors, shall have a right to vote on all questions, shall appoint to all committees the members who are not appointed by the Board of Directors and shall have such powers and duties as the Board from time to time may prescribe, including that of serving as official spokesperson on behalf of the Board unless specifically delegated by the Board to another officer of the Board. In the absence of the Board Chair, the Vice Chair shall perform the duties of the office of the Board Chair and have such other powers and duties as the Board may from time to time prescribe. In the event that both the Chair and Vice-Chair of the Board are absent, the past Chair shall perform the duties of the office

It is the responsibility of the Board Chair, with the assistance of the Executive Committee, to conduct an annual written performance evaluation with the CEO prior to the end of the first quarter of the following year.

**ARTICLE VI**

**POWERS AND DUTIES OF THE PRESIDENT/CEO**

The President/CEO of SOIA shall be its chief executive officer and the official advisor to the executive agent of the Board of Directors and its Executive Committee. The President/CEO shall, as administrative head of the organization, exercise a general superintendence over all the affairs of the SOIA, and bring such matters to the attention of the Board as are appropriate to keep it fully informed in meeting its policy-making responsibilities. Furthermore, the President/CEO shall have power, on behalf of the Board, to perform all acts and execute all documents to make effective the actions of the Board, of its Executive Committee and except as otherwise provided in these Bylaws, shall be ex officio a member of all committees of the Board without power to vote. The President/CEO shall work within the budget, as established by the Board of Directors.

**ARTICLE VII**

**POWERS AND DUTIES OF THE SECRETARY**

The Secretary shall have custody of the seal of the SOIA and shall attest to and affix said seal to such documents as required in the business of the organization, including but not limited to deeds, bonds, mortgages, agreements, contract, abstracts of resolutions, certificates, minutes and bylaws issued pursuant to the authority of the SOIA. The Secretary shall give proper notice of all meetings of the Board of Directors and shall keep a record of the appointment of all committees of the Board. Additionally, the Secretary shall keep records of Board attendance and report directors with two absences to the Executive Committee. Finally, the Secretary shall keep or cause to be kept a record of the minutes of all meetings of the Board of Directors and each of its committees. Any of the duties or powers of the Secretary may be performed by an Assistant Secretary who shall be responsible to and report to the Secretary.

**ARTICLE VIII**

**POWERS AND DUTIES OF THE TREASURER**

The Treasurer shall be responsible for carrying out the mandates of the Board of Directors and its Finance Committee in overseeing the financial resources of SOIA, including, but not limited to, cash, securities, stocks, bond and all other property, personal or real, owned by the SOIA. The Treasurer shall assure that all books and accounts are accurately kept and, furthermore, shall present a full and detailed financial statement properly audited by an independent certified accountant at the first board meeting following its annual meeting. The Treasurer shall monitor any investments of the SOIA including all operating funds and reserves as approved by the Board of Directors. In addition, the Treasurer may be required to furnish a bond for the faithful performance and discharge of these duties, as may be directed by the Board or required by state statute. The Treasurer shall be chair of the Finance Committee.

**ARTICLE IX**

**MEETINGS**

**Section 1.** There shall be at least four (4) regular meetings of the Board of Directors annually, which shall be held in the fall, winter, spring and summer on such date and place, as may be designated either by the Board, any two of the Board Chair, the President/CEO or the Secretary. The fiscal year for SOIA will be January 1 thru December 31, with the annual meeting being in November of each year.

**Section 2.** Special meetings may be held at the call of any two of the following: Board Chair, Vice Chair, the President/CEO and the Secretary and it shall be the duty of the Board Chair or the Secretary to call such special meetings on the request of five (5) Directors, setting forth the objectives of the meeting. The Secretary must receive the request at least five (5) days prior to the date of the scheduled meeting.

**Section 3.** Electronic or Written notice of all meetings of the Board of Directors shall be sent by the Secretary to each Director at least five (5) days before the date of the meeting. In the case of special meetings, the notice shall state the purpose of the meeting, and no business shall be transacted at such meeting that does not relate to the purpose stated.

**Section 4.** Whenever notice is required to be given under the provisions of statutes or the Articles of Incorporation of these Bylaws, a waiver in writing signed by the persons entitled to said notice, whether before or after the time stated therein shall be deemed equivalent thereto. Attendance at any meeting by a Director shall be conclusively deemed a waiver of notice of that meeting unless objection is made at the outset of such meeting or the failure to give proper notice.

