



SPECIAL OLYMPICS MICHIGAN, INC.
BYLAWS

ARTICLE I, NAME

The name of this corporation shall be Special Olympics Michigan, Inc.

ARTICLE II, MISSION

Section 1 The mission of Special Olympics is to provide year-round sports training and athletic competition in a variety of Olympic-type sports for all 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.

ARTICLE III, INTENT AND PURPOSES

Section 1 It is the intent of Special Olympics Michigan, Inc. to serve as a motivational framework within which physical education, recreation and sports activities for people with intellectual disabilities can take place. Specifically, the purposes are:

- A. To provide motivation for the initiation of physical education and athletic activities and programs for people with intellectual disabilities.
- B. To provide supplementary materials which will aid those conducting such programs.
- C. To provide opportunities for athletic competition through local, state, regional, national and/or international Special Olympics.
- D. To instill in people with intellectual disabilities a "sense of pride" by giving them a chance to win an award, to be honored and recognized, to know success through participation.
- E. To solicit and receive funds for the accomplishment of these purposes.
- F. To continually modify and/or change its programs to meet the changing needs of its athletes. Including, but not limited to, the establishment of Healthy Athletes, Project Unify/School initiatives and R-word Rallies. (Programs that improve the lives of our athletes or build better communities.)

Section 2 Special Olympics Michigan, Inc. shall be a non-profit corporation, and no part of the net earnings, contributions, or other property shall inure to the benefit of any member. No officer or member of the Board of Directors of Special Olympics Michigan, Inc. shall be remunerated for his/her services as an officer or member except as called for in Article XI, Section 1. The President/CEO shall receive reasonable compensation for his/her service on behalf of the organization.

Section 3 Special Olympics Michigan, Inc. shall be nonpolitical, shall not support any political party or candidate for public office, and shall take no position on matters of governmental policy other than those relevant to its purposes.

Section 4 It shall be the policy of Special Olympics Michigan, Inc. to provide membership / employment / service opportunities to all eligible persons without regard to race, color, religion, national origin, citizenship, age, sex, marital status, sexual preference, parental status, handicap, membership in any labor organization, or political affiliation.

Section 5 The governing body of this corporation, being its Volunteer Board of Directors (Board), is open to representation from all segments of the public.

Special Olympics Michigan

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Created by the Joseph P. Kennedy Jr. Foundation for the benefit of persons with intellectual disabilities



ARTICLE IV, BOARD OF DIRECTORS

- Section 1 The business, property and affairs of this corporation shall be managed by the Board, which shall not exceed twenty-one (21) persons including a Special Olympics athlete. All members are required to be residents of the State of Michigan. The board member who is the athlete representative must currently be a participating athlete with Special Olympics Michigan to serve on the board of directors.
- Section 2 The term of membership for each Board member, with the exception of the Special Olympics athlete, shall be for three (3) years. Board of Director elections will take place at the fall meeting. The members of the Board shall elect the new membership who will take their office on January 1 of the following year. Election to the membership may be for no more than three (3) successive terms. In no event shall a board member serve more than nine (9) consecutive years. The athlete representative term shall be for two years, for no more than two (2) successive terms.
- Section 3 In the event of a member missing two (2) meetings of the regularly scheduled meetings in each membership year, a review shall be made by the Executive Committee, which will make a recommendation as to whether or not that member shall be removed from the Board. The member is an "at will" volunteer of Special Olympics Michigan, Inc. If the Executive Committee recommends to the full Board that the member be removed, the final decision will be made by a simple majority of a quorum. The vote will be final.
- Section 4 It shall be the responsibility of each member of the Board to take an active part in the direction of the program of Special Olympics Michigan, Inc.; to act in whatever capacity he/she may be called; and to be loyal in thought and deed to the intent and purposes of the Board.
- Section 5 If a Board member is appointed to his/her first term as a result of a vacancy due to resignation, death or removal, he/she will only be able to run for two (2) additional three (3) year terms. Board members must be off the Board for one (1) year at the end of their term limit before they are eligible for reelection or appointment. It shall be within the Board Chair's discretion as to whether or not to recommend an appointment to fill a vacancy created by resignation, death or removal, but such recommendation must be approved by a majority of the board members present at the next official board meeting to become effective.
- Section 6 At the discretion of the Chair of the Board, one or more honorary Board member(s) can be appointed. The individual(s) will not have voting power and it is not mandatory for them to attend meetings. Length of appointment will be for one year.
- Section 7 The Board shall strive to have a balanced membership which is both geographically and professionally diverse, and includes at least one expert in sports/recreation*, at least one expert in intellectual disability*, at least one close family relation to an athlete* and at least one Special Olympics athlete* (*SOI rules).
- Section 8 The Special Olympics athlete who serves on the board shall be elected to serve a two (2) year term. Election to the membership may be for no more than two (2) successive terms.
- Section 9 The Board of Directors will govern the affairs of SOMI, provide a vision and strategic direction for the organization, represent key stakeholders and connect the organization to the public at large. The duties of the board members are as follows:



