

BYLAWS
SPECIAL OLYMPICS LOUISIANA
Revised December 3, 2021

These Bylaws shall be amended from time to time.

ARTICLE I: NAME, PURPOSE, AND PRINCIPAL OFFICE

Name. The name of the organization is Special Olympics Louisiana ("SOLA"), a non-profit corporation chartered in and pursuant to the laws of the State of Louisiana. SOLA is a non-profit exempt organization under Section 501 (c) (3) of the Internal Revenue Service Code (1954).

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

Principal office. The principal office of SOLA shall be located within the State of Louisiana at such place as the Board of Directors may from time to time direct, including the designation of other offices within the state as the business of SOLA may require from time to time.

ARTICLE II: BOARD OF DIRECTORS

Number. The Board of Directors shall consist of not less than seven (7) or more than fifteen (15) approved Directors plus any *ex officio* Directors and including an expert in intellectual disabilities, a sports expert, a finance or business expert, a close family relation of a SOLA athlete and a SOLA athlete in accordance with Special Olympics, Inc. (SOI) General Rules Section 5.02(c).

Powers of the Board of Directors. The Board of Directors shall manage the affairs of the corporation and shall have and may exercise all the powers of the corporation. The duties of the Board of Directors shall include but shall not be limited to effectuating the mission and policies of the corporation and to prescribing the duties and fixing the compensation and qualifications of the corporation's senior executives. The Board shall, without limitation:

- Appoint a President/CEO who shall be the Chief Executive Officer of SOLA, and approve the terms and conditions of President/CEO's employment, participate in annual performance review and determine salary and fringe benefits for President/CEO in accordance with SOLA's executive compensation policy
- Determine, review, and assess the mission, purposes, programs, and activities of SOLA, Inc., consistent with the policies, spirit and intent of SOI
- Ensure existence of key policies and procedures for the betterment of organization's governance, including approval of an annual budget
- Authorize the acquisition, management, leasing and disposition of all real property and physical facilities
- 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
- Ensure that SOLA maintains a sound strategic planning process, allowing for goals and objectives to be reviewed annually
- Ensure the continued promotion and public awareness of SOLA by appearing before groups, civic organizations, governmental bodies and other assemblies both in each Director's area of residence and throughout the State of Louisiana
- Cultivate donors to assist SOLA in accomplishing its financial goals and objectives
- Approve an annual budget

Approval of new members. Candidates proposed as new Directors of the Board by the Governance Committee may be approved at any meeting of the Board by a quorum of the Board with the majority of those present affirming the candidate. Newly approved Directors shall take office upon approval.

Term of office. Directors who are approved by the Board shall serve three-year terms or until their earlier resignation, removal, or death. A Director shall, however, serve no longer than nine (9) consecutive years. The term of a Director approved for a full term shall run from January 1 of the year after approval (or from such other

date as the Board may specify at the time of a Director's approval) to December 31 three years after approval. Staggered terms should be included to avoid the majority of Board members with concurrent expiring terms. The term of a Director approved to fill the unexpired term of a former Director shall be the remainder of that unexpired term. Approved Directors may not serve more than nine years consecutively.

Resignation. Any Director may resign by filing a written resignation with the Board Chair or SOLA President/CEO.

Removal. A Director may be removed from office for cause, at any meeting of the Board, by a vote of two-thirds of the Directors then in office provided that notice of the removal action and the reason therefore are delivered by registered mail to the Director being removed at least ten (10) days before the meeting of the Board, and that the subject Director be given the opportunity to appear before the Board to explain, refute, or otherwise negate the charges against him/her that constitute cause.

Meeting Attendance. A Director who shall be absent from two (2) Board meetings in a calendar year shall be deemed to have offered his/her resignation from the Board of Directors. Director's position will be deemed vacant and Director may, at the discretion of the Board Chair and Governance Committee, be removed from the Board, provided that notice of such intention is given to that Director at least ten (10) days prior to a meeting at which such action will be considered. The Chair, Secretary or President/CEO should be made aware of any planned absence so that the availability of a quorum can be established prior to any given meeting.

