



If I can do this, I can do anything!™  
Established 1967

Dear Prospective Chapter Organizer:

Thank you for your interest in forming a chapter of Disabled Sports USA in your community. It is through the efforts of people like you that Disabled Sports USA is able to positively impact the lives of people with disabilities throughout the USA.

Enclosed is a chapter formation packet. If you are already operating as a non-profit organization, many of these steps may have already been taken and you may provide your existing information. Also, the sample Bylaws and Articles of Incorporation provided are advisory only, you do not have to use them.

Our board requires that all forming chapters recruit at least 20 founding members, ten of whom are disabled. This group will form the nucleus of your program efforts and insure that people with disabilities are involved from the beginning.

You will need to hold a meeting of the founding members to begin the process of chapter formation. From that meeting you will produce an action plan for your first year of operation; form your initial board (at least five members); decide on by laws and articles of incorporation and adopt DSUSA program principles. Samples of these documents are included. The by-laws and articles of incorporation samples are advisory only, and any similar documents that are acceptable to the state in which you incorporate can be used.

You must also formulate an action plan for your first year in operation. I suggest that you start with modest goals and build from there. We don't expect you to "save the world" in your first year. The action plan can be brief; one to two pages is fine. Be sure to include plans to train your volunteers, so that they are qualified to provide instruction; or detail how you will use existing community resources (i.e. a local ski school or rafting company) to provide the services you offer.

Finally, as a chapter you will be required to adhere to the DSUSA policies regarding commercial liability insurance coverage, annual filing of IRS form 990/ 990-N and inclusion of the DSUSA logo on promotional materials.

Your chapter must carry program liability insurance with a minimum one million coverage. You can arrange for this through a local insurance broker or you can apply to participate in DSUSA's Group General Comprehensive Liability Insurance and Directors & Officers (EPLIA) Insurance programs.

If you have any questions, please feel free to call me at 301-217-9838 or contact me via email at [kbauer@dsusa.org](mailto:kbauer@dsusa.org). I want to wish you the best of success in your efforts to provide safe and effective sports programs for people with disabilities in your community.

Sincerely,

A handwritten signature in blue ink that reads "Kirk M. Bauer".

Kirk M. Bauer, JD  
Executive Director

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## **Benefits of Chapter Membership With Disabled Sports USA**

- **Opportunities for partnership projects with Disabled Sports USA National Headquarters and its chapter network**
- **For new start-up chapters, immediate recognition as a charitable nonprofit (501c3) organization through Disabled Sports USA's IRS Group Exemption program**
- **Eligibility for Disabled Sports USA summer and winter grant programs**
- **Reduced cost or free registration for training and educational opportunities offered by Disabled Sports USA National Headquarters, including Adapt2Achieve Conferences**
- **Access to affordable group Commercial General Liability, Excess Accident Medical and Directors and Officers EPLI Insurance**
- **Ability to submit articles and announcements about your chapter's activities in Disabled Sports USA's national publication, *Challenge Magazine* and free subscriptions for your members**
- **Guidance from Disabled Sports USA on chapter organization and programming and access to online resources and tools**
- **Opportunity to promote your chapter's programs, events and employment opportunities through Disabled Sports USA**
- **Permission to use Disabled Sports USA's registered service mark tagline: If I can do this, I can do anything! <sup>SM</sup> in conjunction with chapter operations**

**APPLICATION ACTION CHECKLIST** - This checklist identifies key actions required of an organization applying to become a certified chapter of Disabled Sports USA. Please complete all of the action items and include documents validating completion when submitting your application.