- A) To remain knowledgeable and support the mission, programs and policies of the organization and to take an active part in the direction of the program by providing effective / consistent direction and communication.
- B) To oversee the quality of programs and ensure that they meet the mission.
- C) To participate in strategic planning, identify priorities and monitor them.
- D) To attend scheduled meetings of the Board of Directors and, to attend Summer and Winter Games and participate in State and Local events, whenever possible.
- E) To prepare for, attend and participate in meetings, board retreats, and committee meetings, be available for phone consultation and to accept the responsibilities for making informed decision; ask questions, probe, analyze, express thoughts and feelings on topics and comprehend issues to the best of one's abilities.
- F) To set, review and appropriately revise policies, bylaws, etc.
- G) To serve on committee, with increasing responsibility/leadership and to accept responsibilities assigned by the Board Chairperson, to act in whatever capacity he/she may be called and perform tasks which further the objectives of the organization.
- H) To share expertise on organizational issues, including providing information about trends, etc., and provide tools / support to execute the mission.
- I) To recruit, hire, empower to administrate and evaluate the President/CEO within Board policies, establish accountability within the organization and establish clear expectations of the President/CEO i.e. set annual goals and provide knowledgeable and honest feedback (performance).
- J) To suggest, recruit and mentor new board members and to strive to have a balanced board membership which is geographically and professionally diverse.
- K) To approve the budget, monitor expenses and revenue and, serve as the fiduciary overseeing finances.
- L) To assist in development efforts of SOMI personally and through influence of others (corporations, individuals, foundations) to the extent that is ethical and appropriate. To assist in fundraising and give a gift annually and encourage gifts of other board members, and to respect the contribution that each is capable of making.
- M) To be loyal in thought and deed to the intent and purpose of the board, organization and the decisions of the board, publicly support decisions made corporately, serve the program as a whole rather than special interest and uphold and protect the image and integrity of the organization.
- N) Avoid even the appearance of a conflict of interest, which might embarrass the board, the organization, and reveal these possible conflicts to the board in a timely fashion for disposition by the board.
- O) Represent SOMI in the community with pride and enthusiasm and positively promote SOMI; serve as a link to parents, community and the general public.
- P) To assist in conflict resolution and to follow the chain of command as it relates to staff structure.

Section 10 One position on the Board shall be reserved for a member of the Wertz Warriors, as long as the program is active in supporting Special Olympics Michigan. This position will be nominated by the Wertz Warriors and go through the normal nomination process.

ARTICLE V, MEETINGS

Section 1. Regular meetings shall be scheduled by common consent of the membership of the Board to maintain expedient accomplishment of the purposes and programs of the corporation. The agenda of each meeting shall include, and it shall be required to do so, establishment of the



date, hour and place of the next meeting.

