

Capital Region Nordic Alliance Inc.

Bylaws

Article I – Name

The name of this Alliance shall be Capital Region Nordic Alliance Inc., herein after referred to as “CRNA”. The current principle office is located at 28 Eileen St., Albany, NY 12203

Article II – Purposes

The purpose of the Alliance shall be to improve the health of the entire community by providing the following:

- CRNA will provide integrated sport/recreation opportunities for those with physical disabilities/emotional trauma and special needs as well as able bodied individuals to gain confidence and dignity through co-participation in sports, recreation and related instructional programs. CRNA includes and encourages participation of the entire greater community, regardless of ability or orientation.
- CRNA’s sport/recreation events are year round four season inclusive events for the greater community via collaboration and participant registration in the Nordic Sports of Biathlon (Paintball, Paralympic and .22 cal), Orienteering (foot and ski, Snowshoeing (hiking and trail running), and Cross Country (XC) Skiing (roller skiing, dry land activities). Capital Region Nordic Alliance recognizes that where the sports take place make the sports themselves special and unique whether on snow, grass, dirt, or among falling leaves.
- CRNA collaborates with local or regional organizations to have the sports and their events create a positive social impact on the region.
- CRNA instructs participants and families on the benefits of participating in the Alliance sports for the benefit of personal transformation and community growth, and appreciation of the greater natural environment, which benefits each in ways too profound to describe or measure. This objective will be accomplished by the

implementation of well formulated curricula in each sport.

Article III – Board of Directors

- CRNA has Sport Leaders that come from each of the four recognized sports, and a fifth Director that forms CRNA's Board of Directors (BoD).
- The number of BoD members is five so governance and decision making remain optimal.
- These five individuals shall be known as the board of directors. A quorum for conducting business is three present directors
- The Fifth Director will be selected from an alliance sport, affiliated organization or person interested in serving CRNA and its participants.
- Additional BoD members, both from an alliance sport or not can serve the Alliance through a process delineated in Article IV.
- Until such time as CRNA has the funds to recruit/hire staff for the alliance, the BoD will assume all the responsibilities of the alliance.

Article IV – Election/Appointment of Directors

- The management of CRNA shall be vested in a Board of Directors (BoD) consisting of a President, Vice President, Secretary and Treasurer and Director, usually to be leaders from each of the alliance's four sports plus one.
- A member from one of the alliance's four sports, who self nominates or is nominated by another alliance member, will be placed on the ballot to be a BoD member and submitted to the membership for approval.
- The slate of Directors and their designated positions of President, Vice President, Treasurer and Secretary will be put forth before the current membership for a vote. If the slate is not approved, additional nominations and approval by the BoD will be

sought with subsequent submission to the membership.

- If no members come forth to fill a soon to be empty BoD position, nominations will be sought from the alliance sports, other affiliated organizations or interested individuals
- BoD terms will be staggered to ensure there is continuity in BoD membership and governance
- Each director shall hold a position for a term of four years. The staggered BoD terms will be established and reviewed yearly. In the onset to allow for the stagger certain members of the board will serve an additional time of six months to one year and the term dates will be recorded in the minutes. Once established thereafter, all terms will be four years.
- If any vacancy occurs among the elected BoD, the remaining directors shall elect a person who meets the qualifications for the position to fill the vacancy at any regular or special meeting. The Director so elected by the Board shall serve until the Annual Meeting immediately following, at which time the membership will elect a member to serve for the balance, if any, of the unexpired term. If a person cannot be elected from the sport vacating the board, other interested candidates will be considered.

Article V – Roles, Responsibilities, Positions

- Any person in good standing from any of the alliance sports can serve on the BoD.
- Collaborate not only other alliance sports but other community agencies/organizations to provide open inclusive events, and a commitment to an

alliance/event outcome over personal advantage or gain.