1. \_\_\_\_\_ Notarized application to organize\*
2. \_\_\_\_\_ Recruit 20 members (*ten of whom must have a disability*). Provide their name, address, email address and where applicable identify disability
3. \_\_\_\_\_ Determine a Board of Directors and Officers for initial incorporation and provide a list that includes their name, address, email address and occupation
4. \_\_\_\_\_ Conduct a board meeting and provide a copy of the minutes that reflect the passing of a motion to apply to become a chapter of Disabled Sports USA
5. \_\_\_\_\_ Provide a copy of the Articles of Incorporation filed with State of Incorporation
6. \_\_\_\_\_ Provide a copy of the bylaws filed with State of Incorporation, if applicable
7. \_\_\_\_\_ Submit a business plan and proposed budget for first year of operation as chapter of DSUSA
8. \_\_\_\_\_ Apply for IRS Employer Identification Number (EIN) by filing IRS Form SS-4 or provide a copy of an IRS document that includes the assigned (EIN)
9. \_\_\_\_\_ Non Profit Status – DESIGNATE ONLY ONE of the following:
  - \_\_\_\_ We are already a non profit tax exempt organization (include IRS Letter)
  - \_\_\_\_ Attached is a copy of the completed/submitted IRS Form 1023 application for non profit status
  - \_\_\_\_ We want to apply for non profit status as a subordinate unit of Disabled Sports USA's IRS Group Tax Exempt Status
10. \_\_\_\_\_ Provide the most current 990, 990-EZ or 990-N and an audited financial statement, if applicable
11. \_\_\_\_\_ If your organization is currently providing adaptive sports and recreation programming please provide proof of current Commercial General Liability Insurance and 5 year Loss Run Reports for all policies held (*i.e. General Liability, Accident Medical, Directors & Officers*)
12. \_\_\_\_\_ Reference Letters: Two organizational and one personal professional reference\*

\* Requires that the original signature document be mailed to Disabled Sports USA.

Submit your application along with the required documentation via email to [ccollins@dsusa.org](mailto:ccollins@dsusa.org) or mailed to:

**Disabled Sports USA**  
**Attn: Chapter Application**  
**451 Hungerford Drive, Suite 100**  
**Rockville, MD 20850**

Disabled Sports USA will provide an application status within 6 weeks of the acknowledged receipt date.





**NON-PROFIT STATUS**

- Organization is currently a designate non-profit
- Organization submitted an application for non-profit status to the IRS (IRS Form 1023)
- Organization would like to apply for non-profit status as a subordinate unit of DSUSA's IRS Group Tax Exempt Status

**INSURANCE STATUS**

- We have Commercial General Liability Insurance with a minimum of \$1,000,000 per occurrence limit
- We are interested in obtaining insurance coverage through DSUSA
- We are currently securing Commercial General Liability Insurance

**REFERENCES**

**Please provide two organizational references:**

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Organization: \_\_\_\_\_

Phone Number: \_\_\_\_\_ Email: \_\_\_\_\_

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Organization: \_\_\_\_\_

Phone Number: \_\_\_\_\_ Email: \_\_\_\_\_

**I, \_\_\_\_\_ on behalf of our organization, \_\_\_\_\_, certify that the above facts are true. I agree to allow Disabled Sports USA to conduct a credit, criminal background or other investigation to determine my ability to organize a Disabled Sports USA chapter.**

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

**Notary Public**

Sworn and subscribed to before, in my presence, in my presence, this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_, a \_\_\_\_\_ Notary Public, in and for \_\_\_\_\_.

\_\_\_\_\_  
Signature

My Commission Expires: \_\_\_\_\_

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**Section 1**

**Guiding Principles**

# **Guiding Principles for Disabled Sports USA**

**Disabled Sports USA and its chapter members are dedicated to the following principles:**

- **The mission of DS/USA is “To provide the opportunity for individuals with physical disabilities to gain confidence and dignity through participation in sports, recreation and related educational programs.”**
- **That participation in sports, recreation and physical fitness is an integral part of the rehabilitation process. Through sports, people with disabilities gain abilities that increase self-confidence, independence and mobility. This in turn promotes an active lifestyle and social development and increases prospects for employment.**
- **That activities be conducted, whenever feasible, in public recreation facilities and venues, to provide maximum interaction with the general public in an integrated environment.**
- **That people with disabilities be recruited to fill leadership, staff and volunteer positions in the organization; to provide opportunities for personal growth and employment, as well as positive role models for other disabled participants.**
- **That, in most cases, people with disabilities can achieve high levels of physical fitness; which is essential to lead an active and healthy life and achieve mental well being.**
- **That sports instruction should be conducted in a carefully planned educational setting utilizing trained volunteers and professionals.**
- **That the organization should conduct its activities in a businesslike manner, with competent governance and sound financial guidelines.**



