

# ***ADAPTIVE SPORTS USA BYLAWS***

***November 2018***

## ***ARTICLE I – NAME AND PURPOSE***

### **Section 1.1 Name.**

The name of this organization shall be "Adaptive Sports USA, Inc.," hereinafter referred to as the Corporation.

### **Section 1.2. Purpose.**

Adaptive Sports USA empowers individuals with a disability through access to competitive sport(s) opportunities.

### **Section 1.3. Authority.**

The Corporation shall have authority to:

- (A) Represent all member organizations of the Corporation at the U.S. Olympic Committee, International Wheelchair and Amputee Sports Federation (IWAS), and with other multi-sport national and international corporations;
- (B) Organize, finance and control the representation of the Corporation in any international competition involving two or more sports governed by member organizations; except Paralympic Games;
- (C) Approve the hosting of IWAS Championships or other international competitions involving two or more sports governed by member organizations;
- (D) Recognize eligible chapter member organizations;
- (E) Serve as the coordinating body for national competitions involving two or more member organizations.

## ***ARTICLE II – MEMBERSHIP***

### **Section 2.1 Eligibility of Membership.**

The membership of the Corporation shall be open to organizations and individuals interested in the promotion and advancement of adaptive sports as hereinafter provided.

#### **Section 2.1.1 Chapter Organization Membership**

Organizations eligible for chapter membership shall be those which take an active part in the administration of one or more sport or competitions as described in the Policy and Procedure Manual of the Corporation and such other organizations as are engaged in efforts to promote the participation in or preparation for appropriate amateur athletic competition for athletes with a disability.

### **Section 2.1.2. Individual Membership**

The Corporation shall recognize the following types of individuals as non-voting members: Alumni, Athletes, Classifiers, Coaches, Committee Members, Officials, Supporters, Volunteers and/or others as identified in the Policy and Procedure Manual.

### **Section 2.2 Dues.**

All Chapter and Individual Members of the Corporation shall pay annual dues as specified by the Board of Directors.

## ***ARTICLE III – MEETINGS OF MEMBERS - NATIONAL MEMBER ASSEMBLY***

### **Section 3.1. Purpose and Responsibility.**

The National Member Assembly shall have the authority to:

- (A) Provide a venue for discussion and feedback amongst members and the Board of Directors;
- (B) Receive report(s) of the organization;
- (C) Discuss strategic goals and objectives of the organization;
- (D) Elect the member representatives of the organization as such vacancies occur.

### **Section 3.2. Annual Meetings.**

The National Member Assembly shall meet once annually, between the months of October – November, at a time and place as determined by the Board of Directors to review reports on the activities of the Corporation and determine the direction of the programs for the coming year.

### **Section 3.3. Notice of Meetings.**

Printed notice of each meeting shall be given to each voting member, by electronic or postal mail, not less than two months prior to the meeting.

### **Section 3.4. Quorum.**

The members present, physically or virtually, at any properly announced meeting shall constitute a quorum.

### **Section 3.5. Voting**

All issues to be voted on shall be decided by a simple majority of those present at the meeting, physically or virtually, in which the vote takes place.

## **ARTICLE IV – BOARD OF DIRECTORS**

### **Section 4.1. Board Elections.**

Directors will be confirmed by a simple majority of the current Board of Directors.

#### **Section 4.1.1. Election Procedures.**

Election procedures: A Board Nominating Committee is responsible for nominating a slate of prospective board members representing the Corporation's diverse constituency. In addition, any member may recommend a candidate to the Nominating Committee of the Board.

#### **Section 4.1.2. Representative Members.**

- (A) Two (2) additional representative seats are available for member representation as voted upon by the respective represented body.
  - a. One (1) Athlete Representative age 18 years or older elected by the current athlete membership age 16 and older.
  - b. One (1) Chapter Member, nominated by chapter members and voted on by those present at the annual National Member Assembly.
- (B) Representative Members of the Board are expected to meet all the criteria of Board Membership, and therefore, have full voting rights and fundraising responsibilities.
- (C) Representative Members of the chapters are expected to act as the liaison to individuals in their respective bodies by disseminating information and gathering input from their members.
- (D) If no member of these groups accepts nomination, the Board of Directors will still be considered complete and all majority votes will be considered valid.
- (E) The availability of these representative seats does not restrict, in any way, other individuals who belong to these groups to be nominated as Members-at-Large.

