

# The Bow Athletic Club Mission

Full participation by all is the most important part of youth athletics!

The Bow Athletic Club (BAC) was founded in 1974 as a private, non-profit organization to foster the participation of the town's children in available sports programs.

The BAC coordinates programs in basketball; baseball/softball (Bow Cal Ripken); field hockey; lacrosse (Bow Youth Lacrosse); wrestling (Bow Brawlers); strength & conditioning, golf; and soccer for grades one - twelve to complement or supplement existing Town of Bow Recreation programs and Town of Bow school teams.

In keeping with our belief that every child who wants to play will play, the BAC has a tradition of creating additional teams, and even leagues, to give everyone a chance to play.

Our board of directors consists of community volunteers, each of whom shares in the various responsibilities of recruiting coaches and officials, scheduling, game management, and other duties. Meetings are held monthly with elections at the December Annual Meeting. Meetings are open to the public and all are welcome and encouraged to attend.

BAC programs are not funded by town taxes. Money is raised through sponsorships, fund-raisers and donations from individuals and organizations.

Registration fees are modest and equipment and financial scholarships are available, to help meet the goal of giving every child a chance to play.

**BYLAWS  
OF  
BOW ATHLETIC CLUB  
Revised May 12, 2014  
Revised January 2019  
Revised January 2020  
Revised April 2022  
Revised June 2024**

**ARTICLE I  
Name and Offices**

**SECTION 1 Name.** The name of the BAC shall be the Bow Athletic Club (“BAC”) and has been duly registered and incorporated with the State of New Hampshire as a nonprofit organization.

**SECTION 2 Principal Office.** The principal office of the BAC is located in Bow, County of Merrimack, and State of New Hampshire.

**SECTION 3 Other Offices.** The BAC may also have offices at such other places, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

**ARTICLE II  
Purposes**

**SECTION 1 Purposes.** The specific objectives and purposes of this BAC are to promote and organize sports and recreational activities for residents in the Town of Bow, New Hampshire Nothing in the foregoing shall restrict the BAC from engaging in any other activities consistent with NH RSA 292 and these Articles of Agreement, as may be determined from time to time by the BAC's directors. The BAC is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the internal Revenue code, or corresponding section of any future federal tax code

**ARTICLE III  
Membership**

**SECTION 1 General.** The BAC shall be a membership association, not for profit, with one general class of membership.

**SECTION 2 Qualifications of Members.** Any legal guardian of a child registered in a BAC activity shall be considered a member of the BAC until the end of that calendar year during which the activity takes place (“guardian”). In addition to a guardian,

any legal resident of the Town of Bow who wishes to be an active member of the BAC shall be so admitted upon written petition to the Secretary (“resident”). Such resident membership may be renewed annually with written petition. There is no limit on the number of members. Any individual member may be terminated by a two-thirds vote of the Board of Directors for conduct detrimental to the purpose or in the best interest of BAC.

**SECTION 3 Fees.** In addition to Article III, Section 2, the Board of Directors shall determine the requirements for fees on an as needed basis, no less than on an annual basis.

## **ARTICLE IV**

### **Board of Directors**

**SECTION 1 Board of Directors.** The affairs of the BAC shall be managed by a Board of Directors (individually “Directors”, collectively “BOD”) which shall have the powers and duties of a board of directors under New Hampshire law. The BOD shall consist of between five and twenty-one directors.

The current BOD shall elect any new members to the BOD. To be eligible to be elected to the BOD a member(s) must attend three meetings (annual, regular or special) within a six month period. After the member has satisfied this requirement, any current Director may, at any meeting, nominate the member to be appointed to the BOD subject to all other Bylaws. Any member nominated for the BOD shall agree to submit to a background check, similar to ones given to other BAC member/coaches.

**SECTION 2 Term.** Terms will be of two years in duration. No less than three (3) Directors must be elected in odd years and the rest in even years. Directors will assume their position immediately upon election.

**SECTION 3 Removal.** Any member of the BOD may be removed by a two-thirds majority vote of the BOD whenever in its judgment the best interest of the BAC will be served thereby. Any member of the BOD shall automatically be removed if convicted of a felony, prior to or while serving on the BOD. Any member of the BOD can be removed if the member has three unexcused absences within any six month period. Unexcused absences, shall be defined as to include, but not be limited to, not informing in writing another current member of the BOD of the intended absence(s) from a scheduled meeting. Moreover, any reasonable excuse, provided in writing in advance of the scheduled meeting shall be considered an excused absence.

**SECTION 4 Vacancies.** A vacancy in any BOD position because of death, resignation, removal, or otherwise, may be filled by two-thirds vote of the Board to elect a successor or successors for the unexpired term or terms.

**SECTION 5 Annual Meeting.** The annual meeting of the BAC shall be held during the month of December, or as soon as practicable, at such time and place as the BOD may determine. Written notice of the annual meeting stating the time and place shall be posted on the BAC website. If, for any reason, the annual meeting is not held, as above

provided, a special meeting may be held in lieu of and for the purposes of the annual meeting.

**SECTION 6 Regular Meetings.** Regular meetings shall be held at the discretion of the BOD monthly and at least five (5) times annually. At the annual meeting the BOD shall elect officers, appoint committees and conduct any other organizational business needed to maintain the BAC.