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**Section 2**

**Chapter Policies**

## Disabled Sports USA Chapter Policies

- Disabled Sports USA (DSUSA) Chapters must carry Commercial General Liability coverage with a minimum of \$1,000,000 per occurrence limit. You can arrange coverage through an insurance provider or you may apply to participate in the group insurance program available through DSUSA.
- The Internal Revenue service requires that all non profit organizations whose gross receipts are normally \$50,000 or less file a 990-N (e-Postcard). All non profit organizations whose gross receipts are greater than \$50,000 are required to file a Form 990 or 990-EZ annually. Disabled Sports USA Headquarters must have on file, at all times, a current copy of your chapter's Form 990, 990-EZ or 990-N.
- Chapters cannot publicly refer to themselves as "Disabled Sports USA" or "Disabled Sports" alone. DSUSA chapters must use their full name as it appears on their Articles of Incorporation or DBA designation and should refer to themselves as a "Chapter of Disabled Sports USA".
- As a chapter of Disabled Sports USA, you are required to include the Disabled Sports USA logo on the home page of the chapter's website and link the logo to [www.disabledsportsusa.org](http://www.disabledsportsusa.org).
- If I can do this, I can do anything! <sup>SM</sup> is a registered service mark of Disabled Sports USA. DSUSA Chapters have permission to use this tagline in conjunction with chapter operations. A high resolution file of the DSUSA logo and Logo Style Guide will be supplied when your organization becomes a chapter.

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**Section 3**

**Chapter Board of Directors**

## Chapter Board of Directors

The following recommendations are advisory only. There are many ways to structure a successful Board of Directors for your new chapter.

- **Nine members maximum**
- **A minority (4) representing the interests of the target population for the organizations (i.e. people with disabilities), also called “consumer”. The chapter members elect these.**
- **The remainder of the board is selected and voted by either the founding members or by the elected board, to represent areas of expertise that are valuable to the mission of the organization (i.e. medical, legal, marketing and accounting professionals, and development (fund-raising) staff.**
- **In subsequent years, the original board then accepts nominations and elects the members representing the professional group. Those members representing the “consumers” are still elected by the membership from a list of nominees.**
- **Create an expectation that the professional members are there to help raise funds for the organization. (The three “Gs” Give, Get, or Get Out!”)**
- **Establish staggered terms so that elections do not produce an entirely new board each time. Suggest two to three year terms for each but staggered.**
- **The first board should be established by the founding members, so that the organization can begin to operate immediately.**
- **Term limits for all, so that entrenched interests do not create power centers and stagnation.**
- **Meet at least twice a year, and more if possible.**

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**Section 4**

**Sample Articles of Incorporation**

These Articles of Incorporation are advisory ONLY; you do not have to use them.  
Your Chapter's Articles of Incorporation should be in accordance with the guidelines for your state  
of incorporation

# SAMPLE ARTICLES OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

The undersigned incorporator, for the purposes of forming a corporation under the (Name of State of Incorporation here) Nonprofit Corporation Act as amended, states:

**ONE:** That the name of said corporation is (Name of Chapter)

**TWO:** The duration of the corporation shall be perpetual

**THREE:** The purposes for which this corporation is formed are:

- a)
  1. To provide people with disabilities an opportunity to experience sports as a recreational activity in which they may participate;
  2. To afford a frequent natural sports and recreation environment for people with disabilities for the purpose of producing positive psychological and therapeutic results;
  3. To develop a nucleus of sports and recreation programs and competent instructors to carry the program throughout the nation.
  4. To conduct other activities consistent with a charitable, non profit organization as defined in Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law.
- b) To purchase, acquire, own, hold, manage, lease, use and enjoy, sell, exchange, subdivide, mortgage, convey in trust, improve, cultivate, develop, construct, maintain, equip, operate and generally deal in real property, good, wares and merchandise, personal property of every kind and description
- c) To enter into, make, perform, and carry out contracts of any kind for any lawful purpose without limit as to the amount with any person firm, or corporation, municipality, county, state or federal government, or other municipal or governmental subdivision.
- d) To borrow money, to issue notes, bonds, debentures and other obligations from time to time for the purposes of this corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise, or to issue the same unsecured.
- e) To lend money, to purchase, acquire, hold on guaranty, sell, assign, transfer, mortgage, pledge or otherwise dispose of and deal in shares, bonds, debentures, notes, or any other indebtedness of any person, firm, or corporation and whether now or hereafter organized and existing; and while a holder thereof to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon to the same extent as a natural person.