- Section 2. Special meetings may be called by any Executive Committee member or by the written request of at least three (3) Board members, on at least fourteen (14) days written notice to all Board members of the date, time, and purpose of such special meeting.
- Section 3. The regular meeting held in the Fall should be designated as the annual meeting. It may not be omitted. The purposes of this meeting shall be election of the Board membership and officers for the following year, presentation of the projected year-end financial report, projected budget for the coming year and other business that may need to come before such meeting.
- Section 4. A quorum at a regular or special meeting of the Board shall consist of a simple majority of all elected and appointed Board members present in person or by teleconference. Each member of the Board shall have one (1) vote. Ex-officio and honorary members shall not have a vote, nor count toward a quorum.
- Section 5. All Board actions may be enacted with a simple majority vote of board members present in person or by teleconference, except as otherwise provided for in Article XV entitled "AMENDMENTS".

ARTICLE VI, ELECTIONS

- Section 1. There shall be a Governance Committee composed of a minimum of four (4) board members appointed by the Chair of the Board.
- Section 2. The Governance Committee shall prepare a slate of candidates for election as officers and board members and shall secure the consent of its nominees to serve if elected. It shall report its nominations to the President/ CEO at least two (2) weeks prior to the annual meeting.
- Section 3. All nominees shall have given written consent to the nomination.
- Section 4. Officers and Board members shall be elected at the annual meeting and shall take office in accordance with Article IV, Section 2, Article VII and Article VIII.

ARTICLE VII, COMMITTEES

- Section 1. On an annual basis, the Chair of the Board shall appoint a Chair and Vice-Chair for each of the standing committees (except for the Chair of the Finance Committee who shall be the current Board Treasurer). In making these appointments, the Chair of the Board shall take into consideration individual board member experience, expertise and the development of future leadership for the Board.

The Vice Chair shall perform the duties and exercise the powers of the Chair of the standing committee during the absence or disability of the Chair of the standing committee and shall perform such other duties as may be assigned, in addition to the regular duties as a member of the standing committee.

Board committees are appointed by the Chair of the Board (except for the elected Executive Committee) in consultation with the Committee Chair. The committees shall discharge their responsibilities for the duration of their term of appointment. Non-Board members may be



appointed to committees at the discretion of the Executive Committee. A record of each committee meeting will be kept, and those records must be on file at the state office.

Each committee must meet at least once per year. A committee may meet more than once as needed to conduct its business. Committees may meet in person or by conference call.

The Chair of the Board of Directors may designate and appoint ad hoc or advisory committees, each of which shall consist of two or more directors, which committees shall carry out the goals or purpose assigned to it by the Chair. Ad hoc committees as assigned by the Chair of the Board of Directors are special, temporary committees designed to perform specific tasks or address limited problems. They shall be given specific responsibilities and a deadline for completion of their assigned duties. Advisory committees may serve to expand the Board of Directors expertise or connection to business communities or public at large.

Section 2. The Executive Committee shall consist of the chair, vice chair, and treasurer and shall carry on the business of Special Olympics Michigan, Inc. between regular meetings of the Board when such action is necessary and/or timely and the business cannot be conducted at the regular Board meeting. At the discretion of the Board Chairperson, the immediate Past-Chairperson of the Board may be appointed to the Executive Committee. The Executive Committee makes decisions by majority vote in person or by teleconference of those present. All action shall be presented at the next regularly scheduled Board meeting. Examples of duties can include:

- A. The authority to act on behalf of the full board between meetings on urgent business. Sets the agenda for the Board of Director meetings.
- B. Assist the President/CEO in providing consultation on personnel issues, serve as the final step in the dispute resolution process and reviewing personnel policies as needed.
- C. Hiring and facilitating the annual evaluation of the President/CEO. Review the President/CEO's evaluation of the program and employees.
- D. Lead the Board of Directors in strategic thinking that guides our program.
- E. Maintain and oversee the Emerging Leaders Advisory Council.

Section 3. The Finance Committee shall consist of the Treasurer, who shall serve as Chair and at least two (2) other Board members. The committee shall:

- A. Propose the annual budget (with staff support).
- B. Review finance policies and monitor all income and expenses of the organization.
- C. Assure that an annual independent financial audit is done on a timely basis. The Finance Committee has the responsibility to hire, meet with the auditor and review results and recommendations. The Treasurer and the committee will assist the auditor with reporting these results to the full Board of Directors.
- D. Submit to the Board recommendations dealing with investment issues such as depository for restricted funds, investment and disbursement of funds or other matters as deemed appropriate by the committee. The Finance Committee will review the status of its investment accounts and rate of return on a month-to-month basis or as reports become available.
- E. Be responsible for the Director's Fund, making recommendations to the full Board for funds distribution, and soliciting past and present Board members for their continued support.



