Bylaws of SPECIAL OLYMPICS IOWA, INC.

A Non-Profit Corporation

Pursuant to the Laws of the State of Iowa

**ARTICLE I**

**MISSION AND PRINCIPAL OFFICE**

**Section 1.** The mission of this Corporation, hereafter in these Bylaws known as Special Olympics Iowa, Inc. (SOIA), is to provide year-round sports training and athletic competition in a variety of Olympic-type sports for people 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 Olympic athletes and the community.

**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 POWERS AND 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, creation of public awareness about the mission and activities of Special Olympics Iowa, and active participation in the provision and oversight of necessary resources. 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 and evaluate the 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, programs and activities of SOIA, consistent with policies, spirit and intent of SOI of Washington, D.C.
3. Ensure the existence of policies and procedures in managing all business affairs, including the approval of an annual budget.
4. Authorize the acquisition, management and disposition of all property and physical facilities.
5. Approve and receive gifts or bequests of land, buildings, bonds, stocks, annuities and other devices as SOIA policies and donor intent determine.
6. 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.
7. Promote and participate in fund raising programs.
8. Ensure that SOIA maintains a sound planning process that enables goals and objectives to be reviewed annually.

**Section 2*.*** Whenever necessary, the Board shall appoint a CEO Search Committee according to the policies and procedures approved by the Board of Directors. Such committee shall be authorized to oversee the search process, and recommend one (1) candidate (reserving right to bring forward up to two candidates) for consideration. The Board must achieve its selection via a majority vote. The vote shall be documented in the minutes. No current director shall be considered for the CEO position without first resigning from the Board of Directors for a period of no less than two (2) years. The CEO Search Committee and the Board of Directors shall comply with all federal, state and local laws pertaining to fair hiring practices***.***

**ARTICLE III**

**MEMBERSHIP OF THE BOARD OF DIRECTORS**

**Section 1.** The Board of Directors shall be comprised of qualified and committed volunteers.

1. Board members will be required to annually sign a membership agreement identifying commitments and responsibilities.
2. Directors shall be, at minimum, the age of majority as defined by the state of Iowa.
3. Directors shall be residents of Iowa during the entirety of director's term(s).
4. No director will receive monetary compensation from the Corporation on account of services rendered in his or her capacity as a director on the Board, except members of the Board may be reimbursed for reasonable expenses incurred in the performance of their duties and while representing SOIA at special events upon approval of the Board Chair.
5. The member is an "at will" volunteer of SOIA.

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

**Section 3.** Board Terms

* 1. Directors may serve three (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. Per the Special Olympics General Rules and terms of Accreditation, the Board of Directors shall always consist of at least one of each of the following at all times: an expert in intellectual disabilities; a sports expert; a finance expert; a close family relation of a Special Olympics athlete, and; a Special Olympics athlete.
  5. Potential board members must be brought forward to the Governance / Nominating Committee and voted upon by the full membership of 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) members.

**Section 5.** Neither proxies nor proxy voting is 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, with 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) or electronic participation (remote).
2. Board members are expected to attend all board meetings whether regularly scheduled or specially called. Failure to attend two consecutive board meetings shall constitute an offer of resignation. The Board Chair shall notify the board member of activation of this resignation clause. Response to the notification, if any, by the board member shall be communicated to the Executive Committee for special consideration which shall be immediately resolved.
3. An officer or director may resign by giving written or verbal notice to the Board Chair or Secretary. Written notice must be received within ten (10) days of verbal resignation or verbal resignation will not be accepted and binding. The Board Chair or Secretary may affirm the verbal resignation by a written communication accepting the resignation.
4. Attendance at Board meetings shall be taken by the Secretary and reported to the Chairperson for each meeting and documented in the minutes of each meeting.

**Section 9.** All Board members must financially contribute to Special Olympics Iowa annually. There is no set amount of the required financial contribution.

**ARTICLE IV**

**OFFICERS**

**Section 1.** The officers of SOIA shall be the Board Chair, Vice Chair, Secretary and Treasurer of the Board of Directors. All officers shall be elected by the members of the Board of Directors. All officers shall be elected for terms of two years (January 1 through December 31), and may succeed themselves, but whose officer term cannot exceed the overall nine (9) year member term limit.

