

SWARTHMORE RECREATION ASSOCIATION BYLAWS

Section 1 – General Powers

The Swarthmore Recreation Association (hereinafter referred to as “SRA” or the Organization) Board of Directors (collectively the “Board”, individually “Director”) shall oversee the finances, management, policies, and overall direction of the Organization. The Board is responsible for ensuring that the Organization upholds its mission and strategic priorities.

Section 2 – Directors and Elections

2.1 Number of Directors

The SRA Board of Directors shall consist of no fewer than ten (10) and no more than twelve (12) members divided into three (3) classes of four (4) Directors for a Term of three (3) years. The number of Directors may be adjusted by a resolution passed by a two-thirds majority of the Board.

2.2 Qualifications and Nominating Process

Directors must be committed to advancing the mission and goals of the Organization and should demonstrate a strong interest in recreational and community programming. The Organization values diversity and inclusion and the Board shall endeavor to recruit individuals who represent the broad range of diversity in the community, including but not limited to race, ethnicity, sexual orientation, gender, socioeconomic background, and professional expertise. The Board shall ensure that its members possess a diverse range of skills and expertise relevant to the Organization’s mission and goals.

Applications for candidates for Director shall be solicited via announcements on the Organization’s website, social media, email and in local publications during the months of March and April. All applications shall be directed to the Executive Director who will convey them to the Nominating Committee. The Nominating Committee shall evaluate all potential candidates and shall present an executive summary to the Board to fill open Director positions, considering the skills, experiences and diverse perspectives needed to support the Organization’s mission and goals. This executive summary shall be delivered to the Board at least two weeks prior to the May Board meeting.

At the May Board meeting, there will be time allotted for the Board to question the Nominating Committee about the candidates and to request additional information about specific candidates if desired.

New Directors shall be elected by a majority vote of the existing Board of Directors, including Directors serving the final year of their Term. Voting will take place prior to the June Board meeting via an anonymous online ballot in which each Director will cast a vote for their preferred candidates. The number of votes cast should match the number of Board vacancies being created by departing Directors. Candidates with the most votes will be appointed to the new Director class. In the event of a tie, a runoff election shall be held for the tied candidates. The President shall abstain from voting, if necessary, to avoid subsequent ties.

2.3 Term of Office

Directors shall serve for a Term of three (3) years. Directors may be re-elected for an additional Term after going through the process set by the Nominating Committee for the election of new Directors pursuant to Section 2.2 herein. Directors may not serve more than two (2) consecutive Terms; however, a previous Director is eligible to be a candidate for the Board after a one-year hiatus. The newly elected Directors shall begin their Terms on the Board with the August Board meeting every year.

2.4 Vacancies

In the event of a vacancy on the Board, whether due to resignation, removal or otherwise, the remaining Directors may, by a majority vote via an anonymous online ballot in which each Director will cast a vote for their preferred candidate, elect a new Director to fill the vacancy for the unexpired portion of the departing Director's Term. The Nominating Committee shall present candidates to the Board for consideration in accordance with Section 2.2 herein.

Section 3 – Meetings of Directors

3.1 Meetings

The Board shall meet at least ten (10) times per year, and more frequently, if necessary, to conduct the business of the Organization. All Directors must attend at least seven (7) of the ten (10) regularly scheduled monthly Board meetings.

Directors may have excused absences, but no more than three (3) in a fiscal year. For an absence to be deemed excused, the President and the Executive Director must be notified three (3) days prior to a Board meeting except in case of emergencies. An absence for any of the following reasons shall be considered an excused absence: illness of the Director or members of their immediate family, death in the Director's family, or an unavoidable commitment related to the Director's employment (so long as such a commitment is not of the type that prevents the member from attending on a regular basis), or participation in a SRA-related activity. Absences for reasons other than identified above will be considered by the Board on an individual basis.