**SECTION 7 Notice of Regular Meetings.** Notice of regular meetings will be posted on BAC's website at least one day prior to the meeting.

**SECTION 8 Special Meetings.** A special meeting of the BOD shall be held whenever called by the President or by request in writing by not less than three Directors in office. Any and all business may be transacted at a special meeting. Each call for a special meeting shall be either a) in writing and signed by the person or persons making the same, addressed and delivered to the Secretary, or b) electronically sent to all board members and shall state the time and place of such meeting.

**SECTION 9 Notice of Special Meetings.** Notice of the time and place of each special meeting of the board of Directors shall be sent to all Directors by regular mail or electronic mail at least three days prior to the time of such meeting. At the discretion of the BOD, notice may also be posted on the BAC's website.

**SECTION 10 Quorum.** A majority of the voting members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a quorum is present at such meeting, those present may adjourn the meeting from time to time without further notice.

**SECTION 11 Manner of Acting.** Unless otherwise specifically provided in these bylaws, the act of the majority of the Directors present in the meeting at which a quorum is present shall be the act of the BOD.

**SECTION 12 Action Without Meeting.** Any action required or permitted to be taken by the BOD at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be approved by two-thirds of the Directors.

**ARTICLE V**  
**Power and Duties of Directors**

**SECTION 1 Generally.** The BOD shall manage the business and affairs of the BAC and shall have the powers and duties of a board of directors under New Hampshire law. The BOD may from time to time, to the extent permitted by law, delegate any of its powers and duties to committees, officers, attorneys or agents for the BAC, subject to such limitations as the BOD may impose.

**SECTION 2 Powers.** Without limitation and general powers of the Directors as set forth in Section 1 above, the BOD shall have the power:

- (a) to conduct, manage, and control the affairs and business of the BAC and to make rules and regulations for the guidance of the officers and the management of the affairs of the BAC;
- (b) to elect and/or appoint and remove at pleasure all officers, agents, and employees of the BAC, prescribe their duties, and require from them, if advisable, security for faithful services;
- (c) to select or authorize the selection of one or more banks to act as depository of the funds of the BAC and to determine the manner of receiving, depositing, and distributing the funds of the BAC and form of checks and the person or persons by whom same shall be signed, with the power to change such banks, person, or persons signing such checks and the form thereof at will;
- (d) to incur such indebtedness, to pledge such property of the BAC as collateral and to act as guarantor or surety for others as shall be deemed necessary or appropriate to further the purposes of the BAC.

**SECTION 3 Duties.** Without limiting the general duties of the Directors as set for in Section 1 above, the BOD shall have the duty:

- (a) to keep a complete electronic record of all its acts and of the proceedings of its meetings and to present a statement at the annual meeting showing the condition of the affairs of the BAC;
- (b) to supervise all officers, agents, members, volunteers, and employees and to see that their duties are properly performed, and to see that all officers and employees who handle funds are adequately bonded, if the BOD deems it appropriate;

- (c) to cause to be installed and/or maintained such a system of bookkeeping that shows the receipts, disbursements, and operations of the BAC; and
- (d) to authorize the execution by the BAC of all contracts between it and its members or others.

## **ARTICLE VI**

### **Officers**

**SECTION 1 Officers.** The BOD shall elect a president, one or more vice presidents, a secretary, a treasurer, and an information officer, any one of which may at the time of holding any such position, hold and exercise the functions of either one or more of such positions, if otherwise qualified for the same. The BOD may also at said meeting elect other officers. With the exception of the treasurer, each officer shall hold office for a term of one year or until he/she shall resign or shall have been removed in the manner hereinafter provided. The treasurer shall hold office for a term of two years or until he/she shall resign or shall have been removed in the manner hereinafter provided. There shall be no limit of terms which would keep an officer from being elected to successive terms.

**SECTION 2 Vacancies.** A vacancy in any office because of death, resignation, removal or otherwise, may be filled by the BOD for the unexpired portion of the term.

**SECTION 3 The President.** The President shall be the principal executive officer of the BAC and, subject to the control of the BOD, shall in general supervise and control all of the business and affairs of the BAC. The President shall, when present, preside at all meetings of the BOD. He/She may sign, with the treasurer, secretary or any other proper officer of the BAC thereunto authorized by the BOD, deeds, mortgages, bonds, contracts, or other instruments which the BOD has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the BOD or by these bylaws to some other officer or agent of the BAC, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the BOD.

**SECTION 4 The Vice-President.** The Vice-President shall assume the responsibilities of the President in the President's absence and assume any other duties assigned by the President.

**SECTION 5 The Secretary.** The secretary shall: (a) keep the minutes of the proceedings of the BOD in one or more books, or alternatively an electronic copy, provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the BAC and see that the seal of the BAC is affixed to all documents the execution of which on behalf of the BAC under its seal is duly authorized; (d) keep a register of the address of each Director which shall be furnished to the secretary by such Director; and (e) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him/her by the President or by the BOD.

**SECTION 6 The Treasurer.** The treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the BAC; (b) receive and give receipts for moneys due and payable to the BAC from any source whatsoever, and deposit all such moneys in the name of the BAC in such banks, trust companies or their depositories as shall be selected in accordance with the provisions of these bylaws; and (c) in general perform all of the duties incident to the treasurer and such other duties as from time to time may be assigned to him/her by the President or by the BOD. If required by the BOD, the treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the BOD shall determine. The treasurer shall be required to give accurate reports of the BAC's financial status at every regular and special meeting of the BAC.