**Section 5.** A two-thirds majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present and voting at a duly called meeting of the Board or any committee shall be the act of the Board of Directors or that committee, except as may be provided by statute or by the Articles of Incorporation, or by these Bylaws.

**Section 6.** The conduct of all meetings will be governed by Robert’s Rules of Order.

**Section 7** In certain circumstances where it is not possible to have an in person meeting, roll call and topic voting will be allowed via phone. The director leading the call will be responsible for recording attendance and any voting decisions. He/She will also be responsible for distribution of the minutes.

**ARTICLE X**

**COMMITTEES**

**Section 1.** There may be such special or ad hoc committees as the Board of Directors may from time to time establish for the discharge of particular duties. They shall be given specific responsibilities and a deadline for completion of their assigned duties.

**Section 2.** There shall be the standing committees specified in the Article. Board Members of standing committees shall be appointed by the Board Chair annually, at or following the annual meeting of the Board of Directors. Except as provided in these Bylaws, the Board Chair and President/CEO of SOIA shall be ex officio members of all standing committees. Additional persons, who are not on the Board of Directors, may be appointed to serve on standing committees by members of the board or by the committee at any time deemed appropriate.

The Chair of each standing committee and a majority of its members shall be Board members.

**Section 3.** The Board of Directors may at any time discontinue any of its standing committees for such time as may be determined, and the duties of any committee so discontinued shall be performed during such discontinuance by a special or ad hoc committee or the Executive Committee.

**Section 4.** The Chair of any committee, with the consent of the Board Chair, may request the President/CEO, to appoint a member of the administrative staff to serve as a liaison between the committee and the office of the President/CEO, and the President/CEO shall designate such a person to perform that service. Such liaison person shall assist the committee in the carrying out of its duties.

**Section 5.** Except as otherwise provided in this Article, all standing committees shall meet at least four (4) times annually.

**Section 6.** Standing Committees shall be:

1. Athlete Recruitment and Empowerment Committee
2. Board Development and Governance Committee
3. Finance and Human Resources Committee
4. Marketing and Development; Communications & PR Committee
5. Strategic Oversight Committee
6. Each standing committee will maintain written minutes of all meetings. These minutes will be maintained by the Board Chair.

**Section 7.** **Committee Reports**

At each quarterly board meeting, each committee will be expected to provide an update of progress towards at least one established goal. If after two consecutive board meetings there has been no progress, the Executive Committee will meet to review the leadership of the committee.

**Section 8. EXECUTIVE COMMITTEE**

1. The Executive Committee shall have a minimum of five (5) members, all of whom shall be Directors. The Board Chair shall be the Chair of the Executive Committee. The Vice Chair, the Secretary, the Treasurer and the Past Chair shall be members of the Executive Committee. The President/CEO shall be ex officio a member of that committee for the purpose of determining a quorum.
2. The primary purpose is to serve as a planning mechanism for the Board and to be concerned with the staff’s need for support and counsel.
3. Between meetings of the Board of Directors, the Executive Committee shall have a general supervision of the administration and property of the SOIA, except that, unless specifically empowered by the Board of Directors to do so, it may not take any action inconsistent with a prior act of the Board of Directors, amend bylaws, encumber the organization through bank loans or other means, remove or appoint the President/CEO, or take any other action which has been reserved for the Board.
4. The Executive Committee shall also have responsibility for overseeing the planning process for SOIA, including policies affecting progress of annual program goals, objectives and annual games. Additionally, the Executive Committee is responsible for overseeing staff salary decisions and fringe benefit considerations. Although the committee shall have broad powers delegated to it by the Board of Directors, except those reserved in these bylaws for the Board itself, the committee should exercise such powers only rarely.
5. The Executive Committee shall meet prior to each Board meeting, four (4) times a year. Special meetings shall be called by the Secretary on the written request of the Board Chair or at least three of the members.
6. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business.
7. Minutes of the meeting of the Executive Committee shall be distributed within thirty (30) days to each member of the Board following each Executive Committee meeting. The minutes shall also be reviewed by the Board when it approves its own meeting minutes at meetings held subsequently to Executive Committee meetings.
8. The conduct of all meetings will be governed by Robert’s Rules of Order.
9. Provides oversight of the Fellingham Internship program.
10. Advises Board on matters pertaining to human resource administration and staffing.
11. Keeps the Board advised of laws or related issues that affect the operations of the organization pertaining to personnel.
12. Establishes a special or ad hoc committee to review personnel policies including training, benefits, wages, employee relations, legal separation, recruitment & selection, salary administration, staffing pattern. Makes recommendations for policy manual including job descriptions and work requirements.
13. Members of the Executive Committee must attend no less than two (2) of the four (4) board meetings. Being on the phone constitutes attendance at a Board Meeting.