Officers:

- **President:** Facilitates activities of CRNA in conjunction with the alliance and other partnering agencies/organizations. Abiding by the principles set forth in CRNA's case statement, the President will work to foster year round inclusive events, education and grant/fundraising initiatives with the support of the rest of the BoD.
- **Vice President:** Will assist the President and in the event of the his/her absence, preside over the situation as Vice President, in the President's stead.
- **Treasurer:** Keep accurate accountings of Alliance finances, being ready at any time to submit such accurate records to authorized persons or regulatory agencies.
- **Secretary:** Will keep accurate minutes from CRNA meetings, note events and other related initiatives. All documents will be kept in a secure location.
- **Leaving Office, Cause for Removal:** If any director leaves for any reason, the resignation will be formally submitted in writing at least 30 days prior to their last day, so a replacement may be located. If for any reason there is cause to dismiss a director for conduct unbecoming to the Alliance, the facts are to be presented to the BoD and membership for review, consideration, and appropriate action. A two thirds vote by the full body of current alliance members is required to dismiss any BoD member or alliance member for cause.
- **BoD Members at Large:** Additional BoD members (besides the initial five directors that hold offices), will come from Alliance sports, related agencies, organizations or interested community members. The BoD members at large will have to provide evidence substantiating their claim and interest in assuming their position on the BoD including ability to effectively fundraise on behalf of CRNA.

- **Committees:** The Board of Directors may appoint Standing or Ad Hoc committees, for the purpose of upholding the powers and authority of the BoD via the management of the business and affairs of CRNA, except these powers shall not include the power to adopt, amend or repeal Bylaws, which shall remain exclusively vested in the BoD of CRNA. The BoD reserves the authority to prescribe the manner in which the proceedings of any committee shall be conducted (e.g. membership, fundraising).
- **Executive Sessions:** It is under the prevue of the BoD to go into Executive Session when necessary (regular or special meetings) to take care of vital alliance business. If members are unable to personally attend, provisions for conference call attendance are permissible through a reliable phone vendor.

Member Responsibilityess:

- The BoD will perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws
- The BoD shall meet at such times and places as called by the Board Secretary. Produce accurate meeting minutes and financial statements will be required of both the Secretary and Treasurer.
- All BoD and members are to register their address and contact information with the Alliance secretary so notices of meetings can be made known to all, allowing ample time to attend
- If a BoD member misses three consecutive meetings without appropriate explanation he/she can be removed by the remaining BoD at a “called meeting” to dismiss that BoD member. Discussion may include the installation of a member in their respective place.

Conflict of Interest

Duty of Loyalty & Conflicts of Interest. No Officer or Director shall engage in, or condone, any conduct that is disloyal, disruptive, damaging or competes with the Corporation. No Officer or Director shall take any action, or establish any interest, that compromises his/her ability to

represent the Corporation's best interest. Members of the Board of Directors shall abstain from voting or attempting to influence the vote on any matter before the Board, that places him or her in a conflict of interest.

Conflict of Interest Definition: Conflict of interest exists when a matter to be acted upon by the BoD confers

a direct, substantial benefit to any Director of the board, or business or agency from which such a Director derives an income or has authority in governance.

Disclosure. – A member of the BoD shall disclose the conflict or potential conflict as soon

as he/she recognizes the same. If self-disclosure is commenced, the BoD president or any member of the BoD can, prior to voting, on the specific matter, in which a potential conflict of interest exists, inquire whether any member of the BoD desires to abstain from voting because of a conflict of interest

Determination of Conflict of Interest:

If no conflict of interest is disclosed but the Chair or any other member of the Board states the opinion that such a conflict exists and the challenged Board member fails to reveal or abstain from the deliberations or voting as requested, the Chair shall immediately call for a vote of the board member to determine whether the challenged member is in a conflict of interest scenario. If a majority of the BoD pass the motion to require the abstention of the challenged board member, that member shall not be permitted to vote.

Limitations. \ CRNA is dedicated to assuring that participation of individuals associated with the BoD abides by the mission and actions of CRNA. CRNA recognizes that such individuals may qualify for certain services offered by the Alliance. Participation as a member of the Board does not preclude an individual from receiving services that s/he may be eligible for and need. The receipt of services or the potential of receiving services may, however constitute a conflict of interest from time to time as defined herein, and must be fully disclosed prior to the use of services.