**SECTION 7 The Information Officer:** The information officer shall manage the Bow Athletic Club's official website, manage the online registration process and ensures that appropriate registration information is disseminated as needs, assigns administrative rights to club volunteers and sport administrators as appropriate, ensures that club news is updated on a regular basis, collects, posts and distributes important information on club activities including direct dissemination of fund-raising and sponsor activities to public, club members and media, serves as primary contact person for the Bow Athletic Club regarding optimizing use of the internet for club administration and for distributing information to club members, provides general technology support and guidance, and displays enthusiasm for using the internet for club administration, for sharing information and for creating a more enjoyable and efficient Bow Athletic Club experience.

## **ARTICLE VII**

### **Contracts, Loans, Checks and Deposits**

**SECTION 1 Contracts.** The BOD may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the BAC, and such authority may be general or confined to specific instances.

**SECTION 2 Loans.** No loans shall be contracted on behalf of the BAC and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the BOD. Such authority may be general or confined to specific instances.

**SECTION 3 Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the BAC shall be signed by such officer or officers, agent or agents of the BAC and in such manner as shall from time to time be determined by resolution of the BOD. All checks, drafts or other orders of payment of money in excess of \$5,000.00 shall require the signature of the Treasurer and prior authorization from President or Vice President.

**SECTION 4 Deposits.** All funds of the BAC not otherwise employed shall be deposited from time to time to the credit of the BAC in such banks, trust companies or other depositories as the BOD may select.

**SECTION 5 Internal Audit.** The President may appoint annually a review committee of between two and five members of the BAC to review and certify the financial records and status of the BAC.

**SECTION 6 External Audit:** The BAC shall have its annual tax return prepared by a non-member individual or unaffiliated organization (“tax preparer”). The appointed tax preparer shall be appointed only after receiving at least a two thirds majority approval from the BOD.

## **ARTICLE VIII**

### **Fiscal Year**

The fiscal year of the BAC shall begin on January 1st and end on December 31<sup>st</sup> each year.

## **ARTICLE IX**

### **Rules and Order and Procedure**

The BOD may adopt such rules or order and procedure as it deems appropriate for the conduct of business at meetings.

## **ARTICLE X**

### **Amendment to Bylaws**

The bylaws may be amended or new ones adopted by a two-thirds affirmative vote of the BOD at any time. However, to amend the bylaws or to add new bylaws, the proposed new or amended bylaw language (“language”) must be presented the BOD at least thirty (30) days prior to any BOD decision (“decision”) whether to accept or reject the amended or new bylaws. In addition, the language must be published to the membership, at a minimum electronically, at least thirty (30) days prior to the decision.

## **ARTICLE XI**

### **Liquidation**

The BAC shall use its funds to accomplish the objectives and purposes specified in these bylaws. On dissolution of the BAC, any funds remaining shall be distributed to, if possible, the Town of Bow – Department of Recreation, alternatively, one or more organizations exempt from federal income tax under Sections 501(a) and 501(c) of the



Internal Revenue Code of 1986, as amended and in effect from time to time.

Upon the dissolution of the BAC, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE XII**

### **Non-Profit BAC**

This BAC is a non-profit association. While it may contract goods and services in the pursuit of its objectives, no part of its receipts shall be distributed among any of its members. The BAC shall conduct its affairs so as to qualify as a public charity, that is, an organization which is "other than a private foundation" within the meaning of Section 509(a)(1),(2), or (3) of the Internal Revenue Code, as amended.

## **ARTICLE XIII**

### **Exempt Activities**

Notwithstanding any other provision of these bylaws, no director, officer, employee or representative of this BAC shall take any action to carry on any activities by or on behalf of the BAC which is not permitted by Section 501(c)(3) of the Internal Revenue Code or its regulations as they now exist or as they may hereafter be amended. No such action may be taken as may violate Section 170(c) (2) of such code and Regulations as they now exist or as they may hereafter be amended.

## **ARTICLE XIV**

### **Anti-discrimination Clause**

No otherwise qualified individual shall be excluded from participation in, or denied the benefits of, or subjected to discrimination under any programs or activities of this BAC solely by reason of race, color, creed, sex, national origin or handicap.

January 2015

## **BOW ATHLETIC CLUB**

### **Job Description: President**

Title: President

Reports to: The Board of Directors

Summary: The President acts as the Chief Executive Officer of the organization and is responsible for the overall management and direction of the organization in accordance with its mission. The President works under the general oversight of the Board of Directors.

Overview: The President provides oversight and overall management, planning, vision and leadership for all aspects of the Bow Athletic Club ("BAC") including programs and serves, finance, resource development, member services, communications, and board development. The President assumes a leadership role throughout the town of Bow in partnering with collaborating businesses, foundations, government officials, other nonprofits, and supporters. The President works with the Board and Board Committees to establish vision, policies, strategic focus, priorities, and general scope of programs the center will deliver.