No Reimbursement. Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the SOLA's business are allowed to be reimbursed with documentation and prior approval.

ARTICLE III: AUTHORITY AND DUTIES OF OFFICERS

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

Officers. Other officers of SOLA shall be a Chair, a Vice-Chair, a Secretary and Treasurer, and such other officers as the Board of Directors may designate. Only the Treasurer and Secretary positions may be combined.

Appointment of Officers; Terms of Office. The officers of SOLA shall be approved by the Board of Directors at regular meetings of the Board, or, in the case of vacancies, as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Terms of office for officers shall be three (3) years, but shall not exceed nine (9) consecutive years. Officers shall hold office until a successor is duly elected and qualified. Officers shall be eligible for reappointment.

Resignation. Resignations are effective upon receipt by the Chair of the Board or SOLA President/CEO of a written notification.

Removal. An officer may be removed by a two-thirds majority vote of the Board of Directors currently in office at any meeting, or by action in writing, whenever in the Board's judgment the best interests of the SOLA will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

ARTICLE IV: POWERS AND DUTIES OF THE CHAIR, VICE CHAIR and CHAIR-ELECT

The Chair shall preside at all meetings of the Board of Directors, shall have a right to vote on all questions, shall consider recommendations, and appoint all committee members not prescribed in these ByLaws, and shall have such other powers and duties as the Board from time to time may prescribe including that of serving as official spokesperson on behalf of the Board unless specifically delegated by the Board to another officer of the Board. The Vice Chair shall monitor progress of each committee toward achieving its goals and objectives. In the absence of the Chair, the Vice Chair shall perform the duties of the office of the Chair and have such other powers and duties as the Board may from time to time prescribe. In the absence of both the Chair and Vice Chair at any meeting of the Board, the President/CEO may designate a Director, who must be approved by a majority of the Directors present, to serve as Chair at that individual meeting.

A Chair-Elect, who may or may not be the current Vice Chair, shall be identified by the Governance Committee and approved by the Board of Directors no later than the beginning of the current Chair's final year of his/her final term of office.

ARTICLE V: POWERS AND DUTIES OF THE SECRETARY

The Secretary shall give or cause to be given proper notice of all meetings of the Board of Directors and shall keep a record of the appointment of all committees of the Board. Furthermore, 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 as needed by an assistant who need not be a Director.

ARTICLE VI: POWERS AND DUTIES OF THE TREASURER

The Treasurer shall be responsible for carrying out the mandates of the Board of Directors and its Finance Committee in monitoring the financial resources of SOLA, including, but not limited to, cash, securities, stocks, bonds, and all other property, personal or real, owned by SOLA. The Treasurer shall furnish a current financial report at each Board, Finance Committee or Executive Committee meeting, and at such other times as the Board may direct. Furthermore, the Treasurer shall present full and detailed financial statements, properly audited by an independent certified public accountant to the Board at its annual meeting, as soon after the close of the fiscal year as it becomes available. The Treasurer shall be Chair of the Finance Committee.

ARTICLE VII: POWERS AND DUTIES OF THE PRESIDENT/CEO

The President/CEO of SOLA shall be the Chief Executive Officer. The President/CEO shall manage, administer and direct all operations of SOLA, including the administration of all special events and programs, appointment and replacement of all staff, preparation of regular reports for the Board of Directors regarding the administration of SOLA, preparation a proposed operating budget annually, maintenance of all financial records of SOLA, and bringing such matters to the attention of the Board as are appropriate to keep it fully informed. The President/CEO shall be an ex-officio member of all committees of the Board without power to vote, except as otherwise provided in these Bylaws.

Signing of Contracts. 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 or its Executive Committee. Further, excluding those contracts related to real property or commercial leases, the President/CEO shall have the authority to enter into contracts required to conduct daily business.