Section 4. The Governance Committee shall consist of a minimum of four (4) Board members who shall present names of individuals to fill Board vacancies who demonstrate an interest and ability to support and strengthen Special Olympics Michigan, Inc. The committee shall:

- A. Maintain a profile of backgrounds of current members, annually review effectiveness and performance of current members with regard to attendance and participation, and begin to seek candidates not less than 90 days prior to the annual meeting in anticipation of vacancies occurring due to the expiration of the term of office of various members. Members who do not meet the attendance requirements stated in Article IV, Section 3, will be referred to the Executive Committee for action.
- B. Make recommendations to the Chair of the Board for replacement of a Board member who has resigned or died during his or her term of office.
- C. Seek a broad representation on the Board of Directors, to include ethnic, gender, geographical, and occupational diversification, including, but not limited to, candidates who are parent/family members of athletes.
- D. The Governance Committee shall administer a program of orientation for newly elected Board of Directors. When practical, new board members will be assigned to at least one board committee that their mentors are assigned to.
- E. Direct the implementation of ongoing training and skills enhancement for Board members. The committee will be responsible for ascertaining the type of training most needed for the Board, and will make a recommendation to staff for annual implementation.

Section 5. The Development/Marketing Committee shall consist of a minimum of five (5) Board members appointed by the Chair who will serve as the coordinating group in the solicitation of funds, branding and public relations activities to support the activities of Special Olympics Michigan, Inc. Specific duties of the committee may be:

- A. Review development policies, plans and budgets to assure diversity of funding sources and monitor progress of planned income.
- B. Review public relations policies and plans to assure alignment with Special Olympics branding and the strategic plan.
- C. Developing a specific approach to the acquisition of funds for Special Olympics Michigan, Inc. covering two time frames: present through the next two years, and three to five years, in alignment with the strategic plan.
- D. Develop and utilize marketing strategies to heighten public awareness (including social media) and increase/enhance resource development.
- E. Work with development staff to identify and cultivate new donors for various SOMI fundraising initiatives, including the annual Inspire Greatness Gala, Polar Plunges, state level competitions and programming (Healthy Athletes, Young Athletes, etc.).
- F. Establish specific fundraising goals (give or get) for SOMI board members.
- G. Serve on development subcommittees throughout the course of the calendar year (Gala, Polar Plunge, etc.).
- H. Review candidates for award nominations and the Chrysler Flame of Hope Fund requests and select the winners.

Section 6. The Program Committee shall consist of a volunteer area director representative and at least two (2) Board members. The purpose of the committee is to provide advice, consultation, and make policy or program recommendations to the President/CEO and staff, and the Board of Directors concerning:



- A. The operation of the current programs to insure quality, safety, and appropriate participation. The committee shall have in place a Medical Advisory Committee of knowledgeable professionals who can give technical medical advice and insure that an active area medical representative serves on each area management team.
- B. An instructional program that will improve the quality of Special Olympics and increase participation in training and sports competition and development of recommendations on policies, procedures, and issues relative to the state, area, and international competitions.
- C. Development of new programs and events as well as evaluation of existing programs. The committee shall address the issues of how the state office can assist in providing greater opportunities for involvement of additional athletes at all levels.
- D. Any problems that may arise from policy of Special Olympics Michigan, Inc., which cannot be resolved by, direct communication between parties involved or a review of the situation by the President/CEO.
- E. Outreach strategies and development of a plan to address outreach, and addressing the impact of those Outreach efforts on the program and Unified ® Sports.