Responsibilities:

1. Support and work with the Board of Directors
  - The President will take direction from the Board of Directors and work with the Board to assure that the BAC operates with a clear mission and a long-range strategic plan that is consistent with the mission.
  - The President will work collaboratively with board members and representatives of other member-based organizations, locally and within the state, if necessary, to strengthen the BAC's capacity to provide resources and self-support to members and represent the sectors interest to the large community. The President will keep the Board informed about issues and events which impact the BAC as an association.
  - Keep the Board of Directors fully informed on conditions, opportunities, issues, and challenges for the BAC and the environment in which it operates so that the Board can carry out its governance, financial oversight and leadership role.
  - Develop with the Board, on a yearly basis, a work plan for the board to carry forward the strategic plans of the BAC
  - Provide for the coordination of Board meetings and communications.
  - Serve as staff member to all Board Committees unless otherwise directed.

## 2. Management of BAC

- Provide overall direction and supervision, develop a yearly work plan with all volunteers which includes goals, objectives , inputs and outcomes, and timeline for the programs and services to be carried out by the BAC.
- Provide ongoing management to assure the organization stays within approved plans and budgets.
- Develop contracts with outside vendors, professional organizations, and capacity builders and institute with volunteers quality assurance and supervision strategies to assure effective performance.
- Represent the organization in negotiations, when necessary.

## 3. Manage Finance and Fundraising

- Develop annual budget and fundraising plan, submit to board for approval.
- Develop relationship with funders of the BAC and maintain regular communications with funders.
- Identify grant opportunities and develop proposals and produce required reporting to funding sources.
- Monitor expenditures and income, plan for core budget self-sufficiency.

## 4. Develop and Coordinate Advocacy Efforts

- Develop advocacy strategy and submit to board for approval.

## 5. Management of Program and Member Services

- Oversee the development of cutting edge capacity building initiative, programs and services, as needed.
- Ensure program quality and consistency with organizational goals through ongoing evaluation of all programs and services to determine effectiveness and participant and member satisfaction.
- Work with Board to develop policies for all program processes.
- Oversee development and coordination of events and new programs, conference, workshops, publications, website, and endorsed service provider relationships.
- Develop and maintain corporate and business relationships

## 6. Public Presence of the Nonprofit Sector

- Serve as lead spokesman and speaker for the BAC and assure that the organizations mission is properly presented to various publics.
- Develop effective and ongoing relationships with media.
- Develop relationships with other associations, organizations, and persons pertinent to BAC, coordinate activities and co-sponsor events.

# **BOW ATHLETIC CLUB**

## **POLICY GOVERNING WHISTLEBLOWER PROTECTION**

The Board of Directors (“BOD”) of Bow Athletic Club (“BAC”) adopts the following Policy in order to strengthen its existing policies and procedures, maintain and exemplify “best practices,” and comply with applicable law<sup>1</sup> and regulations.

1. BAC encourages any volunteer to bring instances of improper conduct, such as waste, fraud, financial impropriety or abuse, to the attention of a responsible person who can be counted upon to investigate the problem promptly and fairly.
2. Any volunteer of BAC who reports waste, fraud, financial impropriety or abuse will not be retaliated against for making the report.
3. There are several ways to make a confidential - and anonymous if so desired - report of suspected waste, fraud, or abuse:
  - Send a written report, email, telephone call or personal visit to:
    - The Board President; or
    - The Vice President; or
    - Another other BOD member of BAC
4. The report shall be taken seriously and investigated. The person or persons charged with alleged impropriety shall be given an opportunity to respond to the allegations in person or in writing. Even if the matter is determined not to constitute improper conduct, the individual making the report will not be retaliated against. That person shall not be subject to any punishment – including suspension, reprimand, harassment, or any other kind of discrimination – in retaliation for making the report.
5. Following the investigation, BAC will:
  - a) Provide the person filing a report with a summary of the findings;
  - b) Take appropriate steps to deal with the issue addressed, including making operational or personnel changes, or justify why corrections are not necessary;
  - c) If warranted, contact law enforcement to deal with any suspected criminal activities.
6. BAC will maintain confidential records of all actions taken under this Policy.
7. The BOD of the BAC has responsibility for oversight of compliance with this Policy.

**Approved by the Board of Directors:**

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<sup>1</sup> Nonprofit organizations are required by federal law to adopt a whistleblower protection policy (Public Company Accounting Reform and Investor Protection Act of 2002, “*Sarbanes-Oxley*”). This is one of two requirements of *Sarbanes-Oxley* that apply to nonprofits, which are otherwise not subject to that federal legislation.

# BOW ATHLETIC CLUB

## Fiscal Policy

The Board of Directors (“BOD”) of Bow Athletic Club (“BAC”), and each of its members, has the fiduciary responsibility to ensure the survival and financial viability of our organization. This is a legal and ethical obligation owed to the public, as well as to our donors and constituents, and requires us to establish policies to protect our assets and ensure that our financial resources and revenues are managed properly.

In furtherance of this duty, the BOD hereby adopts the following set of fiscal policies. These policies will be reviewed at least annually, and augmented or amended as current circumstances require.

