

**CHAUTAUQUA MULTI-USE ORGANIZING COMMITTEE, INC.
BOARD OF DIRECTORS**

BY-LAWS (revised 9/12/07)

**Article I
Name and Principle Office of Organization**

Section 1. Name

The name of the organization shall be the Chautauqua Multi-Use Organizing Committee, Inc., herein after referred to as the Corporation.

Section 2. Principle Office

The principle office of the Corporation shall be located at 625 McKinley Avenue in the City of Dunkirk, County of Chautauqua, State of New York.

The Corporation may have such other offices, either within or without the County of Chautauqua, State of New York, as the Board of Directors may from time to time determine.

**Article II
Organizational Mission, Purpose, and Functions**

Section 1. Mission

The mission of the Corporation is to construct, own and operate a facility in the County of Chautauqua for the advancement of sports and recreational activities of the youth and residents of this county. It shall endeavor to provide public access to a sports area and playing fields and shall organize and supervise the public use of these facilities for competitive and non-competitive athletic activities, as well as educational opportunities, to the general public.

Section 2. Purpose

The Chautauqua Multi-Use Organizing Committee, Inc. was formed for the charitable and educational purposes of promoting the moral, physical and mental development of the members of the community, particularly the youth through participation in organized and supervised athletic and recreational activities. In order to achieve these purposes, the organization will seek to develop an indoor sports and recreation facility. The organization will also seek to provide a character building experience for participants by providing programs and an environment that encourages the ideals of teamwork, fellowship, good sportsmanship, dedication, and discipline in athletes, coaches and parents.

Section 3. Functions

The functions of the Corporation shall be to:

- a. Enlist the support of individuals, civic groups, governmental entities, amateur sports associations, and other with similar interests and goals as the Corporation.
- b. Recruit financial advisors, obtain the support of the business and political community, and seek funding to complete the project.
- c. Obtain the input of the community to assess the needs of local sports, and youth sports in particular. Use this information to map out the strategies needed to complete the project.
- d. Acquire the proper amount of land and space for the building.
- e. Recruit and help others recruit amateur athletic competitions that directly or indirectly benefit youth competition in the area.
- f. Help develop, foster, and create services, facilities, and programs for physical fitness, recreation, and sports for citizens in the area, with emphasis on youth activities.
- g. Regularly report to local elected officials and agencies about the activities taken or planned for by the Corporation and to seek input from those groups or individuals in determining future Corporation activities. It is hoped that the burden of the cost of building this facility will not have to be met directly by the citizens of the community, but rather through various fundraising and grants.

Article III The Board

Section 1. Powers

Except as otherwise provided in the articles of incorporation, or bylaws, the powers of the Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors, which may, however, delegate the performance of any duties or the exercise of any power to such officers, committees, and agents as the board may from time to time, by resolution or policy, designate.

Section 2. Organization of the Board

The Board of Directors shall consist of the Officers as noted in Article III, Section 2a, and General Directors as noted in Article III, Section 2 c.

- a. Number of Executive Board members. The Officers of the Corporation must include a president, vice-president, secretary, and treasurer and may include such other officers (as shall be

determined by the Board of Directors) as may be elected in accordance with the provisions of this Article.

b. Categories of Directors: Board members shall consist of three (3) categories of members: Executive, General and Advisory.

c. Number of General Board Members. General Members of the Board of Directors shall include not less than five (5) nor more than twenty (20) members to be approved by a vote of a quorum to the Corporation. This figure does not include the Officers as noted in Article III Section 2 (a).

d. Advisory Members. Advisory Members of the Board of Directors may include citizens of note from the community with similar interests to the Corporation including, but not limited to, sports personalities, business and political leaders, heads of sports groups, and others that the Board of Directors, from time to time, shall deem worthy of serving in an advisory capacity to the Corporation.

Section 3. Duties

A. Duties of the Board of Directors.

The Board of Directors shall establish the policies to be followed in carrying out the mission, purpose and functions of the Corporation as set forth in the bylaws herein, and shall have general charge of the business, affairs and activities of the Corporation including, but not limited to:

- a. Authority to elect Executive Board and Board Members of the Corporation and to remove the same with or without cause;
- b. Authority to grant inactive and non-voting status to members;
- c. Permission to enact, amend, or repeal provisions of the bylaws;
- d. Admission of new members;
- e. Re-classification and/or termination of the membership of members as provided by the bylaws;
- f. Establish other general policies of the Corporation;
- g. Receive and review the reports of the President, Executive Committee, other standing or appointed committees, or persons charged with carrying out the activities of the Corporation;
- h. Take other action as is customary for boards of directors of a corporation.