## **Section 4.2. Board General Powers and Duties.**

The affairs of the Corporation shall be managed by its Board of Directors, and all of the rights, powers, duties and responsibilities relative to the management and control of the Corporation's property and affairs are vested with the Board of Directors. These powers exist in the Directors meeting as a group and not in the individual directors except as membered by the Board. The Directors have a duty to exercise care and prudence in the administration of the affairs of the Corporation and are responsible to disburse funds or property received by the Corporation only for the purposes for which it was received. The Corporation shall provide Directors and Officers Insurance for all Board members.

The Board shall:

- (A) Elect members of the Board, following receipt of the recommendations of the Nominating Committee, and elect the Officers of the Board;
- (B) Require a regular accounting of all funds disbursed by the Corporation;
- (C) Transact the business and administer the affairs of the Corporation in accordance with the policies of the Corporation;
- (D) Require all income from activities of the Corporation and all income from other sources, except as may be provided in the Bylaws, and Policy and Procedure Manual to be deposited in the general fund;
- (E) Solicit, collect, receive, and administer the expenditure of funds to support the participation of the Corporation's athletes in approved international multi-sport competition;
- (F) Adopt a budget for the ensuing fiscal year prior to the end of any current fiscal year;
- (G) Adopt regulations providing for the expenditure of Corporation funds, the conduct of all Corporation-sanctioned events and activities, and the distribution of the income of the Corporation;
- (H) Arrange for the background check of the Board of Directors of the Corporation.
- (I) Provide for the various accounts and arrange for the accounting of them;
- (J) Designate the individual who shall represent the Corporation in any national or international corporation with which it affiliates;
- (K) Sanction the participation of any national team or individual to represent the United States of America in IWAS multi-sport international competition.
- (L) Hire, fire, train, evaluate and set the compensation for the Executive Director.
- (M) Set the strategic plan
- (N) Conduct an annual review of the organization's performance and effectiveness and determine future actions required to achieve the organization's mission.

### **Section 4.3. Size.**

The Board of Directors shall consist of an odd number of members with at least seven (7) active Members (four officers and three at-large) nominated by the Nomination Committee, elected by the Board of Directors.

### **Section 4.4. Term Limits.**

The term limit for a member of the Board shall not exceed eight consecutive years, consisting of an initial period of four (4) years and a subsequent period of four (4) years that is subject to a vote of retention by the Board of Directors.

- (A) An individual having served his or her term limit of eight consecutive years may run for the Board again if one term, four (4) years, or more has passed since the individual last served.
- (B) Each year, approximately 1/3 of the Board shall be replaced with new members.
- (C) If at any time, due to resignation or term limits, the Board of Directors numbers would fall below the 7-member minimum, a term extension of any member can be approved by a simple majority vote of the Board of Directors.
- (D) When an individual is elected to fill a vacancy because of the resignation, removal, incapacity, or death of a representative Board Member,
  - a. if the remaining term is for less than two (2) years, then the individual's service during such shortened term shall not count towards the eight-year limitation described above; and
  - b. if the remaining term is for between two (2) and four (4) years, then the individual's service during such shortened term shall count as four-years towards the eight-year limitation described above.

#### **Section 4.4.1 Emeritus Board**

The Emeritus Board advises and informs the Board of Directors, may be present at Board Meetings and the National Member Assembly. Members of the Emeritus Board may not vote in any Board of Director vote.

When a Board Member completes the full term of service, the Board of Directors may request that the Member remain as an advisor to the Corporation and Board of Directors through membership on the Emeritus Board.