### **I. BUDGETS.**

**It is the policy of the BOD that BAC and its committees, specifically a) baseball (which includes softball), b) basketball, c) soccer, d) lacrosse, e) wrestling and f) field hockey (“Committee”) shall budget and operate BAC’s revenues and expenditures on a positive cash basis.**

Each Committee shall prepare, and submit to the BOD for analysis and recommendation for approval before the end of each fiscal year, an annual Operating Budget. This budget should be balanced, or targeted for a surplus, based upon sound and realistic projections. Under rare and special circumstances a deficit budget may be authorized but only if accompanied by an identification of the resources that will eliminate the deficit, and a plan to restore reserves promptly if they are drawn upon.

### **II. RESERVES.**

It is the policy of the BOD that BAC shall establish and retain sufficient reserved funds to cover fiscal emergencies, such as short-term cash flow problems, or unanticipated reductions or losses of funding.

**Adopted by Board of Directors,  
[insert date].**

# **BOW ATHLETIC CLUB**

## **POLICY GOVERNING CONFLICTS OF INTEREST and PECUNIARY BENEFIT TRANSACTIONS**

**I. PURPOSE:** Conflict of interest, or even the appearance of conflict of interest, by Board of Director ("BOD") members must not compromise the mission of Bow Athletic Club ("BAC").

Conflict of interest means any financial or other interest which conflicts with the service of an individual because: 1) it could impair the individual's objectivity; or 2) it could create an unfair advantage for any person or organization.

Consequently, there exists between BAC and its BOD a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity. The BOD, officers, and volunteers have the responsibility of administering the affairs of BAC honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of BAC. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with BAC or knowledge gained from their position for their personal benefit. The interests of the organization must have the first priority in all decisions and actions.

**II. COVERED PERSONS:** This policy applies to all members of the BOD, officers, members of a standing committee of the BOD (collectively, "Covered Persons"). Each member of the BOD shall receive a copy of this policy and shall sign an acknowledgement that he/she has received, understands and shall comply with this policy.

**All Covered Persons shall comply with all notice and voting requirements of New Hampshire RSA 7:19-a, and 292:6-a.**

**III. STATUTORY REQUIREMENTS.** The New Hampshire statutory requirements dealing with pecuniary benefits (RSA 7:19-a and RSA 292: 6-a) are hereby incorporated in full into and made an integral part of this Conflict of Interest Policy; and a copy of the relevant New Hampshire statutes is attached hereto so that every BOD member and other Covered Person is aware of the statutory requirements. These requirements include, but are not limited to, absolute prohibitions on loans from a charitable trust to a director, officer, or trustee and prohibition of any sale or lease (for a term greater than five years) or conveyance of real estate from an officer, director, or trustee

without the prior approval of the probate court. These requirements extend to both direct and indirect financial interest, as defined by the attached statutes.

**IV. NATURE OF CONFLICTING INTEREST:** A conflict of interest may arise if a Covered Person has a disqualifying relationship with third parties dealing with BAC. A “disqualifying relationship” means formal affiliation with an organization other than BAC (such as being an officer, director, trustee, member, owner [either as sole proprietor or partner], shareholder, employee or agent), or relationship by blood, marriage or significant long-term relationship with a person so affiliated with such an organization.

**V. INTERPRETATION OF THIS STATEMENT OF POLICY:** The areas of conflicting interest listed above, and the relations in those areas which may give rise to conflict, are not exhaustive. Conceivably, conflicts might arise in other areas or through other relations. It is assumed that the Covered Persons will recognize such areas and relation by analogy. BOD members of BAC expect that all Covered Persons will abide by the spirit as well as the letter of this Policy.

The fact that one of the interests described in Section IV exists does not mean necessarily that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material that upon full disclosure of all relevant facts and circumstances that it is necessarily adverse to the interests of BAC.

However, it is the policy of the BOD that the existence of any potentially conflicting interest shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of Covered Persons to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

**VI. DISCLOSURE POLICY AND PROCEDURE:** Transactions with related parties may be undertaken only if all of the following are observed:

1. A material transaction is fully disclosed;
2. The related party is excluded from the discussion and approval of such transaction, but may provide information if requested to do so;
3. The BOD has determined, by the affirmative vote of a 2/3 majority of all disinterested Directors, that the transaction is in the best interest of BAC.

Disclosure within 30 days should be made to the BOD President who shall determine whether an apparent conflict exists and is material, and who shall bring such matters, if material to the BOD members.

The BOD shall determine whether a conflict exists and is material, and in the presence of an existing material conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to BAC and its mission. The decision of the BOD on these matters will rest in their sole discretion, and their concern must be the welfare of BAC and the advancement of its mission.

**VII. ANNUAL REPORTS.** To address questions of conflict of interest, for the protection of both

the individual and the organization, each Covered Person, excluding non-member BOD volunteers shall submit annually a list of his/her business and charitable affiliations to the BOD President. This list will be maintained in the corporate records of BAC, and considered a matter of public record and will be available for review upon request by the public.

**Adopted:**

**By BOD of BAC**\_\_\_\_\_



## **Conflict of Interest Report**

**Name:** \_\_\_\_\_

I acknowledge that I, a Board of Director member, standing committee member or volunteer of Bow Athletic Club ("BAC"), have reviewed the "Policy Governing Conflicts of Interest and Pecuniary Benefit Transactions," before signing this report.

I hereby disclose information on all associations (all business and charitable organizations), which may involve a possible conflict of interest and will furnish further details upon request. (If none, so state. Do not leave blank.) Feel free to attach additional sheets if you need.

