

BYLAWS OF
CORTLAND SPORTS COMPLEX, INC.

PREAMBLE AND MISSION STATEMENT

The mission of the Cortland Sports Complex, Inc., (“CSC”), doing business as the J.M. McDonald Sports Complex, is to provide the entire community with affordable, family-oriented programming and events in a safe, recreational environment. It shall endeavor to provide public access to sports playing fields and arenas and shall organize and supervise the public use of these facilities for competitive and non-competitive athletic activities at reasonable cost to the general public. The CSC shall not discriminate against users of its facilities on the basis of race, religion, national origin, physical or mental disability and shall further strive to make its facilities available to all who seek to use them, regardless of the ability to pay. The CSC shall fund its activities through public and private donations, grants, user fees and rents.

**ARTICLE I
OFFICES**

Section 1.1. Principal Office. The principal office of the CSC in the State of New York shall be located at 4292 Fairgrounds Rd, Cortland, NY 13045 or at such place within Cortland County as the Board of Directors may determine.

**ARTICLE II
MEMBERSHIP**

Section 2.1. General Powers. The affairs of the CSC shall be managed by its Board of Directors.

Section 2.2. Membership on the Board of Directors

Section 2.2.1. Number, Tenure, and Qualifications. The number of Directors shall be not less than six (6) and no more than twelve (12). The new Directors of the CSC for each succeeding year shall be elected to membership at the last meeting of the Directors held for the current fiscal year of the CSC. The Directors of the CSC shall be designated for appointment to membership and each existing Board shall vote for a slate of Directors as follows:

- a. Two (2) Directors shall be designated and elected to membership by the Cortland County Agricultural Corporation.
- b. One (1) Director shall be designated and elected to membership by the Cortland County Holstein Club.
- c. The remaining at-large members shall be elected by the Board of Directors from a slate proposed by a nominating committee or from the floor at an annual meeting of the CSC.

Section 2.2.2. Term of Office; Vacancies. Each Director shall serve for a period of three (3) years. The Board shall be divided into three classes consisting of one-third each, with the term of office of one class of the initial Board of Directors ending on December 31, 2001, the second ending on December 31, 2002 and the third ending on December 31, 2003. Each succeeding class of Directors shall be staggered in like manner thereafter. Vacancies occurring during the term of any Director shall be filled by the election of Directors.

Section 2.3. Regular Meetings; Annual Meeting. The Board of Directors shall hold meetings at least quarterly on such date and at such hour as may, from time to time, be agreed upon. An annual meeting of the Board of Directors shall be held at the discretion of the Board of Directors in June of each year. The Board of Directors may

provide by resolution the time and place of holding of additional regular meetings of the board without other notice than such resolution.

Section 2.4. Special or Emergency Meetings. Special or emergency meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or person authorized to call special meetings of the board may fix any place as the place for holding any special meetings of the board called by them.

Section 2.5. Telephone Conference Meetings. Any or all Directors may participate in a meeting of the board or a committee of the board by means of conference telephone or any means of communication by which all person participating in the meeting are able to hear each other.

Section 2.6. Notice. Notice of any special meeting of the Board of Directors shall be given at least five (5) days prior to such meeting by telephone or by written notice delivered personally or sent by mail or email to each Director at his or her address as shown by the records of the CSC.

Section 2.7. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the Directors are present at the meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 2.8. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of the greater number is required by law or by these bylaws.

Section 2.9. Compensation; Indemnification. The Board of Directors shall serve without compensation, except for reimbursement for expenses reasonably incurred in the course of their duties as Directors. By resolution of the Board of Directors, any Director

may be indemnified for expenses and costs, including attorney's fees, actually and necessarily incurred in connection with any claim asserted against that Director, by action in court or otherwise, by reason of his or her being or having been such Directors, except in relation to matters as to which her or she shall have been guilty of negligence or misconduct in respect of the manner in which indemnity is sought.

ARTICLE III OFFICERS

Section 3.1. Officers. The officers of the CSC shall be a President, a Secretary of the Board of Directors, a Treasurer and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries, and one or more assistant Treasurers, as it shall deem desirable, such officers to have the authority and to perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, provided that no officer shall execute, acknowledge, or verify any instrument in more than one capacity if the instrument is required by law or by these bylaws to be executed, acknowledged, or verified by two or more officers.

Section 3.2. Election and Term of Office. The officers shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been elected and qualified.

Section 3.3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgments the best interests of

the CSC would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. In the event any Director of this Board of Directors is absent without valid excuse for three (3) regularly scheduled meetings in one year, such Board Members shall forfeit their membership to the Board. The Secretary shall advise a Board Member in writing after two (2) absences at regularly scheduled meetings, of the provision of the Bylaws and will send a copy to the President of the Board.