### **Section 4.5. Meetings and Notice.**

The Board of Directors shall meet at minimum quarterly throughout the year on a regularly scheduled basis, in-person at the National Member Assembly.

#### **Section 4.5.1. Tele-Conference Meetings.**

Any director or committee member may be permitted by the Board of Directors to participate in a regular or special meeting with any means of communication by which all directors or committee members participating in the meeting can hear one

another. Any director or committee member participating in this manner is deemed to be present at the meeting and the Board of Directors can exercise full voting rights.

#### **Section 4.5.2. Electronic Voting.**

Electronic voting is authorized when voting on matters pertaining to the Corporation. The BOD may use electronic voting in to conduct business where an agreement of the directors is necessary. The Secretary will initiate and collect the votes via e-mail.

##### **Section 4.5.2.1. Action Without a Meeting.**

Any action that would be permitted at a meeting of the Board of Directors or any committee thereof may be taken without a meeting if written notice is transmitted to each member of the Board of Directors or committee, and each such director or committee member, by the time stated in the notice:

- (A) Votes in writing for such action
- (B) Votes in writing against such action
- (C) Abstains in writing from voting
- (D) Fails to respond
- (E) Fails to demand that action not be taken without a meeting

##### **Section 4.5.2.2. Notification of Action Without a Meeting.**

Notification must state the action to be taken, the time by which a director or committee member must respond, and that failure to respond by the designated time will have the same effect as abstaining in writing by the time stated in the notice and failing to demand in writing by the time stated in the notice that action not be taken without a meeting. Unless such notice states a different effective date, action.

##### **Section 4.5.2.3. Recordkeeping.**

All such actions taken in writing shall be stored with, and in the same manner, as the minutes of the meetings of the Board of Directors. If votes are submitted electronically, all votes shall be printed out as "hard copies" and shall be included with the paper records of the minutes of the meetings of the Board of Directors as long as such minutes are kept by the Corporation in physical form.

#### **Section 4.6. Quorum, Proxy and Manner of Acting.**

For the transaction of business, a quorum shall consist of a majority of the Directors. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or elsewhere in these Bylaws. Voting by proxy shall not be allowed in any meeting of the Board of Directors.

#### **Section 4.7. Officers and Duties.**

The officers of the Board shall consist of a Chairperson, Vice Chairperson, Secretary, and Treasurer. The officers of the Board shall be selected from within the Board of Directors by the Board of Directors. The officers of the Board shall also serve as the officers of the Corporation.

- (A) The Chairperson shall convene and preside at regularly scheduled meetings of the Board.
- (B) The Vice-Chairperson shall preside at all meetings in the absence of the Chairperson, and shall carry out all duties and responsibilities assigned to him or her by the Chairperson
- (C) The Secretary shall be responsible for keeping all corporate records and records of board business and oversee the taking of the minutes of the meetings of the Board and National Member Assembly, sending out meeting announcements, agendas, and minutes.
- (D) The Treasurer shall oversee all financial procedures of the Corporation and shall submit, a report at each board meeting and at the annual meeting, a detailed report of all receipts and disbursements during the preceding fiscal year.

#### **Section 4.8. Vacancies.**

Vacancies on the Board or in Officer positions which occur prior to the end of the normal term of office for the subject member, shall be filled by a majority vote of the Board of Directors. The newly elected member shall serve the unexpired portion of the term of the original member.

#### **Section 4.9. Resignation, Termination, and Absences.**

Resignation from the Board must be in writing and received by the Secretary. A Board member shall be terminated from the Board due to excess absences, more than two unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

#### **Section 4.10. Special meetings.**

Special meetings of the Board shall be called upon the request of the Chairperson, or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member at least two weeks in advance.

## **ARTICLE V – COMMITTEES**

### **Section 5.1. Committee Structure.**

The Bylaws shall provide for an Executive Committee and other committees as needed, which may include but will not be limited to the Nomination Committee, the Budget & Finance Committee, and the Legal/Risk Management Committee.