f) To accept gifts, donations, and receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and to apply the principal or interest as may be directed by the donor thereof, or as the board of directors of the corporation may determine in the absence of such directions, in aid and furtherance of the purposes set forth hereinabove.

g) To do all other acts necessary or expedient for the administration of the affairs and to attain the purposes of the corporation.

h) To exercise all other such powers not otherwise enumerated herein as are authorized by the (Name of State of Incorporation) Nonprofit Corporation Act as the same may exist from time to time.

Notwithstanding any of the above statements of purposes or powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

**FOUR:** The Principal office of the corporation for the transaction of business shall be designated by the Board of Directors.

**FIVE:** The number and terms of office of said directors shall be fixed by the By-Laws. The names and addresses of the persons who are appointed to act as the first directors of the corporation until the election of their successors are as follows:

NAME	STREET	CITY, STATE

**SIX:** This Corporation shall not be authorized to issue shares of stock but shall be composed of members and it is not formed with a view to or for the pecuniary gain or profit of its members.

**SEVEN:** The authorized number and qualifications of members of this corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of each class of membership, and the liability of each or all classes dues and assessments, the method of collection thereof, and any certificate of membership, including assignment and transfer rights shall be as set forth in the By-Laws of the corporation.

**EIGHT:** In addition to, and not limited by the above, the corporation shall have all the general powers conferred by law which may be used in furtherance of its principal activities. However, notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law.

Furthermore, the powers and authority of the corporation shall be exercised so that:

a) No part of the income of the corporation shall inure to the benefit of any officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes), and no officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate property upon dissolution of the corporation.

b) The corporation shall distribute its income for each taxable year at the same time and in such manner so as not to subject to tax under section 4942 of the Internal Revenue Code of 1986, as amended, and the corporation shall not:

engage in any act of self dealing as defined in Section 4941(d) of the code;  
retain any excess business holdings as defined in Section 4943© of the code;  
make any investments in such manner as to subject the corporation to tax under Section 4944 of the code; or  
Make any taxable expenditure as defined in Section 4945(d) of the Code.

c) No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office, except as such activities may be permitted by law, regulation, or authoritative interpretation of the Internal Revenue Code.

**NINE:** In the event of dissolution, the residual assets of the corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c) (3) and 170(c) (2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Tax code to be exclusively devoted or used by them in furtherance of exempt purposes, or to the Federal, State, or local government for exclusively public purposes.

The name of the initial registered agent of this corporation and that of its initial registered office is: (Name and Address of person to whom any service of process in a legal proceeding or official notice from a government entity will be addressed.)



IN WITNESS WHEREOF, the undersigned incorporator of said corporation has executed these articles of incorporation this Date day of Month, Year.

The name and address of the incorporator of this corporation is:

(Name and Address of the Secretary of the Corporation)

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

---

Secretary of the corporation  
(Signed and sealed)

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**Section 5**

**Sample Bylaws**

These Bylaws are advisory ONLY; you do not have to use them.  
Your Chapter's Bylaws should be in accordance with the guidelines for your state of incorporation

# SAMPLE BYLAWS

## ARTICLE I - Offices

The principal office of the Corporation shall be located as determined from time to time by the Board of Directors or as the affairs of the Corporation may require.

## ARTICLE II - Purpose

The primary purpose of this organization shall be to improve the quality of life for persons with physical disabilities through sports and recreation activities. The goal is to produce psychological, physiological, and therapeutic benefits for the participants.

In furtherance of such purpose, the Corporation shall have the right to perform such activities as are set forth in the Articles of Incorporation and permitted by the laws of the state of (insert state of incorporation here) concerning the business of this Corporation.