Compensation to BoD and Alliance Members

The CRNA BoD is a policy and working body directing CRNA in achieving its various objectives previously described. In an effort to maintain a vibrant and sustainable organization, efforts will be made to build in funding to reimburse BoD members for expenses incurred in discharging CRNA governance and event activities. An Executive Director position (ex-officio) with approved compensation by the BoD, will be created when financially appropriate to fully implement the mission and objectives of CRNA.

Fiscal Policy for CRNA

As part of its Duty of Care, the Board of Directors is responsible for the financial well-being of the organization. Access to cash and to the organization's funds must be safeguarded. This policy describes the general guidelines for establishing and maintaining a CRNA bank account. This policy is designed to improve internal control and provide better short-term management of CRNA funds. All organization funds must be placed in a bank account that clearly carries the name "Capital Region Nordic Alliance" in the account title. No bank account, which in any way purports to be, or appears to be, associated with CRNA shall be established or maintained without the prior authorization of the Board of Directors, whose authority includes bank accounts affecting any CRNA funds.

All bank accounts authorize the following as signers:

- CRNA President
- Treasurer ...--
- The Executive Director (when position and person are established)

One signature shall be required on all disbursement from agency accounts when the amount is under \$1,500. Amounts in excess of \$1,500 shall require two signatures

The BoD President will have the authority to designate individuals to initiate and complete cash transfers between operating accounts.

Non-liability of Directors or Members

The directors and members shall not be personally liable for the debts, liabilities or other obligations of CRNA

Indemnification by Corporation of Directors and Officers

The directors and officers of CRNA shall be indemnified by CRNA to the fullest extent of the laws of this state. Also, insurance may be purchased to protect

directors and officers against claims of liabilities asserted against them by the agent in such capacity.

Membership/Dues

- Membership CRNA is open to any individual regardless of ability or capacity to participate in any one or more of the recognized sports that CRNA governs
- Membership entitles a discount fee in any alliance vent and the opportunity to participate and vote at Alliance meetings.
- Members are entitles to participate at any alliance meeting and assist in alliance events or initiatives.
- Membership dues are determined by the BoD, and will be re-assessed yearly.
 - Since the mission of CRNA is to host integrated Nordic events year round with emphasis on including those with disabilities/special needs, the dues structure is implemented to maintain a diverse member/volunteer base supporting CRNA initiatives. Currently the Alliance's dues structure is as follows:
 - Those with disabilities/special needs-no dues is expected
 - <13 yr old free
 - 13-18 yr old \$10
 - Adults are \$15
 - Families are \$30
- The Alliance BoD, at its discretion, will create and modify as needed, dues or membership amounts for alliance activities and social/financial viability.

Amending CRNA By-Laws

Amending the bylaws provides CRNA the ability to transform as an organization, assuring continued growth in both the sport and its members. After the discussion and vetting process has occurred, the amendment procedure commences as follows:

1. Any proposed amendments must be presented to the membership at least 30 days prior to the next

CRNA meeting, whether regular in date or assigned as a special meeting

2. Comments from Directors or current members are to be submitted to the Alliance President for presentation at the next scheduled CRNA meeting.

3. Amendments will be voted on by each recognized Alliance sport members in attendance
requiring a 2/3 majority to approve the amendment.

Dissolution of CRNA

In the event CRNA ceases to function as the recognized 501 (c)(3), by consensus at a special meeting to discuss dissolution only, any CRNA sport specific equipment not purchased with CRNA funds will be retained by its rightful sport. CRNA funds and equipment will be sent to a single 501 (c)(3) entity that closely embodies the mission of CRNA to support those with disabilities and hold integrated events for the entire community. A detailed list of equipment that is on loan to CRNA will be maintained and kept current at all times, in order to establish proper ownership of equipment, and to facilitate accurate transfer of assets in the event of dissolution. Any assets owned by CRNA will be used to satisfy any legitimate outstanding debts of the alliance. All remaining assets will be disposed of as previously described.