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I also understand that I am required to disclose any other situation from which a possible conflict

of interest might arise in the future.

Name (please print)

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

# Bow Athletic Club

## Board of Director Member Job Description

The legal duties and responsibilities of the BOD Members are generally outlined in the BAC Bylaws and NH Attorney General's *Guidebook for New Hampshire Charitable Nonprofit Organizations*, (2005). Each BOD Member should be conversant, and compliant, with the *Guidebook* and its contents. A copy of the *Guidebook* is attached hereto as Exhibit A.

Most fundamentally, each member of the BOD (individually, "Director") has a duty of loyalty and a duty of care. The following provisions list many of the specific responsibilities and actions required to meet those legal and ethical duties, and effectively govern the organization.

### I. RESPONSIBILITIES OF THE BOD

#### A. GOVERNANCE

1. Adopt, and regularly review, BAC's Mission statement, and review management's performance in achieving them.
2. Adopt, and regularly review, BAC's Code of Ethics and Values, and monitor the organization's performance in accordance with those principles.
3. Adopt, and regularly review, broad written policies reflecting the Mission of the organization, within which the President is authorized to manage the organization and to develop and implement operational plans to carry out the Mission.
4. Regularly assess the environment for the nonprofit sector, and develop, in partnership with the Directors, strategies to be responsive.
5. Serve as a model for New Hampshire nonprofits in regard to best practices in governance.
6. Monitor, appraise, advise, stimulate, support, and, if deemed necessary or desirable, replace the President.
7. Ensure that management succession is properly planned.
8. Meet as a BOD no fewer than seven times a year. Focus on "what matters most," and apply the knowledge and experience of Directors to the major challenges facing the organization.
9. Establish Committee structure; adopt, and regularly review, Committee Charters.
10. Ensure that the organizational strength and employee base can sustain the Mission and achieve long-range goals.
11. Propose prospective BOD members and fill vacancies as needed. Ensure adequate orientation of new members. Ensure adoption and adequacy of BOD leadership succession plan.
12. Periodically conduct self-review of BOD performance (including its composition, organization, and responsibilities) and take steps to improve its performance.

- 13.** Ensure that BAC has established appropriate policies to define and identify conflicts of interest throughout the organization and is diligent in its administration and enforcement of those policies.
- 14.** Review compliance with relevant material laws affecting BAC and its programs and operations.

## **B. FINANCE AND ADMINISTRATION**

- 1.** Ensure that BAC's financial structure and funding plans will adequately support its current needs and long-range strategy.
- 2.** Ensure that the BOD is carrying out its fiduciary responsibilities, such as reviews of periodic and annual financial statements, funding plans, budgets and financial goals.
- 3.** Review results achieved compared with BAC's Mission, and annual and long-range goals.
- 4.** Approve major actions such as capital expenditures on all projects over authorized limits and major changes in programs and services.
- 5.** Ensure that the BOD, its committees, members, donors, and the public are adequately informed of the financial condition of the organization and its operations through internal and published reports, or other appropriate method.
- 6.** Ensure that published reports properly reflect the operating results and financial condition of the organization.
- 7.** Ensure that adequate risk management policies are established and implemented.

## **II. RESPONSIBILITIES OF EACH INDIVIDUAL BOD MEMBER**

- 1.** Be loyal to BAC, always exercising powers in the interest of BAC, and not for the interest of the individual Director or others.
- 2.** Be informed about BAC's Mission, policies, and programs. Work with the rest of the BOD to review, approve and oversee BAC's Mission, and review performance in achieving it. Be an avid proponent of the Mission, and inform others about BAC, its Mission and programs.
- 3.** Ensure legal and ethical integrity, and maintain accountability and transparency to members, funders, donors, other constituents and the general public.
- 4.** Prepare for, attend, and participate actively in BOD and Committee meetings, and special events. Serve on Committees and undertake special assignments willingly and enthusiastically when asked. Provide candid and constructive advice, comments and criticism. Ask timely and substantive questions at BOD and Committee meetings consistent with conscience and conviction, while supporting the majority decision on issues decided by the BOD.

5. Be familiar with and follow conflict-of-interest policies, and submit an annual Conflict of Interest Report.
6. Suggest possible nominees for election to the BOD, who can make significant contributions to the work of the BOD and the organization.
7. Keep up to date on developments in and affecting the nonprofit sector.
8. Provide moral and professional support, and be available as resources, to the President. Respect existing time commitments and priorities of all BOD.
9. Avoid involvement in all political campaigns in the name of BAC, unless directed by the BOD or President to question or present an advocacy issue on behalf of the organization to a potential candidate.
10. Maintain confidentiality of the BOD's executive actions.

**Adopted by BOD of Directors – [insert date]**

# **BOW ATHLETIC CLUB**

## **DOCUMENT RETENTION POLICY**

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of Bow Athletic Club ("BAC") records.

**Section 1. General Guidelines.** Records should not be kept if they are no longer needed for the operation of BAC or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, BAC may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

**Section 2. Exception for Litigation Relevant Documents.** BAC expects all officers, directors, members and volunteers to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, members and volunteers should note the following general exception to any stated destruction schedule: If you believe, or BAC informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

### **Section 3. Minimum Retention Periods for Specific Categories**

**(a) Corporate Documents.** Corporate records include the BAC's Mission Statement, By-Laws and any IRS Forms. Corporate records should be retained permanently.