### **Section 5.2. Executive Committee.**

The Executive Committee shall consist of the Officers of the Corporation and the athlete representative member of the Board of Directors. The Executive Committee shall function between meetings of the Board of Directors to act on those emergency matters which are ordinarily within the purview of the Board of Directors and which require resolution prior to the next regularly scheduled Board of Directors meeting. The Chairperson of the Board of Directors shall act as Chairperson of the Executive Committee, and other Officers shall act in their respective capacities.

#### **Section 5.2.1. Duties.**

In addition to such matters, the Executive Committee shall be authorized to:

- (A) Approve variations in expenditures within the annual budget;
- (B) Approve expenditure of budgeted contingency funds;
- (C) Approve personnel policies and procedures;
- (D) Recruit, hire, train, supervise, and evaluate the Executive Director;
- (E) Approve contracts, submission of grant applications and other solicitation of funds;
- (F) Approve the agenda for all meetings of the National Member Assembly and Board of Directors; notwithstanding provisions of the Corporation's Bylaws and Policy and Procedure Manual;
- (G) Perform other duties as may be assigned by the Corporation's Bylaws or by the Board of Directors.

#### **Section 5.2.2. Review by Board of Directors.**

The Board of Directors shall review actions of the Executive Committee at a regular meeting. The Board of Directors may amend any decision of the Executive Committee.

#### **Section 5.2.3. Meetings.**

The Executive Committee shall meet at a time and place as determined by the Chairperson, with the approval of a simple majority of the members of the Executive Committee. The Executive Committee may meet via teleconference.



### **Section 5.3. Composition of Governance and Oversight Committees.**

- (A) The Board Chairperson shall nominate Committee Chairpersons with Board approval.
- (B) The Board Chairperson may recommend removal of Committee Chairpersons with valid due cause.
- (C) The Board Chairperson shall be an ex-officio member of all standing committees.
- (D) Term limits will be established by the Board of Directors for Committee Chairpersons.

## **ARTICLE VI – DIRECTOR AND STAFF**

### **Section 6.1. Executive Director.**

The Executive Director is hired by the Board of Directors. The Executive Director has day-to-day responsibilities for the Corporation, including carrying out the Corporation's goals and policies and overseeing the Program Advisory Committees, including nominating the Committee Chairperson of each. The Executive Director will attend all board meetings, report on the progress of the Corporation, answer questions of the Board members and carry out the duties described in the job description. The Board can designate other duties as necessary. The Executive Director is responsible for the hiring, management, and evaluation of all other employees.

## **ARTICLE VII — AMENDMENTS**

### **Section 7.1. Amending the Bylaws**

These bylaws will be reviewed periodically, on recommendation of Board Members or members of the Corporation or at least every five (5) years and may be amended by majority vote of the Board of Directors.

## **ARTICLE VIII – INDEMNIFICATION**

### **Section 8.1. Action not by or in the Right of the Corporation.**

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, settlement or conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

### **Section 8.2. Expenses if Successful.**

To the extent that the Director or officer has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this article, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorney's fee) actually and reasonable incurred by him-her in connection therewith. The Corporation shall provide notice to the Members prior to such indemnification.

### **Section 8.3. Authorization.**

An indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standards of conduct set forth in Sections 1 and 2 of this Article. Such determination shall be made: (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding; (b) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion; or (c) by the Members.

#### **Section 8.4. Advance Payment.**

Expenses 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, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article. The Corporation shall provide notice to the Members prior to any such advances.

#### **Section 8.5. Non-Exclusivity.**

The indemnification provided by this Article should not be deemed exclusive of any other rights to which those indemnified may be entitled under any contract, agreement, vote of the Members or disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as a person who has ceased to be Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

#### **Section 8.6. Insurance.**

By action of the Board of Directors, notwithstanding any interest of the Directors in such action, the Corporation may purchase and maintain insurance, in such amounts as the Board of Directors may from time to time deem appropriate, on behalf of any person who is or was Director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, trustee or officer of another corporation, partnership, joint venture, trust or other enterprises in which the Corporation directly or indirectly has an interest, against any liability incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability.