

# **RHODE ISLAND INTERSCHOLASTIC INJURY FUND**

## **BY-LAWS**

### ARTICLE I

#### Name and Purpose

1.1 The name of this nonprofit corporation shall be the Rhode Island Interscholastic Injury Fund (the "Corporation").

1.2 The purpose for the formation of this nonprofit Corporation is for the establishing, raising, maintaining and distributing funds to the athletic departments of high schools participating in the Rhode Island Interscholastic League. Distributions will be made to assist athletes, coaches or officials injured in sanctioned interscholastic games and practices with their medical expenses, which expenses exceed the amount paid by the injured party's primary medical insurance and to establish and support educational programs for coaches in order to help prevent injuries, and any and all other lawful business for which nonprofit corporations may be incorporated under the Rhode Island Nonprofit Corporation Act. Any and all financial assistance rendered by this Corporation to members of the Rhode Island Interscholastic League and all other participating schools shall be given purely on a voluntary basis and in such amounts and in such manner as the Board of Directors in its sole discretion shall determine.

### ARTICLE II

#### General

2.1 Principal Office The principal office of the Corporation shall be located in Rhode Island at the business or residence of its acting Treasurer.

2.2 Procedure Any rules of procedure not expressly covered by these By-laws shall be governed by Robert's Rules of Order.

2.3 Books and Records The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the Corporation are to be located in the Corporation's offices and may be inspected by a director or member for any proper purpose at any reasonable time.

2.4 Contracts The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

### ARTICLE III

#### Fiscal Policies

3.1 Fiscal Year The fiscal year of the Corporation shall end on December 31st.

3.2 Accounting, Deposits and Checks All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer.

The Board of Directors is authorized to select such banks or depositories as it shall deem proper for the funds of the Corporation.

3.3 Expenditures No member of the Board of Directors or its committees shall incur any liability on behalf of the Corporation without previously obtaining the approval of the president and in concurrence with the budget approved by the Board of Directors, except that the President and Treasurer do not need approval of expenditures in amounts less than \$ 2500 provided such expenditures contribute to the operation and mission of the Corporation.

## ARTICLE IV

### Board of Directors

4.1 General Powers The Board of Directors shall have the power to control and manage all of the affairs and property of the organization, to exercise, in addition to the powers and authorities expressly conferred upon it by these By-laws or by the Articles of Incorporation, but subject to all restrictions on such powers expressly provided therein, all powers that may be lawfully exercised, and to cause the Corporation to do all things that may lawfully be done by it. Without limiting the generality of the foregoing, the Board of Directors may restrict, enlarge or otherwise modify the powers and duties of any or all of the officers of the Corporation.

The duties of the Board of Directors shall include but not be limited to: policy approval, fiscal policies, fiscal oversight and fundraising.

4.2 Composition of the Board of Directors No person may be excluded from Board membership on the basis of age, race, sex, national origin, ethnic group, handicap, or sexual preference.

4.3 Qualifications and Responsibilities Directors shall demonstrate a commitment to the Corporation's mission and shall be responsible for attending board meetings, serving on committees, addressing policy issues, providing fiscal oversight, assisting in fundraising, making a contribution to the organization, and, in general, shall perform all duties incident to serving as a director.

4.4 Number and Tenure The Board of Directors shall consist of at least seven and not more than eighteen persons. At this time, the members are elected to serve one year terms on the Board. The Board may devise a method with longer staggered terms whereby in the future only the terms of one third to one half of the members shall expire in any one year. The President may, at his or her discretion, appoint a Director in any instance where a Director's term is not fully served.

4.5 Quorum A majority of the number of directors serving at that time shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a quorum of the members are present at said meeting a majority of the members present may adjourn the meeting from time to time without further notice. Directors may be present in person or by proxy.

4.6 Nominations and Elections The Nominating Committee shall prepare annual slates for nominations for the Board of Directors. Election will occur at the annual meeting of the Corporation. Officers shall be elected for a one year term by the Board of Directors at the annual Board meeting following the election of new Board members. Officers shall be members of the Board of Directors.

4.7 Removal A vacancy on the Board of Directors of the Corporation shall be deemed to have automatically occurred when a member has failed to attend in person three consecutive board meetings without satisfactory excuse or upon written notice by the vacating member to the Chair. With five working days prior written request to the President, signed by 50% of the total number of directors serving at that time, the Board of Directors may discuss the removal of any director. Said director may be removed from office, with or without cause, by an affirmative vote of two-thirds (2/3) of the total number of directors serving at that time and another may so appointed by the Board of Directors, upon recommendation of a qualified candidate by the Nominating Committee, in the place of the person so removed, to serve for the remainder of the term..

4.8 Resignations Any director or officer may resign at any time by notifying the President in writing. Any such resignation shall take effect at the time therein specified.

4.9 Vacancies Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of directors, may be filled, upon recommendation of a qualified candidate by the Nominating Committee, by the affirmative vote of the majority of the remaining directors, but in no event less than the quorum of the Board of Directors. A director elected to fill the vacancy shall be elected for the unexpired term of his/her predecessor in office.

4.10 Manner of Acting The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the members, except where otherwise provided by law or by these by-laws.

4.11 Informal Action by Directors Any action required by law to be taken at a meeting of directors, or any act which may be taken at a meeting of directors, may be taken without a meeting if a consent, in writing, setting forth the actions to be taken, shall be signed by all directors.

