

Delaware Women's Alliance for Sport and Fitness, Inc.

By-Laws

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Article I.

Name of the Organization

The name of this organization shall be “*Delaware Women’s Alliance for Sport and Fitness, Inc.*”, hereinafter referred to as **DWASF, Inc.** or the *Alliance*.

Article II.

Purpose

The purpose of DWASF, Inc., a non-profit organization, is to promote athletics, fitness, and recreation for women of all ages and competitive levels throughout the state of Delaware. The Alliance provides encouragement, support, education, and sponsorship of activities, including the awarding of grants and scholarships, pursuant to this goal.

DWASF, Inc. is committed to creating an atmosphere of tolerance, civility, and respect for the rights and sensibilities of each individual regardless of personal characteristics and beliefs. The Alliance does not discriminate against any person because of age, ancestry, color, disability or handicap, gender, national origin, race, religious creed, or sexual orientation.

Article III.

Membership

- 3.1 **Membership** in DWASF, Inc. shall be available to individuals on a voluntary basis who agree to be governed by the By-Laws of DWASF, Inc. and pay the required annual dues.
 - 3.1 (a) Allied membership in DWASF, Inc. shall be available in two classes:
Adult and *Junior* (Under 18 years of age).
 - 3.1 (b) A membership application with accompanying dues must be filed with the DWASF, Inc. Board of Governors for majority approval at the next scheduled Board meeting.
- 3.2 **Dues** for membership in DWASF, Inc. shall be determined by a 2/3 vote of the Board of Governors. The dues for *Junior* members of the Alliance shall be 50% of the *Adult* membership rate.
 - 3.2 (a) Dues shall be paid annually, collectible on one of two anniversaries, either March 1 or September 1.
- 3.3 **Member Privileges.** Only members in good standing shall be eligible to vote, hold office, or serve on a DWASF, Inc. committee.
- 3.4 **Voting Privileges.** Each Allied member shall have one vote for the election of officers. or amendment of By-Laws at the annual meeting. If an Allied member is unable to be in attendance at the annual meeting, an absentee ballot may be submitted. Such ballots may be obtained from the Nominating Committee Chair upon written request prior to the meeting. Such ballots must then be returned to the Nominating Committee Chair prior to the meeting.

Article IV.

Board of Governors

4.1 Administration. A thirteen-member Board of Governors composed of four officers and nine at-large members shall administer affairs of the Alliance.

4.2 Responsibilities.

4.2 (a) The DWASF Board of Governors shall formulate the policies, administer programs, and direct the financial affairs of DWASF, Inc. including the appropriation of funds to fulfill its programs and objectives and designating the means for an annual audit of the books.

4.2 (b) Board members shall attend all regularly scheduled Board meetings. Exceptions shall be granted for excused absences approved at the discretion of the President.

4.3 Elections to the Board. Members of the Board of Governors shall be elected by the Allied membership at an annual meeting.

4.3 (a) A nominating committee, appointed by the Board, shall prepare a slate of candidates for election to the Board. The slate will be presented to the membership prior to the annual meeting. Via secret ballot at the annual meeting, members will vote as to the acceptance of each candidate. Those candidates receiving the greatest number of acceptance votes will be elected to fill any open term vacancies on the Board.

4.3 (b) If there remain more Board vacancies than acceptable candidates, then the Board shall make an appointment to fill the vacancy as soon as is practical.

4.3 (c) Board members shall serve a three-year term, and may be elected to serve two consecutive terms. The term begins with the annual meeting at which the Board member is elected.

4.3 (d) After the first two terms have been served, one year must elapse before the member is eligible to serve any subsequent three-year term.

4.3 (e) Election of Board members will be on staggered years so that approximately one-third of the Board members will be replaced in any given year.

4.3 (f) Should a Board member resign or be removed prior to the conclusion of the three-year term, the Board shall elect a member to fulfill that term.

4.3 (g) Any term exception or conflict with the term of an officer replacement per Article 5.2 (d) must be voted upon and approved by the Board.

4.4 Remuneration. Board members shall receive no remuneration for services to, or on behalf of, the Alliance. Board members may be reimbursed for documented, reasonable expenses incurred in the performance of duties.

Article V.