Notwithstanding any other purpose set forth herein, the Corporation is organized solely and exclusively for charitable, educational and beneficial purposes and the Corporation shall not carry on any activity not permitted to be carried on by:

1. A corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 as revised (or corresponding provision of any future United States Internal Revenue law);
2. A corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 as revised (or the corresponding provision of any future United States Internal Revenue law).

## ARTICLE III - Members

### **Section 1.** Number, Classes, Sub-Classes and Limitations.

There shall be two classes of membership in this corporation which shall consist of:

- A. Individual members
- B. Donors

The Board of Directors of the Corporation may, in its discretion, from time to time, admit additional members upon such terms and conditions as it deems necessary and in the best interests of the Corporation, including imposition or waiver of membership fees in general or selected cases. The creation of any such membership or memberships shall be on a uniform and equally applicable basis calculated not to discriminate in favor of or against any person or class of persons.

**Section 2.** Admission of New Members.

The Board of Directors may admit new members to the Corporation subject to the limitations of Section 1 above.

**Section 3.** Expulsion or Withdrawal of Members.

The Board, acting by a two-thirds vote, may expel any member without refunding any membership fees. A member may withdraw from the Corporation at any time by giving written notice to the Secretary of the Corporation. Such notice shall, on its face, be binding and it shall not be necessary for the Board of Directors to accept such withdrawal to make it effective.

**Section 4.** Transferability of Membership.

Membership in this organization shall not be transferable or assignable.

**Section 5.** Membership Fees.

Membership fees shall be as determined from time to time by the Board of Directors.

ARTICLE IV – Voting Rights

**Section 1.** Individual Members.

Individual members shall have voting rights in the Corporation as set forth in Article of the By Laws.

**Section 3.** Donors

Donors shall have no voting rights in the Corporation.

ARTICLE V - Directors

**Section 1.** Number, Election and Term of Office.

The Board of Directors of the Corporation shall consist of four (4) at-large directors elected by a majority vote of the Individual Members. Five(5) Directors shall be elected by majority vote of the members of the board elected by individual members.

Each director shall hold office until a successor shall be elected or upon his or her resignation, death, removal by two-thirds vote of the Board of Directors of the Corporation. In no event, shall the Board of Directions of this Corporation consist of less than seven (5) persons. All directors of this Corporation shall be dues paying members.

Each representative elected to the Board of Directors of the Corporation shall be elected for a three year term unless sooner removed. Concurrent three-year terms may not be served. A minimum one-year break in service is required. Terms of the directors shall be staggered such that not more than three new directors shall be elected in any one year, except in the event of resignation, death, or removal.

## **Section 2. Powers.**

The affairs of the Corporation shall be managed by its Board of Directors and said Board of Directors shall have such powers, subject to limitations imposed by law, as provided in the Articles of Incorporation or by these Bylaws. All corporate powers shall be exercised by or under the authority of the Board of Directors and the business affairs of the Corporation shall be controlled by the Board of Directors.

## **Section 3. Committees.**

The Board of Directors may appoint an executive committee or special committees consisting of one or more persons and delegate to such committees any of the powers and authority of the Board in the management of the business and affairs of the Corporation, except the power to adopt, amend or repeal Bylaws, which shall remain exclusively vested in the full Board of Directors of the Corporation. The Board of Directors shall have the power to prescribe the manner in which the proceedings of any committee shall be conducted.

## **Section 4. Place of Meetings.**

All meetings of the Board of Directors shall be held at the principal office of the Corporation or at any other place designated, at any time, by a resolution of the Board of Directors or by written consent of all members of the Board or by written notice from the President. Such meetings may also be held by means of conference telephone or similar communications equipment by means of which all participants can be properly identified and all can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## **Section 5. Regular Meetings.**

Regular meetings of the Board of Directors shall be held at such time as the Board of Directors shall direct. The Board will meet a minimum of twice annually. Written notice of the time, place and purpose of such meetings shall be given each of the directors by the Secretary or President of the Corporation by placing same in the United States mail, postage prepaid, or by email, correctly addressed to each director. Deposit of such notice in the United States mail shall be deemed delivery of same. Such notice shall be given at least sixty (60) days prior to the date on which the meeting will be held.