**Section 2.** The Board Chair, Vice 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 and is not 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.** The Board may remove any officer of the Corporation whenever in its judgment the interests of the Corporation would be best served.

**Section 6.** A vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise may be filled by the Board for the unexpired portion of the term. A vacancy in any officer position may be filled at any meeting of the Board of Directors.

**ARTICLE V**

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

**Section 1.** 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; shall have such powers and duties as the Board from time to time may prescribe; may serve as official spokesperson on behalf of the Board unless specifically delegated by the Board to another officer of the Board.

**Section 2.** In the absence of the Chairperson, or in the event of the Chairperson’s inability or refusal to act, the Vice-Chairperson may perform the duties of the Chairperson, and when so acting, will have all the powers of, and be subject to all the restrictions on, the Chairperson. 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 Secretary shall perform the duties of the office.

**ARTICLE VI**

**POWERS AND DUTIES OF THE SECRETARY**

The Secretary shall have custody of the seal of SOIA, if any***,*** 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 SOIA. The Secretary shall sign with the Board Chair, or other designated officer, documents authorized by the Chair or by the Board of Directors. 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 director absences to the Executive Committee, keep a record containing the names and contact information of all Board members, and with respect to any director whose position has been terminated, record that fact together with the date of termination. 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 VII**

**POWERS AND DUTIES OF THE TREASURER**

The Treasurer shall be responsible be responsible for the financial oversight of the organization and for carrying out the mandates of the Board of Directors and its Finance Committee in overseeing the financial resources of SOIA. The Treasurer shall work closely with the CEO and CFO to 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 on an annual basis. The Treasurer shall monitor any investments of SOIA including all operating funds and reserves as approved by the Board of Directors. In conjunction with the CEO or the Chairperson, the Treasurer will ensure the preparation of periodic financial statements, the annual budget, and IRS Form 990***,*** and make other financial information available to the Board, the Executive Committee and the public at large (as instructed by the Board or Executive Committee from time to time). The Treasurer shall otherwise perform all duties generally incidental to the office of Treasurer and other duties assigned to the Treasurer by the Chairperson or by the Board. The Treasurer shall chair the Finance Committee.

**ARTICLE VIII**

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

**Section 1.** 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 an ex officio 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.

**Section 2.** It is the responsibility of the Board Chair, with the assistance of the Executive Committee, to conduct an annual written performance evaluation of the CEO prior to the end of the first quarter of the following year.

**Section 3.** The CEO is employed at will and shall be subject to removal by a two-thirds vote of the directors then in office at a regular or special meeting of the Board of Directors called specifically for such purpose whenever, in their judgment the best interests of SOIA would be served thereby. In the event of the removal, resignation, incapacity or unavailability of the President/CEO, the Board of Directors may by a majority vote appoint an acting CEO for such period of time as may be necessary to search for and hire a permanent CEO according to the succession planning policies and procedures approved by the Board of Directors.

**ARTICLE IX**

**MEETINGS**

**Section 1.** There shall be at least four (4) regular meetings of the Board of Directors annually, 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 three (3) 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. In the absence of a quorum, a majority of the directors present at a meeting, or the director, if there be only one present, may adjourn the meeting to a different time and/or place, not to exceed thirty (30) days, until a quorum is had. No notice other than announcement at the meeting need be given of the time and place of such adjourned meeting.

**Section 6.** Any action that may be authorized or taken at a meeting of the directors may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by a quorum of the Voting Directors who would be entitled to notice of a meeting for that purpose. Any such writing shall be filed with or entered upon the records of the Corporation.

**Section 7.** Robert’s Rules of Order will govern the conduct of all meetings.

**Section 8.** Members the Board of Directors or its committees may participate in a meeting of the Board of Directors or such committees by means of a conference telephone or similar telecommunications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting. Participation at a meeting of the Board by such authorized communications equipment constitutes presence at such meeting.