ARTICLE VIII, OFFICERS

Section 1. The Chair of the Board shall preside at all meetings of the Board and the Executive Committee. He/she shall appoint all standing, ad hoc or advisory committees. He/she shall be an ex-officio member of all committees and shall exercise general supervision over the work of all committees and that of the other officers in order to assure that the objectives of Special Olympics Michigan, Inc. are executed in the best possible manner. He/she shall authenticate by signature, when necessary, all acts, orders and proceedings of the Board. He/she shall have such powers and perform such other duties as prescribed by these bylaws and shall have, in general, the powers and duties usually associated with the office of the Chair of the Board.

Section 2. Terms of Office - The Chair, Vice Chair and Treasurer shall be elected at the annual meeting to serve for a term of one (1) year, beginning January 1 or until their successors are elected. The persons serving as Chair, Vice Chair and Treasurer shall not be elected to the same office for more than two (2) successive terms. In the event of an officer vacancy created by resignation, death or removal, the Board Chairperson shall recommend a board member to fill the remainder of the term, but such recommendation must be approved by a majority of the board members present at the next official board meeting to become effective. The board member filling the remainder of a vacant officer term shall be eligible to run for one (1) additional one (1) year term.

Article IX, DUTIES OF OFFICERS

Section 1. The Chair of the Board shall preside at all meetings of the Board and the Executive Committee. He/she shall appoint all standing and special committees. He/she shall be an ex-officio member of all committees and shall exercise general supervision over the work of all committees and that of the other officers in order to assure that the objectives of Special Olympics Michigan, Inc. are executed in the best possible manner. He/she shall authenticate by signature, when necessary, all acts, orders and proceedings of the Board. He/she shall have such powers and perform such other duties as prescribed by these bylaws and shall have, in general, the powers and duties usually associated with the office of the Chair of the Board.



Section 2. The Vice Chair shall perform the duties and exercise the powers of the Chair of the Board during the absence or disability of the Chair of the Board and shall perform such other duties as may be assigned, in addition to the regular duties as a member of the Board.

Section 3. The Treasurer shall provide oversight of the financial books and records of Special Olympics Michigan. In doing so, the Treasurer shall require the keeping of an accurate and complete account of funds received and disbursed by Special Olympics Michigan, Inc. He/she shall render a current financial statement at each meeting of the Board. He/she shall require that staff prepare a complete financial report immediately after the close of the fiscal year showing all receipts and disbursements by budget category and shall make the books and records of Special Olympics Michigan available for audit. All above duties will be prepared with staff assistance.

ARTICLE X, PRESIDENT/CEO, SPECIAL OLYMPICS MICHIGAN, INC.

Section 1. The Board shall, as finances permit, employ or otherwise appoint a President/CEO, and establish the duties. He/she shall serve under the direction and discretion of the Board through the Board Chair.

Section 2. The President/CEO shall direct the statewide program of Special Olympics Michigan, Inc. to implement and achieve its mission. He/she shall oversee the development and implementation of a multi-faceted sports and training program, which serves the best interest of the athletes. He/she shall be responsible for directing the human resource, financial and operational functions of the Special Olympics Michigan program. He/she shall develop organizational goals and strategic plans in conjunction with the Board on behalf of Special Olympics Michigan, Inc.

Section 3. The duties and responsibilities of the President/CEO shall include the following:

- A) Develop and administer the overall statewide program and work closely with the Board and other staff to ensure a safe, viable and financially secure program.
- B) Establish the program and administrative procedures and policies as approved and authorized by the Board.
- C) Establish programs and provide oversight for fundraising, marketing and public relations.
- D) Ensure that all rules, procedures and policies are being observed throughout the statewide program.
- E) Ensure effective management of volunteer staff statewide, ensure that an area accreditation system is in place and that each area program has goals, budgets and an annual evaluation and officially appoint or hire all area directors.
- F) Submit an annual program plan and budget in accordance with the then applicable Strategic Plan.
- G) Receive and distribute revenue and render financial statements. Develop and implement internal control procedures.
- H) Hold the non-voting office of Secretary to the Board, plan agendas for approval by the Board Executive Committee for Board meetings and coordinate the activities of the Board.
- I) Apprise the Board of developing issues relevant to the operation of Special Olympics Michigan, Inc. including but not limited to policy and planning issues.
- J) Assume responsibility for development, implementation and monitoring of annual and long-range plans.
- K) Develop and implement effective management and accountability process to achieve adopted goals.