## **Section 6. Special Meetings.**

Special meetings of the Board of Directors for any purpose may be called at any time by any three directors. Written notice of the time, place and purpose of such special meetings shall be given each of the directors by the Secretary or the President of the Corporation by placing same in the United States mail, postage prepaid, or by email, correctly addressed to each director. Deposit of such notice in the United States mail shall be deemed delivery of same. Such notice shall be given at least ten (10) days prior to the date on which the meeting will be held.

**Section 7. Waiver of Notice.**

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be valid as though made at a duly convened meeting of the Board of Directors if a quorum be present and if, either before or after the meeting, each of the directors present signs a waiver of notice or consents to such meeting on approval of the minutes thereof. Provided further, that any director who is present at any meeting of the Board of Directors and who does not object at the opening of the meeting to the time, date and place or manner of calling the meeting and who does not object at the opening of discussion of any subject to the inclusion of such subject as being outside the purpose of the meeting, is thereby deemed to have consented to the date, time, place, purpose, and call of the meeting and has thereby waived any notice requirements therefore. All such waivers, consents or approvals shall be filed with the corporate records or made part of the minutes of the meeting.

**Section 8. Quorum.**

At all the meetings of the Board of Directors, three-fifths of the authorized and seated directors but not less than five (5) shall constitute a quorum for the transaction of business.

**Section 9. Adjournment.**

A majority of the directors present may adjourn any Board meeting to meet again at a stated time and place, provided that nothing in this section shall abridge or change the special meeting provision of Section 6 of this Article.

**Section 10. Informal Action by Directors.**

Any action required or permitted to be taken at a meeting of the directors of the Corporation may be taken without a meeting if a consent, in writing, setting forth the action so taken shall be signed by all the directors. Such consent shall have the same force and effect as a unanimous vote of the directors at a regular meeting.

**Section 11. Removal.**

A director may be removed by the vote of not less than two-thirds (but not less than five) of the directors present, at a valid meeting of the Board of Directors pursuant to notice and call. When a motion to remove a director is made and seconded, the director subject to the action shall be given a full and fair opportunity to hear and answer the asserted factual basis for the motion and if said director is not present at the meeting at which such motion is made, the motion shall be tabled until the director is given notice of the motion and the subsequent action upon the motion shall be postponed until the next duly convened regular or special meeting of the Board of Directors.

**Section 12.** Removal for Absence.

Upon certification in writing by the Secretary of the Corporation of the Board of Directors that any director has missed two (2) consecutive meetings of the Board without notice to the Secretary, in advance of the meeting, that he or she would be unable to attend or without having sent a written statement of the reason for his or her absence to the Secretary subsequent to the meeting and before the next regularly scheduled meeting of the Board of Directors, then immediately and without requiring the further action of the Board, said director shall be removed and shall cease to be a director of the Corporation. The Board may, at any duly called meeting, reinstate said member in the same status and capacity as he or she had prior to removal.

**Section 13.** Manner of Acting.

Except as otherwise set forth, all matters shall be decided by a majority of the directors present at the meeting of the Board of Directors. In the event of a tie vote, the vote of the president shall be added to resolve the tie.

ARTICLE VI - Officers

**Section 1.** Officers.

The officers of the Corporation shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer. Such offices shall be held only by dues paying members of the Corporation. The Corporation may also, at the discretion of the Board of Directors, appoint such assistant secretaries and assistant treasurers as the Board may from time to time deem appropriate. The offices of Secretary and Treasurer may be combined and the Board of Directors may create and appoint other offices from time to time as the business of the Corporation requires. The officers shall not have voting power.

**Section 2.** Election.

The officers of the Corporation shall be elected by the Board of Directors and shall hold office for one year or until their successors by duly elected and qualified to serve.

**Section 3.** Authority.

The officers of the Corporation shall have such authority and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine and delegate to them.

#### **Section 4. Removal.**

Any officer may be removed by a two-thirds (but not less than five) vote of the Directors at a duly convened regular or special meeting of the Board of Directors.

#### **Section 5. Vacancy.**

A vacancy in any office because of death, resignation, removal, disqualification or for any other cause shall be filled by the Board of Directors at a regular or special meeting.