The date, time and location of SRA Board of Directors meetings will be posted on the Organization's website. Parties interested in presenting business to the Board may arrange to do so by contacting the Executive Director no less than three (3) business days prior to the meeting. The Executive Director will reserve a set amount of time for the requested presentation at the start of the Board meeting. Special meetings may be called by the President or by the Secretary at the request of at least three (3) Directors. Notice of all special Board meetings shall include the date, time, location, and agenda for the meeting, and give reasonable notice for all Directors to attend considering the severity of the issue(s) to be discussed. Meetings may be conducted in person, teleconference or online.

3.2 Resignation and Removal

Any Director may resign at any time by submitting a written notice to the President. The resignation shall be effective upon receipt, unless a later date is specified in the notice.

Chronic absenteeism (such as absence from four (4) or more Board meetings per year) may be cause for removal. A Director may be removed from the Board with a greater than two-thirds majority vote of the other Directors present at a Board meeting where a quorum has been established. Notice of the proposed removal must be provided in writing to all Directors at least ten (10) days (the Notice Period) prior to the meeting. The Director facing removal shall be given an opportunity to speak before the vote is taken.

3.3 Special Circumstances for Removal

A Director may be suspended from the Board without a Notice Period if the circumstances involve wrongful acts, such as a violation of laws or unethical conduct, as determined by a greater than two-thirds majority of the other Directors. If the Board votes to suspend the Director, they will remain suspended from the Board for a period of up to 30 days during which an inquiry will be conducted. The Board will then vote again to either reinstate or remove the suspended Director.

3.4 Quorum

A quorum must be established for the conduct of business by the Board of Directors at any regular or duly called special meeting of the Board. A quorum shall consist of a two-thirds majority of Directors present at a meeting in person or virtually. The Board should endeavor to conduct all meetings in accordance with Robert's Rules of Order where possible. If matters arise between scheduled meetings that require immediate attention, the Board may conduct business via email, conference call or online following the same protocol as used at regularly scheduled meetings.

Section 4 – Officers and Committees

4.1 Officers

The Board of Directors shall organize at its Annual meeting in August. Prior to this Annual meeting, the incoming third-year Directors will meet to select a President, Vice President, Secretary and Treasurer who will constitute the Executive Committee. The final selection will be ratified by a majority vote of the Board at a meeting where a quorum is established.

President

The President shall be the chief executive officer of the Organization. They shall appoint such committees as the Board may direct and shall be an ex-officio member of all standing committees and shall have the general powers and duties usually vested in the office of President.

Vice President

In the absence of, or during the disability of the President, the Vice-President shall perform the duties and powers of the President, and such other duties as shall, from time to time, be referred to them by the Board.

Secretary

The Secretary should attend all sessions of the Board and act as clerk thereof. They shall perform such duties as may be directed by the President or the Board. Should the Secretary be unable to attend a Board meeting, they can appoint another Director to act as clerk in their stead for that individual meeting.

Treasurer

The Treasurer shall oversee the Organization's funds and securities and assist the Executive Director in the full and accurate accounting of receipts and disbursements in records belonging to the Organization. They shall have full access to the Organization's bank statements and shall oversee all financial reports at all regular Board meetings. They shall read and report on the auditor's annual report.

Executive Committee

The Executive Committee shall meet in an Executive Session when necessary.

4.2 Committees

The Board may establish standing or ad hoc committees as need to support its work. Committees may include Directors, staff, former Board members, volunteers or external experts. All committees shall report regularly to the Board and shall operate within the scope of authority granted by the Board. At all times, there must be an Executive Committee consisting of the officers listed in section 4.1, a Nominating Committee for recruitment of new Directors, a Programming and Events committee for the organization and execution of Board-sponsored events, and a Finance Committee to ensure the fiscal health of the Organization. All committees shall represent a cross-section of

4.3 Compensation

Directors shall not receive any compensation for their service on the Board.