**(b) Tax Records.** Tax records include, but may not be limited to, documents concerning expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the BAC's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

**(c) Employment Records/Personnel Records.** State and federal statutes require the BAC to keep certain recruitment, employment and personnel information. To the extent recruitment, employment and/or personnel information becomes relevant or necessary for BAC, the BAC should also keep personnel files that reflect performance reviews and any complaints brought against the BAC or individual employees under applicable state and federal statutes. The BAC should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and

personnel records should be retained for seven years. At this time BAC does not have, nor does it anticipate having any employees.

**(d) Board and Board Committee Materials.** Meeting minutes should be retained in perpetuity in the BAC's minute book, which may be electronic or paper copy. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the BAC.

**(e) Press Releases/Public Filings.** The BAC should retain permanent copies of all press releases and publicly filed documents under the theory that the BAC should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the BAC.

**(f) Legal Files.** Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

**(g) Marketing and Sales Documents.** The BAC should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

**(h) Development/Intellectual Property and Trade Secrets.** Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the BAC and are protected as a trade secret where the BAC:

- (i)** derives independent economic value from the secrecy of the information; and
- (ii)** has taken affirmative steps to keep the information confidential.

The BAC should keep all documents designated as containing trade secret information for at least the life of the trade secret.

**(i) Contracts.** Final, execution copies of all contracts entered into by the BAC should be retained. The BAC should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

**(j) Correspondence.** Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

**(k) Banking and Accounting.** Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

**(l) Insurance.** Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

**(m) Audit Records.** External audit reports should be kept permanently. Internal audit reports should be kept for three years.

**Section 4. Electronic Mail. E-mail that needs to be saved should be either:**

- (i)** printed in hard copy and kept in the appropriate file; or
- (ii)** downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

***Approved by Board of Directors [insert date]***

# BOW ATHLETIC CLUB

## BOARD TREASURER JOB DESCRIPTION

The Bow Athletic Club (“BAC”) Bylaws provide:

The treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the BAC; (b) receive and give receipts for moneys due and payable to the BAC from any source whatsoever, and deposit all such moneys in the name of the BAC in such banks, trust companies or their depositories as shall be selected in accordance with the provisions of these bylaws; and (c) in general perform all of the duties incident to the treasurer and such other duties as from time to time may be assigned to him/her by the President or by the BOD. If required by the BOD, the treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the BOD shall determine. The treasurer shall be required to give accurate reports of the BAC's financial status at every regular and special meeting of the BAC.

The Treasurer is elected at the annual meeting of BAC to hold office for a two-year term, or until a successor is elected and qualified, and is eligible for re-election for additional consecutive two-year terms.

### **Requirements:**

1. Financial knowledge of the organization.
2. Personal commitment to devote the time necessary to perform the responsibilities of Treasurer.
3. Understanding of financial accounting for nonprofit organizations.

### **Responsibilities:**

1. Serves as Chair of the Finance Committee.
2. Manages, with the Finance Committee, the Board of Directors (“BOD”) review of, and action related to, the BOD’s financial responsibilities.
3. Works with the President to ensure that appropriate financial reports are made available to the BOD’s on a timely basis.
4. Assists the President in preparing the annual budget, and presenting the budget to the BOD for approval.
5. Works with the Finance Committee and the President to develop Fiscal Policies for recommendation to the Board to ensure the financial integrity and sustainability of the organization.
6. Works with the Finance Committee and the President to develop long-term financial strategies.
7. Keeps currently informed of legal, regulatory and sector developments relating to the BOD’s financial responsibilities.

**Adopted by Board of Directors – [insert date]**



# **BOW ATHLETIC CLUB**

## **Field Hockey Committee**

The President of the Board shall annually appoint a Field Hockey Committee (“Committee”), consisting of no fewer than one (1) member.

The Committee reports to the Board.

The Committee shall meet from time to time and shall report to the BAC BOD all that was discussed and decisions made at such committee meetings – to the best of their ability.

### **Committee Charter:**

The Committee coordinates the BOD’s field hockey responsibilities.

The Committee shall be responsible for the planning, development, implementation, monitoring, and evaluation of field hockey policies and programs for funding, financial management, facilities management, assets, risks, and any other issues related to field hockey.

The Committee monitors BAC’s financial records related to field hockey; reviews and oversees the creating of accurate, complete, timely, and meaningful field hockey related financial statements to be presented to the Board; reviews the annual field hockey budget and recommends it to the full BOD for approval and other field hockey related financial reporting requirements; and helps the BOD understand field hockey related finances.

The Committee shall work with the President and Treasurer in developing long-range financial and capital plans, and shall perform such other duties as may from time to time be required by the BOD.

**Approved by the Board of Directors, [insert date]**

# **BOW ATHLETIC CLUB**

## **Soccer Committee**

The President of the Board shall annually appoint a Soccer Committee (“Committee”), consisting of no fewer than one (1) member.

The Committee reports to the Board.

The Committee shall meet from time to time and shall report to the BAC BOD all that was discussed and decisions made at such committee meetings – to the best of their ability.