Grant Contracts. The President/CEO shall be authorized to negotiate, on terms and conditions that he/she may deem advisable, a contract or contracts for the purpose of grant requirements, including grants with the State of Louisiana or the United States Federal Government, or agencies of either, and to execute said documents on behalf of the corporation, and further has the power and authority to do all things necessary to implement, maintain, and amend or renew said document.

Financial Accounts. The President/CEO shall be authorized to open and/or change financial accounts in the name of SOLA for the administration of the state office and local programs.

Employee Retirement Plan. The President/CEO shall be authorized to execute and/or change as needed the 403(b) Retirement Plan to provide retirement benefits to employees and to bring into compliance any Plan document related to the organization's 403(b) Retirement Plan.

Vacancy In Office. 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 charged with recruiting and recommending to the Board of Directors a final candidate for the position of CEO. The CEO Search Committee and the Board of Directors shall comply with all federal, state and local laws pertaining to fair hiring practices. Final CEO candidate must be voted on by a quorum of the Board, with the majority of those present affirming the final candidate. The CEO Search Committee shall work closely with Special Olympics North America (SONA) during the new CEO selection process.

ARTICLE VIII: COMMITTEES AND CHAIRS

Committees. The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish committees of the Board composed of at least two (2) persons which, except for an Executive Committee and Governance Committee, may include non-Board members. The Board may establish such procedures to govern

committee activities and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business and activities of SOLA.

Chairs of Committees. Chairs of committees shall be appointed by the Chair of the Board. Except as provided in these ByLaws, the Chair of the Executive Committee and the President/CEO of SOLA, shall be ex-officio members of all committees. The Chair of each committee shall be a Director.

ARTICLE IX: EXECUTIVE COMMITTEE

The Executive Committee shall consist only of Chair of the Board, Vice Chair, Secretary, and Treasurer. The Chair of the Board shall be the Chair of the Executive Committee. The President/CEO shall be an ex-officio member of the Executive Committee, without power to vote, and shall not be counted as a member of that committee for the purpose of determining a quorum.

- The Executive Committee shall have and exercise such authority of the Board of Directors in the governance of SOLA as may be specified by the Board of Directors, but may not take any action inconsistent with a prior act of the Board of Directors, amend the ByLaws, encumber the organization with debts through bank loans or other means, remove or appoint the President/CEO or Directors of the Board, or take any other action which has been reserved for the Board, unless specifically empowered to do so.
- The Executive Committee shall also have responsibility for overseeing the planning process for SOLA, including policies affecting progress on annual program goals and objectives. Although the Committee shall have broad powers delegated to it by the Board of Directors, except those reserved in these ByLaws for the Board itself, the Committee shall exercise such powers only rarely.
- The Executive Committee shall evaluate the performance and compensation of the President/CEO annually in accordance with SOLA's executive compensation policy. The Committee shall counsel with the President/CEO in regard to his/her performance during the preceding year and approve his/her personal plan for the ensuing year. In addition, the Committee shall make recommendations to the Board of Directors for changes in the compensation of the President/CEO for the ensuing year.
- The Executive Committee shall meet regularly at least twice a year and shall schedule these meetings between Board meetings. Special meetings shall be called by the Secretary at the request of the Chair or other members of the Executive Committee and/or the President/CEO.
- A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. Once convened with a legal quorum, the meeting may continue and the members may continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.
- Minutes of the meetings of the Executive Committee shall be distributed to each Director 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. Actions taken by the Executive Committee shall be approved or disapproved at the next regular meeting of the Board of Directors.

ARTICLE X: GOVERNANCE COMMITTEE

There shall be a Governance Committee, composed of the Vice Chair of the Board of Directors, the SOLA President/CEO and at least two (2) other members of the Board of Directors. The Vice Chair shall serve as the Chair of this committee. Each member of the committee shall have one (1) vote and decision shall be made by the majority. It shall present to the Board of Directors qualified nominations for Directors, annually review the effectiveness and performance of officers and particularly of those Directors who are eligible for re-approval, and develop and recommend policies and Bylaws revisions for full Board approval. The Governance Committee is also responsible for orientation for newly elected Board members and on-going board training.