B. Duties of the Officers

a. **President.** The President shall be the chief executive officer of the Corporation; shall preside at all regular and special meetings of the Board of Directors; shall chair meetings of the executive committee; shall serve as an ex officio member of all standing and appointed committees; shall have the general management of the affairs of the Board of Directors; shall serve as the principal contact with the executive director and chief operations officer of the Corporation for the Board of Directors; and shall see that all orders and resolutions of the Board of Directors are carried into effect.

b. **Vice President.** The Vice President, in the absence or disability of the president, shall assume all the powers and functions of the president. And, as such shall, chair the future directions committee and serve on the executive committee, the finance committee, and other such committees as assigned and shall perform such other duties as the Board of Directors shall prescribe.

c. **Secretary.** The Secretary may serve on the executive committee; shall record minutes of the Board; sign all official documents as required and shall perform such other duties as the Board shall prescribe. (To include: overseeing the corporate website, notification of meetings, etc. to Board members, distribution of minutes, etc.)

d. **Treasurer.** The Treasurer shall serve on the executive committee and shall chair the finance committee; shall review all financial documents prepared by staff or other agents of the Corporation and shall perform such other duties as the Board shall prescribe.

Section 4. Election of the Board

a. **Annual Election.** The Executive Board and other Directors of this Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Corporation. Candidates for service as a Director, whenever possible, should be selected from members of the Board. Candidates for service as a member, whether that service be in a General or advisory capacity, should be selected from the community as noted in Article III, Section 2 of these bylaws.

b. **Determination of Slate of Directors.** The slate of Directors shall be determined prior to the annual meeting of the Corporation each year. The responsibility for this determination shall be with the Future Directions Committee and the slate shall be elected by the Board no later than the last meeting of the Board prior to the annual meeting of the Corporation.

c. **Approval of Slate of Directors.** The slate of approved Directors shall be presented at the regularly scheduled annual meeting of the Corporation.

Section 5. Term of Office

a. **Terms of Executive Board Members.** Executive Board members of the Corporation shall be elected for a term of two (2) calendar years beginning on January 1, and ending on December 31.

b. Terms of General Board Members. Members of the Corporation shall be elected for a term of three (3) years.

Section 6. Removal of Members of the Board

a. Removal without Prejudice. Any Member of the Board may be removed by the Board, whenever, in its judgment, the interests of the Corporation would be thereby best served. Any such removal shall be done without prejudice to the contract rights, if any, of the Member of the Board so removed.

b. Method of Removal. Any Member of the Board may be removed, with cause, by a vote of two-thirds of the Members of the Board of Directors present at either a special meeting called for that purpose or at a regularly scheduled meeting where proper notice of this pending action has been given.

c. Meeting Requirements. A voting member of the Board of Directors may be removed from the Board or assigned non-voting status should they miss three (3) consecutive regularly scheduled meetings of the Board or more than six (6) regularly scheduled meetings during a twelve (12) month period without valid cause or reason and without prior notification of his or her absence.

d. Filling of Vacancy upon Removal of a Member of the Board. Upon action of the Board, any vacancy caused by a removal may be filled only by acceptance of board members.

Section 7. Replacement of Members of the Board

a. Filling of Vacancy Under all Circumstances. Whenever a vacancy exists on the Board whether by death, resignation, removal, or otherwise, the vacancy shall be filled by a majority of the remaining Members of the Board at a regular or special meeting of the Board. Any person elected to fill the vacancy should have the same qualifications as were required of the member whose office was vacated.

b. Filling the Vacancy of an Unexpired Term of and an Executive of the Board. In the event that a Director is replaced prior to the completion of their term, the person replacing the un-expired term of office shall be elected by the Board to serve the balance of the one-year term.

c. Filling the Vacancy of and Unexpired Term of a Member of the Board. In the event that a member is replaced prior to the completion of their term, the person replacing the un-expired term of office shall be elected or appointed to serve a three year term. Should the vacancy occur prior to December 31 of the calendar year, the person replacing the un-expired term of office shall complete the calendar year and shall be placed upon the slate of Officers to serve a full term of three (3) years effective January 1 of the next calendar year.

Section 8. Property Rights

No Member of the Board of Directors shall have any right, title, or interest in any of the property or assets, including any earnings or investments income of this Committee, nor shall any of such property or assets be distributed to any member on the dissolution or termination thereof.

Section 9. Liability of Members

a. No Personal Liability. No Member of the Board of Directors shall be personally liable for any of the Corporation's debts, liabilities, or obligations nor shall any member be subject to any assessment to meet these debts, liabilities, or obligations.

b. Executive Directors and Members Insurance. The Corporation shall maintain, at a minimum, a general liability insurance policy and a directors and members insurance policy to cover potential losses from the activities of the Corporation.

Section 10. Compensation

No member of the Board shall receive any compensation from the Corporation for performance of their duties as an Officer or Member of the Corporation.

Article IV Meetings

Section 1. Annual Meetings

The Annual Meeting of the Board of Directors shall be held once each year. That meeting will be held no later than and to be regularly scheduled as the second Wednesday of the month of January for the next calendar year.