**Section 9. FINANCE and Human Resources COMMITTEE**

1. Chaired by the Board Treasurer, the Finance Committee shall have no less than five (5) and no more than nine (9) members of which the majority must be Board members.
2. To assume primary responsibility for the finances of the organization.
3. Prepare a financial projection for the current year at the beginning of the year and make recommendation for achieving a balanced budget.
4. Submit financial objectives as part of the planning and budgeting process.
5. Evaluate implementation of objectives and submit changes as required.
6. Where no budget sub-committee is established, to prepare and coordinate the organization budget.
7. Control financial operations within the limits of the approved budget.
8. Provide assistance to the organization staff in achieving organization financial goals and adhering to financial policies.
9. The activities of this committee shall be coordinated with the Executive Committee and the Vice President of Development.
10. The committee reviews monthly financials with CFO/Staff Accountant and the Committee Chair reports to the Board at its regularly scheduled meeting.

**Section 10. BOARD DEVELOPMENT & GOVERNANCE COMMITTEE**

1. The Board Development and Governance Committee shall have no less than five (5) and no more than nine (9) members of which the majority must be Board members.
2. It shall present to the Board of Directors nominations for Directors to be elected by the Board, and for Board Chair, Vice Chair, Secretary and Treasurer. Open nominations for the Executive Committee are allowed during the election process. The committee shall furnish information relating to the background and qualifications of all such nominees. The committee shall also maintain a profile of the backgrounds of current board members, assess skill-sets needed, diversity and composition of the board and annually review the effectiveness and performance of officers and particularly of those directors who are eligible for re-election, and develop and administer a program of orientation for newly elected directors It shall report to the Board of Directors at the annual meeting and otherwise as circumstances require.
3. Elections shall be conducted by ballot at the annual November meeting of the Board of Directors. Prior to the annual November meeting, the Board Development & Governance Committee shall select a slate of candidates for each elective office and Board membership, secure candidates permission to submit their name, and poll the Board for additional nominations for any of the offices and Board vacancies to be filled, and submit this list to the Board Chair. At least five (5) days before the November meeting, the SOIA President/CEO shall send to each officer and Board member a roster containing the names and backgrounds of nominees submitted by the Board Development & Governance Committee.
4. The newly elected officers and Board members will be installed at the next regularly scheduled Board of Directors meeting.
5. Responsible for annual review of the bylaws.

**Section 11. MARKETING & DEVELOPMENT; COMMUNICATIONS & PR COMMITTEE**

1. The Marketing & Development; Communications & PR Committee shall have no less than five (5) and no more than nine (9) members of which the majority must be Board members.
2. Assist Director of Communications in supporting a plan for public relations and publicity for the organization.
3. Supports plans or public relation programs for the organization which considers the goals of the organization, the means to achieve these goals, constraints of the organization and the probable effects of the public relations programs.
4. Provide periodic reports to the Board on activities.

**Section 12. ATHLETE RECRUITMENT & EMPOWERMENT COMMITTEE**

1. The Athlete Recruitment & Empowerment Committee shall have no less than five (5) and no more than nine (9) members of which the majority must be Board members.
2. The committee is responsible for providing leadership and resources for the organization’s athlete recruitment efforts and Athlete Leadership Programs (ALPs), Global Messengers and Healthy Athletes.
3. The committee shall work closely with Program and Area staff and key volunteers to determine priorities, explore resources and determine potential program development and expansion.
4. The committee also guides the review and authorization of athlete scholarships/grants and procedures by ensuring the following:
	* Review of scholarship requests and taking action on such requests after receiving recommendations from staff.
	* Working with staff to make sure funds are available annually for scholarships.
	* Developing policy on the awarding of scholarships.