Section 5 - Employees

The Executive Director shall be responsible for retaining all such employees as may be required to assist them in the efficient and economical conduct of the work of the Organization. All employees of SRA are at-will and all employee benefits, including,

but not limited to, worker's compensation insurance and healthcare coverage are subject to approval by the Board. The Board is responsible for selecting and retaining the Executive Director of the Organization. The President of the Board will appoint an Executive Director Search Committee that includes current Directors as well as a discretionary number of prior SRA Directors (except anyone who has been removed for cause).

Section 6 – Administration of Donations and Other Financial Matters

SRA may raise revenues through fundraising activities and donations at the discretion of the Board. All donations of any nature, unless designated for a specific purpose, shall be used for such purposes as the Board may direct; and in the absence of any direction from the Board, may be used for the general purposes of SRA as directed by the Executive Director. The Executive Director will determine all distributions to be made from net income and principal pursuant to this subsection or to a donor's directions. The Executive Director will determine and disburse all payments to be made for administrative expenses incurred by SRA and will prepare detailed financial reports outlining the disbursements for the Board to review at every meeting of the Board.

The Executive Director shall be authorized to approve expenditures, execute contracts and disburse payments for amounts up to \$3,000. For expenditures, contracts and payments greater than \$3,000, approval of the Board, and the co-signature of the Treasurer, will be required. SRA may, upon a vote of the Board at a meeting where a quorum has been established, open one or more checking, savings, or other accounts, for which funds will be managed and disbursed by the Executive Director, under the discretion of the Board. An independent auditor approved by the Board shall prepare consolidated financial statements as may be necessary for returns or reports required to be filed by State or Federal Government. The auditor's charges and expenses will be proper expenses of administration.

SRA will not incur debt beyond the accounts payable incurred by its normal operating expenses, and no evidence of indebtedness shall be issued in the name of SRA unless approved by the Board. No Director of SRA shall be personally liable to its creditors for any indebtedness or liability and all creditors should only look to SRA assets for payments. SRA's fiscal year shall be from September 1st to August 31st. The budget

shall be presented and approved by a majority vote of the Board at a meeting where a quorum has been established prior to the beginning of the fiscal year.

Section 7 - Rules

The Board shall adopt rules and regulations, establish such membership and other fees and charges in connection with the work of the Organization by an affirmative vote of a majority of the Directors at a meeting where a quorum has been established. In the event of a tie in voting, the President shall cast the deciding vote.

Section 8 – Amendments

These Bylaws may be amended at any meeting of the Board of Directors provided that the proposed change, alternation or repeal has been proposed at a previous meeting of the Board or has been set forth in the call for the meeting and is approved by an affirmative vote of at least a three-fourths majority of all Directors.

Section 9 -Conflict of Interest

All Directors are required to disclose any known or potential personal or financial interest in any matter before the Board and must recuse themselves from voting on matters where a conflict of interest is or may be present. The Board shall adopt a Conflict of Interest Policy. Directors shall complete a Conflict of Interest Disclosure Form annually, and Directors shall inform the President of any changes.

Section 10 – Indemnification, Expenses and Insurance

10.1 Indemnification

SRA shall indemnify each of its present or former Directors to the fullest extent permitted by law against all expenses and liabilities, including, without limitation, attorneys' fees, judgments, fines and settlement payments, reasonably incurred by or imposed upon them in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, in which they become involved by reason of their service as an officer or Director for SRA if they acted in good faith and in a manner they reasonably believed in, or not opposed to, the best interests of SRA, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, provided however, that no persons shall be entitled to indemnification pursuant to this Section in any instance in which the action or failure to

take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors, and administrators of persons entitled to indemnification hereunder. The rights to indemnification are in addition to any other rights an indemnitee may have under law, agreement, or vote of the Board.

No amendment or repeal of the provisions of this Section which adversely affects the right of an indemnified person under this Section shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted on or was made with written consent of such indemnified person.

10.2 Advancement of Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by SRA in advance of the final disposition of such, action, suit or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

10.3 Insurance

SRA shall maintain insurance to cover indemnification obligations.

This is a general revision of the Bylaws adopted by the SRA Board of Directors at their Meeting of March 2025.