Section 2. Regular Meetings of the Board of Directors

The Board shall hold Regular Meetings on the second Wednesday of every month throughout the calendar year.

Section 3. Special Meetings

Special Meetings of the Board of Directors may be called by the President and two (2) other Executive Board Directors of the Corporation or by no less than three (3) members.

Section 4. Notice of Meetings

a. Setting of Annual Schedule. No later than December of each year, the Board shall determine a schedule of Regular Meetings of the Board. Once action is taken on this schedule and the results of the action are distributed to the Board, no further notice is required.

b. Notice. Except as noted in Article VIII, Section 5 a of the Bylaws, written or printed notice stating the place, day, and hour of any meeting of the Board shall be delivered personally, by electronic mail, or by mail to each member entitled to vote at such meeting not less than ten nor more than sixty days prior to the date of such meeting. Such action may be taken by or at the direction of the President, or those persons eligible for such action as outlined in Article VIII, Section 4 of the Bylaws.

c. Reason for Special Meetings in Notice. In case of Special Meetings, or when required by these Bylaws or by law, the purpose or purposes for which the meeting is called shall be stated in the notice.

d. Delivery Upon Sent to Address of Record. If sent by mail, a notice of meeting shall be deemed delivered when deposited in the United States mail, postage prepaid, addressed to the member at the address as it appears on the records of the Corporation at the time of mailing.

Section 5. Action without Meeting

a. Required Action With Notification. No Meeting need be held by the Board to take action required or permitted to be taken by law, permitted by the Bylaws of the Corporation, or assigned to staff or a Member of the Board provided all members of the Board are notified in writing in person, by mail, or by electronic mail of the required action.

b. Consent for Action. Such action may be taken provided that a majority of those responding consent in writing to such action and that such written consent or consents is/are fixed with the minutes of the proceedings of the Board of Directors.

c. Force of Action Without Meeting and Unanimous Consent. Action by written consent shall have the same force and affect as an action by unanimous vote of the Board.

d. Extraordinary Circumstances. Staff may take action on behalf of the Board provided said action is permitted by contractual agreements, have previously been permitted through budgetary review and approval, or that said action is approved in person or in writing by a majority of the Executive Committee under extraordinary circumstances.

Section 6. Vote by Proxy

a. Written Proxy Voting Permitted. A Member of the Board may provide a written proxy to permit action at any meeting of the Board that they are unable to attend.

b. Submission of Written Proxy. Such written proxy must be given to a Member of the Board of eligible to vote and the proxy shall be given to the Secretary prior to the start of any meeting that said proxy shall be in affect.

c. Designation of Proxy for Single or All Actions at a Meeting. Said proxy may be limited to a single action or assigned to all actions that may take place at any meeting that said proxy shall be in affect.

d. Vote by e-mail. In the event of the need for a vote between regular or special meetings, the President is authorized to conduct an e-mail vote of all current members. Members should be canvassed at the e-mail address on file with the President. Members shall be allowed 48 hours from the time the e-mail canvass is sent to respond.

Section 7. Quorum

a. Determination of a quorum. For purposes of voting and determining a quorum, only members designated as General members, and Executive Board Members in attendance shall be considered.

b. Definition of Quorum. A Quorum shall consist of 50% of the Membership of the Board of Directors eligible to vote including votes by proxy.

c. Committee of the Whole. When a quorum is not present at a Regular or Special Meeting, those present may carry out the business of the Corporation as a Committee of the Whole. In such case(s) actions taken on behalf of the Corporation by the Committee of the Whole shall have the same force of action and consent of the Board of Trustees provided the actions required in Article VIII Section 6 b and c are met.

Article V Rules

Except as noted in the By-Laws, the Rules of the Corporation shall be the most recently revised edition of Roberts Rules of Order.

Article VI Membership

Section 1. Membership

a. Open Membership. Membership shall be open to the general public and shall consist of individuals with similar interests as stated in Article II of the Bylaws who have submitted a letter of application and met the requirements therein.

b. Non-Discrimination. Membership shall not be restricted because of race, color, creed, sex, or national origin.

Section 2. Levels of Membership

The Board may set a schedule of fees to determine from time to time the levels of membership fees payable to the Corporation to establish Membership in the Corporation. There will be no additional fee for being a member of this Board.

Article VII Dissolution Clause

- a. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.
- b. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principle office of the corporation is then located, exclusively for such purposes or to such organization(s), as the court shall determine, which are organized and operated exclusively for such purposes.

Article VIII Power of the Board of Directors to Amend Bylaws

Subject to the limitations of the Articles of Incorporation, these bylaws, and the Corporations' Not-for-Profit Law of New York, concerning corporate action that must be authorized or approved by the Executive Board of Directors and the Board Members of the Corporation, the Bylaws of this Corporation may be amended, repealed, revised, added to, or new Bylaws may be adopted, by a resolution, approved by the majority of the Board voting at any Regular or Special Meeting of the Board.