4.12 Meetings

(a) Meetings of the Board of Directors will be conducted on a regular basis, generally three times a year, with the time and place of such meetings to be at the discretion of the Board. Special meetings may be called by the President, or by request of not less than one-third of the Board of Directors. Advance notice of special meetings shall be given when practical.

(b) Annual meetings shall be held in the month of May each year to elect officers and to transact such other business as may properly be brought before the meeting. Meetings of the membership are also conducted throughout the year, with the time and place of such meetings to be published in the corporation newsletter.

4.13 Compensation. No member of the Board of Directors shall receive compensation for his or her services, except as shall be determined by the Board of Directors.

## ARTICLE V

### Officers

5.1 Titles and Term of Office The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer and an assistant Treasurer, and such other officers as the Board of Directors may from time to time elect or appoint. One person may hold more than one office, except the President and Treasurer and the Treasurer and Assistant Treasurer. The term of office for each officer shall be the one-year period commencing with the date of the annual meeting of the Board of Directors.

All officers shall be subject to removal, with or without cause, at any time by a vote of two-thirds (2/3) of the whole Board of Directors.

A vacancy in the office of any office shall be filled by a vote of a majority of the directors.

5.2 Powers and Duties of the President The President shall be the principal volunteer officer of the Corporation and, subject to the Board of Directors, she/he shall be in general charge of the properties and affairs of the organization. The President shall preside at all meetings of the members, and of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any contracts or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or agent of the Corporation. The President shall be an ex-officio member of all committees of the Board of Directors, except the Nominating Committee, and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President will only vote if necessary to break a tie within the Board of Directors.

5.3 Secretary The Secretary shall keep a correct record of the proceedings of the meetings of the members and of the Board of Directors; shall distribute the minutes to all board members prior to the next meeting; shall see that all notices are duly given in accordance with the provisions of these by-laws or as required by law. The Secretary shall also do the correspondence of the Corporation; be custodian of the records; keep a register of the address and telephone numbers of each member; prepare and mail out yearly invoices; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors. .

5.4 Treasurer and Assistant Treasurer. The Treasurers shall act under the supervision of the Board and shall have charge and custody of, and be responsible for, all funds of the Corporation and shall keep or cause to be kept, and shall be responsible for the keeping of, accurate and adequate records of the assets, liabilities, and transactions of the Corporation. She/he shall deposit, or cause to be deposited, all monies and other valuable effects of the Corporation in the name of and to the credit of the Corporation in such banks, trust companies, or other depositories as may be designated from time to time by the Board. She/he shall disburse, or cause to be disbursed, the funds of the Corporation based upon approval of the proper applications submitted by the schools and in accordance with the Board-authorized budget. She/he shall report in writing a financial report for each board meeting and prepare or cause to be prepared all other financial reports as required by the Corporation. The Assistant Treasurer shall specifically be charged with collecting the funds due from the participating schools.

## ARTICLE VI

### Committees

6.1 Nominating Committee The President shall appoint the Chairperson and members of the Nominating Committee. There shall be three (3) people on the Nominating Committee; a minimum of one shall be a director.

6.2 The Claims Committee. The Claims committee shall do the initial evaluation of all claims in excess of \$5000 made to the Corporation and make a recommendation to the Board or Executive Committee as to recommended action. The Treasurer may also solicit the assistance of claims under the \$5,000 threshold if the facts of the case are of an unusual nature. The Claims Committee shall consist of the Treasurer and Board Members.

6.3 The Finance Committee. The Finance Committee shall consist of the President, Treasurer and two Board members. The committee shall ensure that the Corporation is following financial guidelines established by the Board. It shall also evaluate the performance of the investment portfolio and its manager.

6.3 Executive Committee The Executive Committee shall consist of all the officers of the Corporation and shall meet from time to time to conduct the day to day affairs of the Corporation.

6.4 Term of Office Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until a successor is appointed, unless the committee shall be sooner terminated or unless such members shall cease to qualify as a member thereof. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

## ARTICLE VII

### Amendments to By-Laws

The By-laws may be altered, amended or repealed and new By-laws may be adopted by an affirmative vote of two-thirds of the Directors present at any regular or special meeting of the Board of

Directors at which a quorum is present, provided that proper written notice of such meeting and of the proposed changes in By-laws is given at least 10 days prior to the meeting at which such changes are to be presented for approval.

## ARTICLE VIII

### Indemnification

Every person who is or shall be or shall have been a director or officer of the Corporation and his or her personal representatives shall be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit, or proceeding to which she/he may be made a party by reason of his/her being or having been a director or officer of the Corporation or of any subsidiary or affiliate thereof, except in relation to such matters as to which she/he shall finally be adjudicated in such action, suit, or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct or willful negligence in the performance of his/her duty as director or officer. Cost and expenses of actions for which this Article provides indemnification shall include, among other things, attorneys' fees, damages, and reasonable amounts paid in settlement.

## ARTICLE IX

### Dissolution

If the Corporation be dissolved, the Board of Directors shall donate its remaining assets to a nonprofit corporation that has a similar expressed purpose to that of the Corporation, which is organized under Rhode Island Law, and which is tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) and in accordance with the laws of the State of Rhode Island.