### **Committee Charter:**

The Committee coordinates the BOD’s Soccer responsibilities.

The Committee shall be responsible for the planning, development, implementation, monitoring, and evaluation of Soccer policies and programs for funding, financial management, facilities management, assets, risks, and any other issues related to Soccer.

The Committee monitors BAC’s financial records related to Soccer; reviews and oversees the creating of accurate, complete, timely, and meaningful Soccer related financial statements to be presented to the Board; reviews the annual Soccer budget and recommends it to the full BOD for approval and other Soccer related financial reporting requirements; and helps the BOD understand Soccer related finances.

The Committee shall work with the President and Treasurer in developing long-range financial and capital plans, and shall perform such other duties as may from time to time be required by the BOD.

**Approved by the Board of Directors, [insert date]**

# **BOW ATHLETIC CLUB**

## **Basketball Committee**

The President of the Board shall annually appoint a Basketball Committee (“Committee”), consisting of no fewer than one (1) member.

The Committee reports to the Board.

The Committee shall meet from time to time and shall report to the BAC BOD all that was discussed and decisions made at such committee meetings – to the best of their ability.

### **Committee Charter:**

The Committee coordinates the BOD’s Basketball responsibilities.

The Committee shall be responsible for the planning, development, implementation, monitoring, and evaluation of Basketball policies and programs for funding, financial management, facilities management, assets, risks, and any other issues related to Basketball.

The Committee monitors BAC’s financial records related to Basketball; reviews and oversees the creating of accurate, complete, timely, and meaningful Basketball related financial statements to be presented to the Board; reviews the annual Basketball budget and recommends it to the full BOD for approval and other Basketball related financial reporting requirements; and helps the BOD understand Basketball related finances.

The Committee shall work with the President and Treasurer in developing long-range financial and capital plans, and shall perform such other duties as may from time to time be required by the BOD.

**Approved by the Board of Directors, [insert date]**

# **BOW ATHLETIC CLUB**

## **Baseball/Softball Committee**

The President of the Board shall annually appoint a Baseball/Softball Committee (“Committee”), consisting of no fewer than one (1) member.

The Committee reports to the Board.

The Committee shall meet from time to time and shall report to the BAC BOD all that was discussed and decisions made at such committee meetings – to the best of their ability.

### **Committee Charter:**

The Committee coordinates the BOD’s Baseball responsibilities, which include baseball and softball.

The Committee shall be responsible for the planning, development, implementation, monitoring, and evaluation of Baseball policies and programs for funding, financial management, facilities management, assets, risks, and any other issues related to Baseball. The Committee monitors BAC’s financial records related to Baseball; reviews and oversees the creating of accurate, complete, timely, and meaningful Baseball related financial statements to be presented to the Board; reviews the annual Baseball budget and recommends it to the full BOD for approval and other Baseball related financial reporting requirements; and helps the BOD understand Baseball related finances.

The Committee shall work with the President and Treasurer in developing long-range financial and capital plans, and shall perform such other duties as may from time to time be required by the BOD.

**Approved by the Board of Directors, [insert date]**

## **BOW ATHLETIC CLUB**

### **CODE OF ETHICS**

Bow Athletic Club (“BAC”) requires and encourages directors, officers, members and volunteers to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The directors, officers, members and volunteers of BAC must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of BAC to adhere to all laws and regulations that apply to BAC and the underlying purpose of this policy is to support BAC’s goal of legal compliance.

#### **1. Reporting Violations**

If any director, officer, member or volunteer reasonably believes that some policy, practice, or activity of BAC is in violation of law, a written complaint must be filed by that person with the vice president or the board president.

#### **2. Acting in Good Faith**

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

#### **3. Retaliation**

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of BAC and provides the BAC with a reasonable opportunity to investigate and correct the alleged unlawful activity. Please see the BAC Whistleblower Procedure for additional information regarding retaliation.

#### **4. Confidentiality**

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

#### **5. Handling of Reported Violations**

The board president or vice president shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, members or volunteers and they shall have the opportunity to ask questions about the policy.

**Approved by Board of Directors [insert date]**

# **BOW ATHLETIC CLUB**

## **Lacrosse Committee**

The President of the Board shall annually appoint a Lacrosse Committee (“Committee”), consisting of no fewer than one (1) member.

The Committee reports to the Board.

The Committee shall meet from time to time and shall report to the BAC BOD all that was discussed and decisions made at such committee meetings – to the best of their ability.

### **Committee Charter:**

The Committee coordinates the BOD’s Lacrosse responsibilities.

The Committee shall be responsible for the planning, development, implementation, monitoring, and evaluation of Lacrosse policies and programs for funding, financial management, facilities management, assets, risks, and any other issues related to Lacrosse.

The Committee monitors BAC’s financial records related to Lacrosse; reviews and oversees the creating of accurate, complete, timely, and meaningful Lacrosse related financial statements to be presented to the Board; reviews the annual Lacrosse budget and recommends it to the full BOD for approval and other Lacrosse related financial reporting requirements; and helps the BOD understand Lacrosse related finances.

The Committee shall work with the President and Treasurer in developing long-range financial and capital plans, and shall perform such other duties as may from time to time be required by the BOD.

**Approved by the Board of Directors, [insert date]**