**Section 9.** In certain circumstances where it is not possible to have an in-person meeting, voting may be conducted via phone, via email or other electronic means, so long as the unique identity of the member can be verified and voting is conducted with a simultaneous timeframe. The Chair or Secretary will be responsible for recording attendance and voting decisions

**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. Committee members are expected to attend all committee meetings.

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

i. Executive Committee

ii. Finance and Audit Committee

iii. Governance and Nominating Committee

1. Each standing committee will appoint an individual to prepare written minutes of all meetings. These minutes will be retained 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 be comprised of theBoard Chair, Vice Chair, Secretary and Treasurer. The President/CEO shall be an ex officio member of that committee for the purpose of determining a quorum. The Board Chair shall be chair of the Executive Committee.
2. Between meetings of the Board of Directors, the Executive Committee shall have a general supervision of the administration of 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.
3. The Executive Committee shall also have responsibility for overseeing the planning process for SOIA. Additionally, the Executive Committee is responsible for overseeing salary and benefit considerations specific to the role of CEO.
4. 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.
5. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business.
6. Minutes of the meeting of the Executive Committee shall be distributed within fourteen (14) 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.
7. 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 Audit Committee**

1. Chaired by the Board Treasurer, the Finance Committee shall have no less than five (5) and no more than seven (7) members of which the majority must be Board members.
2. Assumes primary fiduciary responsibility for the organization.
3. Prepares a financial projection for the current year at the beginning of the year and make recommendation for achieving a balanced budget.
4. Provides assistance to the organization staff in achieving organization financial goals and adhering to financial policies.
5. Reviews quarterly financial statements
6. Monitors insurance coverage and risk management for the Corporation
7. Reviews the performance of investments and policies concerning such investments and investment strategies
8. Develops and recommends to the Board of Directors such policies as needed to insure financial stability and integrity.
9. Periodically reviews the financial control and accounting systems of SOIA and recommend to the Board of Directors any changes it deems appropriate.
10. Recommends the appointment of the annual auditor of the Corporation, who shall prepare and submit an annual report on the receipts and expenditures and the financial condition of the Corporation.
11. Presents the auditor’s report on an annual basis to the Board.
12. Ensures all Board members understand the financials and notifies the board of any potential or current financial issues of concern.
13. The activities of this committee shall be coordinated with the Executive Committee, CFO (or similar position) and CEO.
14. The committee reviews monthly financials with CEO/CFO/Staff Accountant and the Committee Chair reports to the Board at its regularly scheduled meeting.

**Section 10. Governance and Nominating Committee**

1. The Governance and Nominating Committee shall have no less than three (3) and no more than five (5) 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. 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, engagement and performance of all Directors, 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 meeting of the Board of Directors, or any meeting at which the election is to take place. Prior to any meeting at which election is to take place, the Governance and Nominating Committee shall select and present 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 ten (10) days before the November meeting, the Governance Committee Chair shall send to each Board member a roster containing the names and backgrounds of nominees to be considered for possible election.
4. The newly elected officers and Board members will be installed at the next regularly scheduled Board of Directors meeting.
5. This committee shall be responsible for leading an annual review of the bylaws.

**ARTICLE XI**

**INDEMNIFICATION**

**Section 1.** To the full extent authorized under the laws of the state of Iowa, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation’s request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an “indemnitee”), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

**Section 2.** Expenses (including reasonable attorneys’ fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

**Section 3.** The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person’s status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

**ARTICLE XII**

**CONFLICT OF INTEREST**

SOIA shall have a Conflict of Interest Policy which all Directors must sign in accordance with the frequency and terms articulated in the policy.

**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, creed, sex, sexual orientation, gender identity, disability or age except as 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 those present, provided notice of the substance of the proposed amendments is sent to all 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 Board of Directors shall approve the bylaws annually.

**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 distributed and conveyed to Special Olympics Incorporated, a nonprofit, exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

***In witness whereof, we, the members of the Board of Directors of this Corporation, hereby adopt these Bylaws this \_\_\_\_\_\_day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2019.***

*Chair*

*Secretary*