Officers & Executive Committee

5.1 Officers. The officers of the Alliance shall be President, Vice-President, Secretary, and Treasurer. Together, they comprise The Executive Committee. The Executive Committee is authorized to render, when necessary, immediate decisions concerning DWASF, Inc. policy subject to the subsequent approval of the Board of Governors.

5.2 Election of Officers

- 5.2 (a) A nominating committee, appointed by the Board, will prepare a slate of candidates for office from current members of the Board of Governors. The positions of President and Treasurer will be elected in odd numbered years; Vice President and Secretary will be elected in even numbered years.
- 5.2 (b) The Board will vote, via secret ballot, upon the slate, a month prior to the end of the fiscal year so that terms coincide with the fiscal year July 1 – June 30.
- 5.2 (c) Officers shall serve two-year terms, and may be not be elected to serve more than two consecutive terms in the same office.
- 5.2 (d) If a vacancy in the Presidency occurs, the Vice President will assume that office. The Board will fill mid-term vacancies occurring in the other officer positions with a special election.
- 5.2 (e) No member may hold more than one office at a time.
- 5.2 (f) The duties of the officers shall be as common practice dictates in addition to those duties detailed below.
- 5.3 President**
- 5.3 (a) The President shall be the presiding officer of both the Executive Committee and the Board of Governors, having the power to call and preside over meetings of those committees and of the Alliance.
- 5.3 (b) The President, or designate, shall have the power to represent the Alliance at all public or private affairs, briefings, interviews, and meetings.
- 5.3 (c) The President will prepare and distribute the agenda, proposed By-Law changes, and election slate for annual meetings of the Alliance thirty days prior to the meeting.
- 5.3 (d) The President will prepare the agenda for Board meetings and distribute it to Board members at least seven days prior to regular meetings.
- 5.4 Vice-President**
- 5.4 (a) The Vice-President shall exercise presidential powers in the President's absence.
- 5.5 Secretary**
- 5.5 (a) The Secretary shall be responsible for keeping an accurate record of all business of the Alliance, and for distributing minutes and meeting notices.
- 5.5 (b) Under direction from the President or Board, the Secretary shall be responsible for any correspondence of the Alliance.
- 5.6 Treasurer**
- 5.6 (a) The Treasurer shall administer the financial affairs of DWASF, Inc., under the direction of the Board, and shall render a monthly financial statement.
- 5.6 (b) The Treasurer shall be responsible for the collection of dues from the membership, the depositing of all income sources, keeping accurate records as to the status of the treasury, handling all disbursements in accordance with the budget, and shall make other expenditures as may be authorized by the Board.
- 5.6 (c) In conjunction with the rest of the Executive Committee, the Treasurer prepare and

present an annual budget to the Board for approval.

5.6 (d) The Treasurer will make the financial records available for an annual audit of books as specified by the Board.

5.6 (e) The Treasurer shall be responsible for overseeing the filing of appropriate annual tax returns.

5.6 (f) The Treasurer shall be bonded in a manner approved by the Board.
Responsibility for paying for the cost of the bond will rest with the organization.

5.6 (g) All checks must have signatures of any two of the officers: President, Vice-President, or Treasurer.

Article VI.

Meetings

6.1 The annual meeting of the Alliance shall be during the first quarter of the calendar year at a time and place set by the Board of Governors, and announced to the Allied membership at least thirty days in advance. Announcement to the membership may be in form of a direct mailing, *Newsletter*, or electronic posting.

Agenda items for the Annual Meeting will include:

- introduction of the Board and Officers
- report of the Alliance's activities for the year
- election of new Board members
- concerns from the floor
- voting on any By-Laws changes

6.2 **Board Meetings.** The Board of Governors shall meet regularly at a time and place set by the Board of Governors and announced to the Allied membership. The Secretary or designee shall send written notice of the meeting, to Board members, seven days in advance. Board meetings are open to the Allied membership. The Board will accommodate concerns from Allied members.

6.3 **Special Meetings.** The President may call a special Board or Executive Committee meeting at any time. A Special Meeting of the Board *must* be called within a reasonable time if requested in writing by two or more Board members. When called, the notice shall specify the reason for meeting, the agenda, and time and location of the meeting, giving sufficient notice so as to allow a quorum.