ARTICLE XI: FINANCE COMMITTEE

The Finance Committee shall have a minimum of three (3) members and maximum of five (5) members, all of whom need not be Directors. The Treasurer shall serve as the chair of this committee. It shall review annual operating budgets prepared and presented under the direction of the President/CEO and make recommendations to the Board of Directors for their adoption. It shall receive monthly statements of income and expenditures, and it also shall review any proposed budget variances in accordance with SOLA's finance policies. Proposed budget

variances, shall be submitted to the Board of Directors or Executive Committee for approval according to SOLA's Finance Policies. The Finance Committee shall also periodically review the financial control and accounting systems of SOLA and recommend any changes it deems appropriate. The Finance Committee shall establish policies and rules: (a) for receiving bequests, gifts, and other donations into both endowed and non-endowed funds; (b) for investing or causing to be invested the assets of these funds; (c) for selecting and overseeing the performance of an Investment Manager(s); (d) and for recommending to the Board of Directors the use of the annual earnings of these funds in furthering the work of SOLA.

ARTICLE XII: MEETINGS

Regular Meetings. The Board of Directors shall hold at least four (4) regular meetings per calendar year. Meetings shall be at such dates, times and places as the Board shall determine.

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

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

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

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

Participation in Meeting by Video Conferencing. Members of the Board may participate in a meeting video conferencing technology provided that all members are visible to each other throughout the meeting.

ARTICLE XIII: INDEMNIFICATION

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

ARTICLE XIV: CONFLICT OF INTEREST

SOLA shall, at all times, have a Conflict of Interest policy in place to protect SOLA's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of any Director or Officer of SOLA, and certain SOLA employees as designated by resolution of the board of Directors from time to time.

ARTICLE XV: DISCRIMINATION PROHIBITED

In administering its affairs, SOLA shall not discriminate on the basis of race, color, religion, sex, gender identity or expression, national origin, political affiliation, sexual orientation, marital status, disability, neurodiversity, age, parental status, socio-economic background, military service, or any other characteristic or status protected by applicable law.

ARTICLE XVI: FINANCIAL ADMINISTRATION

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

Checks, Drafts, Etc. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by the President/CEO.

Deposits and Accounts. All funds of SOLA shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the President/CEO may select. For the purpose of deposit and for the purpose of collection for those accounts of SOLA, checks, drafts, and other orders of SOLA may be endorsed, assigned, and delivered on behalf of the SOLA by the President/CEO.

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

ARTICLE XVII: BOOKS AND RECORDS

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

ARTICLE XVIII: AMENDMENT OF BYLAWS

These Bylaws may be amended by a majority vote of the Board of Directors, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting pursuant to Article XII. ByLaws shall be reviewed no less than every two (2) years. Review shall be the responsibility of the Governance Committee, with recommendations made to the Executive Committee followed by approval by the Board of Directors.

ARTICLE XIX: DISSOLUTION

In the event SOLA is dissolved as a corporation within the State of Louisiana and ceases to exist for 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 Louisiana pertaining to the dissolution of a non-profit corporation. Any assets of the corporation, and any assets of the Endowed and Non-Endowed funds (except for those assets for which the donor has provided an alternate disposition, to be followed in case of dissolution), shall be distributed and conveyed to Special Olympics, Inc., a non-profit, exempt organization under Section 501 (c) (3) of the Internal Revenue Service Code (1954).

These Bylaws were adopted by the Board of Directors on the 3rd day of December, 2021, at its regularly scheduled Board meeting at which a quorum was present and said Bylaws were amended and restate by majority vote of the membership in attendance.


A handwritten signature in blue ink, consisting of stylized initials and a surname, is written over a horizontal line.

Board Chair