**Section 13. Strategic Oversight Committee**

1. The Strategic Oversight Committee shall have no less than five (5) and no more than seven (7) members of which the majority must be Board members.
2. The Strategic Oversight Committee shall be chaired by the Vice-Chair of the Board and membership will consist of the Chairs from the other committees and the President/CEO of Special Olympics Iowa
3. The charge of the committee is to set direction of the organization through the development of strategic plans. The planning must be maintained in a continuous basis.
4. The Strategic Oversight Committee will annually review the priorities and objectives of the standing committees and provide necessary guidance to ensure alignment with Special Olympics Iowa strategic plan.
5. The committee will establish policies that allow the organization to maintain quality programs and services for the athletes, families and volunteers of Special Olympics Iowa.
6. Annually submit objectives as part of the planning and budgeting process.
7. Evaluate implementation of objectives and submit changes as required.
8. There shall be coordination with the Executive Committee, the Finance and Human Resources Committee and the Board Development and Governance Committee.
9. The Strategic Oversight Committee is responsible for scheduling and planning an annual Board Retreat

**ARTICLE XI**

**INDEMNIFICATION**

Each Director and officer of the SOIA, shall be indemnified against all expenses actually and necessarily incurred by such director or officer in connection with the defense of any action, lawsuit or proceeding to which he or she has been made a party by reason of being or having been such director of officer except in relation to matters as to which such director or officer shall be adjudicated in such action, lawsuit or proceeding to be liable for gross negligence or willful misconduct in the performance of duty.

**ARTICLE XII**

**CONFLICT OF INTEREST**

A Director shall be considered to have a conflict of interest if (a) such director has existing or potential financial or other interests which impair or might reasonably appear to impair such member’s independent, unbiased judgment in the discharge of his or her responsibilities to the SOIA, or (b) such director is aware that a member of his or her family (which for purposes of this paragraph shall be a spouse, parents, siblings, children and other relative if the latter resides in the same household as the director), or any organization in which such director, (or member of his or her family) is an officer, director, employee, member, partner, trustee, or controlling stockholder, has such existing or potential financial or other interest.

All directors shall disclose to the Board any possible conflict of interest at the earliest practicable time. No director shall vote on any matter, under consideration at a board or committee meeting, in which such director has a conflict of interest. The minutes of such meeting shall reflect that a disclosure was made and that the director having a conflict of interest abstained from voting. Any director who is uncertain whether a conflict of interest may exist in any matter may request the Board or committee to resolve the questions by majority vote.

A Board member must officially submit their resignation from the Board of Directors prior to accepting a staff position with Special Olympics Iowa.

All Board members must complete a Conflict of Interest Statement annually.

**ARTICLE XIII**

**DISCRIMINATION PROHIBITED**

In administering its affairs, SOIA shall not discriminate against any person because of political or religious opinions or affiliations or national origin, race, sex, disability or age except when prescribed or permitted under state and federal law.

**ARTICLE XIV**

**REVIEW AND AMENDMENT OF BYLAWS**

**Section 1.** These bylaws may be changed or amended at any meeting of the Board of Directors by a two-thirds (2/3) vote of the present provided notice of the substance of the proposed amendments is sent to all the directors at least ten (10) days before the meeting.

**Section 2.** Prior to each annual meeting of the Board of Directors, the Executive Committee shall review these bylaws and recommend any necessary changes thereto.

**Section 3.** The bylaws shall be approved annually by the Board of Directors.

**ARTICLE XV**

**DISSOLUTION**

In the event SOIA is dissolved as a corporation within the State of Iowa, and ceases to exist for the stated purposes and goals, said Certificate of Dissolution shall be filed with the Secretary of State in accordance with the statutes of the State of Iowa pertaining to the dissolution of a non-profit corporation. Any assets shall be turned over to Special Olympics Inc. for the said purposes of attempting to revive a Special Olympics program in Iowa.

Adopted by Board of Directors: 06/20/1987

Amended by Board of Directors: 11/05/2009

Proposed amendments 07/17/2014

Adopted by Board of Directors 09/18/2014

Proposed Updates 07/18/2016

Approved by Board of Directors 09/17/2016