6.4 **Committee Meetings.** Standing and Special Committees shall meet at the call of the chairperson, who must give the members of the committee adequate advance notice of the meeting as to allow a quorum.

6.5 **Alternative Meeting.** Where necessary, business of the Board, the Executive Committee, a Standing Committee, or Special Committee, may be conducted via a telephone conference call or on electronic mail assuming all committee members have notice of and access to the technology.

Article VII.

Committees

7.1 Standing Committees

7.1 (a) The following standing committees will be appointed annually at the beginning of the

fiscal year, by the President.

- Membership
- Strategic Development
- Outreach (public relations, Newsletter, Web site)
- Scholarship
- Grants
- Women in Sports Day annual event
- Parliamentarian

7.1 (b) Standing Committee chairpersons must be Board of Governors members.

7.1 (c) The Board shall have the power to add Standing Committees as the need arises.

7.2 **Special (Ad Hoc) Committees.**

7.2 (a) Special committees may be appointed by the President as warranted. These might include: By-Laws, Awards, Internal Audit, Specific Programs, etc.

7.2 (b) Special Committee chairpersons need not be Board of Governor members.

7.3 **Reporting.** Chairpersons will report the activities and recommendations of their committees to the Board at regular Board meetings, or make their report in writing to the President seven days prior to the regular Board meeting.

7.4 **Functioning.** The Board must approve *procedural* decisions of all committees. The Board must approve any committee decisions that have any financial implications, requests, or expenditures. Expenses not specifically budgeted for must be approved prior to the expenditure.

Article VIII.

Quorums

8.1 A quorum for the transaction of DWASF, Inc. business requiring votes shall be as follows:

8.1 (a) **Annual Meeting:** At least 20% of the Allied membership must be present.

8.1 (b) **Board of Governors:** At least seven members must be present.

8.1 (c) **Executive Committee:** At least three members must be present.

8.1 (d) **Standing/Special Committees:** A majority of the committee members must be present.

Article IX.

Withdrawal or Removal

9.1 **Resignations.** Any member of the Alliance or the Board desiring to resign shall give written notice to the President.

9.2 **Membership Revocation.** A member of DWASF, Inc. may be removed from the Alliance if their actions are detrimental to, or impair the effectiveness of the Alliance. Such removal requires a two-thirds vote of the members of the Board of Governors present at a meeting called for such action.

6.1 Board Removal. Any Board member may be removed from the Board of Governors for failing to fulfill the obligations of office or committee. Failure to fulfill obligations may include accumulation of unexcused absences from regular Board meetings. Such removal requires a two-thirds vote of the members of the

Board of Governors present at a meeting called for such action.

Article X.

Parliamentary Authority

Robert's Rules of Order, newly revised, shall be the authority on all questions not otherwise covered in these By-Laws.

Article XI.

Amendment of By-Laws

- 11.1 These By-Laws may be amended at any annual meeting of the Alliance by two-thirds vote of the members of the Alliance present or voting by absentee ballot. The total combination of voting members must meet the quorum of 20% of the Allied membership.
- 11.2 All proposed amendments to these By-Laws must be submitted in writing (electronic or hard copy) to the President by January 1 for them to be included on the agenda and ballot for the following annual meeting.

Article XII.

Indemnification by Corporation

Officers, Board members, Allied members, employees and agents of the Alliance will be indemnified for any costs, including attorney's fees, expenses, or liabilities necessarily incurred in connection with the defense of any action, suit, or proceeding in which they are made a party by reason being or having been a member serving in an elected or appointed capacity. No member or employee shall be indemnified when judged in the action or suit to be liable for negligence or misconduct in the performance of duty.

Article XIII.

Dissolution

Upon final liquidation of the Alliance, any existing assets, equipment, materials or items after payment of outstanding debts, shall be disposed of in accordance with the Restated Certificate of Incorporation.

Article XIV.

Saving Clause

If any clause, sentence, paragraph, section or portion of these By-Laws for any reason shall be adjudged invalid by a court having jurisdiction, such judgment shall not effect, impair, or invalidate the remainder of these By-Laws, not directly involved in the controversy, in which judgment is rendered.