- L) Serve as liaison between and among the Board, the United States Leadership Council, Special Olympics North America and Special Olympics, Inc. and serve as the primary spokesperson for Special Olympics Michigan, Inc.
- M) Assume responsibility for such other duties as are designated by the Board from time to time.

ARTICLE XI, COMPENSATION

- Section 1. The Board members may be reimbursed for expenses incurred directly through involvement with Special Olympics Michigan, Inc. as provided for in the budget.
- Section 2. Compensation to agents not provided for in the annual budget may be awarded only by a two-thirds majority vote of those members present at a regular meeting of the Board.

ARTICLE XII, INDEMNIFICATION

- Section 1. To the fullest extent authorized and permitted by Michigan law, Special Olympics Michigan, Inc., shall indemnify any person, and such person's heirs and legal representatives, who is made or threatened to be made a party to any action, suit or proceeding (whether civil, criminal, administrative or investigative) whether brought against, by or in the right of the corporation or otherwise, by reason of the fact that such a person is or was a director, officer, employee, or agent of the corporation or such person served on any formally constituted advisory body or voluntary committee of the Board of Directors of the corporation, or any such persons served at the request of the corporation as a trustee, shareholder, member, officer, director, employee, or agent of any other business corporation, partnership, joint venture, trust, association, or any other enterprise, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such action, suit, or proceedings.
- Section 2. Unless otherwise provided by Michigan law, a director, officer, employee, or agent of the corporation who has been successful on the merits or otherwise in defense of an action, suit, or proceeding referred to in Section 1 shall be indemnified against all actual and reasonable expenses incurred in connection therewith if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation. An indemnification under Section 1 above, 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 the person acted in good faith and in the best interests of the corporation. This determination shall be made in any of the following ways:
 - A) By majority vote of a quorum of the Board consisting of directors who were not parties to the action, suit or proceeding.
 - B) If the quorum described in subdivision (A) above is not obtainable, then by a majority vote of a committee of directors appointed by a Chair of the Board who are not parties to the action. The committee shall consist of not less than two disinterested directors.
 - C) By independent legal counsel in a written opinion.
- Section 3. Notwithstanding the foregoing, the indemnification provided to any person described above shall only be only in excess of any valid and collectible insurance or other source of indemnification available for the benefit of such person, including any benefit available under



any insurance or self-insurance plan of the corporation, and no rights of subrogation are intended to be created hereby. Notwithstanding any limit on indemnification under Michigan law, the corporation may purchase and maintain insurance on behalf of any person described above against any liability asserted against him or her or incurred by him or her in any capacity arising out of his/her status as such, whether or not the corporation would otherwise have the power to indemnify under the circumstances.

ARTICLE XIII, FISCAL MATTERS

Section 1. The fiscal year for reporting purposes shall be January 1 through December 31.

ARTICLE XIV, DISSOLUTION

Section 1. In the event that Special Olympics Michigan, Inc. is dissolved as a corporation within the state of Michigan, and ceases to exist for the stated purposes, such certificate of dissolution shall be filed with the Secretary of State, in accordance with the statutes of the state of Michigan, pertaining to the dissolution of a non-profit corporation, and all property and assets shall revert to an agency serving the people with intellectual disabilities which has been granted exemption from the Federal Income Tax under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, or to the state or federal government for exclusively public purposes.

ARTICLE XV, AMENDMENTS

Section 1. These bylaws may be amended by a two-thirds majority vote of all voting members of the Board present in person or by teleconference at a regular meeting of the Board or at a special meeting called for this purpose, provided the proposed amendment has been given in writing to all such Board members at least seven (7) days prior to said meeting.

ARTICLE XVI, ADDITIONAL POWERS

Section 1. In addition to the powers and authorities by these by-laws expressly conferred upon it, the Board may exercise all such powers of the corporation and do all such lawful acts and things as are permitted by statute or by the articles of incorporation or by these bylaws.

Approved at August 14, 2014 Board Meeting