#### **Section 6. President.**

Subject to the supervisory powers of the Board of Directors, the President shall be the chief executive officer of the Corporation and shall have the authority to direct and control the business and officers of the Corporation. The President shall preside at all meetings of the Board of Directors and shall have the general powers and duties of management usually vested in the office of the president of a corporation and shall have such other powers and duties as may be prescribed and delegated by the Board of Directors or by these Bylaws.

#### **Section 7. Vice President**

In the absence or disability of the President, the Vice President shall perform all of the duties of the President and, when so acting, shall have all of the powers and be subject to the restrictions upon the President. The Vice-President shall have such other powers and perform such other duties as may be delegated by these Bylaws, the Board of Directors or the President of the Corporation.

#### **Section 8. Secretary**

The Secretary shall keep or cause to be kept a book of minutes of all meetings of the directors of the Corporation at the principal office of the Corporation or such other places as the Board of Directors may designate.

The Secretary shall keep or cause to be kept at the principal office or such other place as the Board of Directors may designate, a membership role containing the name and address of each member. In any case where membership is terminated, such termination shall be recorded.

The Secretary shall give or cause to be given such notice or notices of all meetings required by these Bylaws or by law to be given and shall keep the seal of the Corporation in safe custody.



Assistant Secretaries shall perform the same duties as the Secretary, subject to the direction and control of the Secretary and the President of the Corporation.

**Section 9.** Treasurer.

The Treasurer shall keep and maintain at the principal office of the Corporation or such other place as the Board of Directors may designate the financial records of the Corporation and shall be responsible for the annual fiscal report of the Corporation.

The Treasurer shall also maintain and be responsible for such bank accounts as the Board of Directors may designate to be kept by the Corporation.

The Treasurer shall be responsible for collecting dues from the dues paying members, collection and management of all contributions made to the Corporation and disbursement of corporate funds for purposes authorized by the Board of Directors or the President of the Corporation under authority of the Board of Directors.

**Section 10.** Delegation to Staff.

The Board of Directors may delegate the responsibilities of any officer to designated staff as follows:

- A. The day-to-day management responsibilities of the President may be delegated to the Executive Director, who shall be the Chief Operating Officer.
- B. The record keeping responsibilities of the Secretary may be delegated to the Executive Director and his or her staff.
- C. The accounting record keeping, financial reporting and general fiscal management responsibilities of the Treasurer may be delegated to the Executive Director and his or her staff.

ARTICLE VII - Miscellaneous

**Section 1.** Inspection of Corporate Records.

The books of account and minutes of meetings of the Board of Directors and any of its committees shall be open to inspection on written demand by any member or director at any reasonable time and for a purpose reasonably related to his or her interests as a member or director of the Corporation. Such inspection shall be made in person.

**Section 2.** Checks and Drafts.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable on behalf of the Corporation shall be signed by two individuals the Board of Directors may, from time to time, appoint.

**Section 3. Contracts.**

The Board of Directors may authorize any officer or agent to enter into any contract or execute any instrument in the name of or on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless authorized by the Board of Directors, no officer, agent or employee of the Corporation shall have the power to bind the Corporation by any contract, engagement or to pledge its credit or to render it liable for any purpose or to any amount.

**Section 4. Checking and Savings Accounts.**

The Corporation shall keep and maintain such bank accounts, checking accounts and savings accounts or other depositories for disbursement and receipts of monies according to the financial policies of the Board of Directors.

**Section 5. Records and Books for Accounting.**

The Corporation shall keep accurate records, books and other necessary documentation, in appropriate accounting form, of all grants, donations, bequests or other contributions to the Corporation and shall report such contributions to the Internal Revenue Service annually or as said service may, from time to time, require.

ARTICLE VIII - Amendments

The Board of Directors shall have the sole power to make, amend and repeal the Bylaws of the Corporation by a vote of not less than two-thirds of the directors present, and by not less than five, at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors called for that purpose.

KNOW ALL PERSONS BY THESE PRESENTS that I, the undersigned duly appointed

Secretary of the Corporation, do hereby certify that the above and foregoing Bylaws were adopted as the Bylaws of the Corporation at a regular meeting of the Board of Directors on the \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_, and that the same do now constitute by Bylaws of this Corporation.

\_\_\_\_\_  
Secretary of the Corporation