Section 3.4. Vacancies. A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the President with the approval of the Board of Directors for the unexpired portion of the term.

Section 3.5. President. The President shall be the principal executive officer of the CSC and shall, in general, supervise and control all of its business, operations and affairs. The President shall preside at all meetings of the member of the Board of Directors, as a member thereof. The President may sign, with the Secretary or any other proper officer authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer.

Section 3.6. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in the sum of with surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the CSC; oversee the duties of the Office Manager who receives and gives receipts for money due and payable from any source whatsoever, and who deposits all such monies in the name of the CSC in such banks, trust companies, or other depositories as shall be selected by the Board of

Directors, and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 3.7. Secretary of the Board of Directors. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors and of the Executive Committee in one or more books provided for that purpose; see that all notices are given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the corporate seal of the CSC and see that its corporate seal is affixed to all documents, the executive of which on behalf of the CSC under its seal is authorized in accordance with the provisions of these bylaws; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors.

ARTICLE IV COMMITTEES

Section 4.1. Executive Committee. Internal management and the conduct of the business of the CSC shall, by resolution adopted by a majority of the Board of Directors in office, be vested in an Executive Committee composed of the President and additional board members as designated by the President. Members of the committee shall be appointed by resolution of the Board of Directors. The Executive Committee is authorized to hire and discharge employees, to make all contracts and authorize all transactions in the ordinary course of business of the CSC, and to do all things necessary to incident thereto. This designation and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, or any responsibility imposed by law.

The Executive Committee may act by unanimous written agreement of its members, or by a majority vote of its members at any regularly called meeting of which all members have had reasonable notice. The committee shall, at each regular meeting of the Board of Directors, and from time to time when requested by the board, make a full report of all business transacted by the committee.

Section 4.2. Facility Committee. The Facility Committee shall be comprised of three (3) Directors and the Executive Director of the organization. It shall meet as necessary to report to the Board of Directors on operations matters of the CSC that concern the facility such as annual utility vendor selection, ice and turf operations, parking, building and grounds, insurance and liability, safety programs, preventative maintenance plans, facility improvements and new construction.

Section 4.3. Fundraising Committee. The Fundraising Committee shall be comprised of three (3) Directors (the Fundraising Chairperson and two Directors) and the Executive Director and any consultants that may be hired by the organization. It shall meet as necessary to report to the Board of Directors on fund-raising matters of the CSC such as establishing a fund-raising plan, working with fund-raising staff in their efforts to raise money, taking the lead in outreach efforts or fund-raising events; monitoring fund-raising efforts to ensure ethical practices are in place such that donors are acknowledged appropriately.

Section 4.4 Audit Committee. There shall be an Audit Committee consisting of members of the Board or non-Board members appointed by the Chair of the Board. At least one member of this committee shall serve on the Budget and Finance Committee but will not be the Board Chair or Treasurer.

The Audit Committee shall provide oversight of the Corporation's financial practices, internal controls, financial management and standards of conduct. The Audit Committee shall select and appoint the Corporation's independent external auditors and meet with them on at least an annual basis. The Audit Committee shall have three (3) independent Board members. It shall periodically appraise the financial control and accounting systems of the Corporation and recommend any changes it deems appropriate to the Board of Directors. It shall recommend the designation of an independent auditor each year and shall cause to be prepared and submitted to the Board of Directors at least once a year an audited statement of the financial condition of the Corporation as of the close of the fiscal year and of the receipts and expenditures for each year.

This committee shall meet with the external auditors to plan the scope of audits prior to the audit and review findings subsequent to the audit. Upon completion of the audit, it will review and discuss with the auditor any material risks and weaknesses in the internal controls identified by the auditor, ensure compliance with legal and regulatory requirements and "best practices", review any restrictions imposed by the Corporation on the scope of the auditor's activities or access to requested information, note any significant disagreements between the auditor and management, and the adequacy of the Corporation's accounting and financial reporting processes. It will annually consider the performance and independence of the auditor.

The Audit Committee may request any designated independent auditor, or any officer or employee of the Corporation, to appear before it to report on the financial condition of the Corporation and answer any questions it may have. In addition, the Audit Committee reviews the Internal Revenue Service Form 990 each year. The President of the Corporation shall not be an ex-officio member of the Audit Committee, but may, upon

invitations, attend any meetings. The Audit Committee reports directly to the Board of Directors but may, at its discretion, also report to the Executive Committee.

With the exception of the Audit Committee as noted above, any member of the Board of Directors is welcome to attend any Board Committee meeting.

Section 4.5. Volunteer Liaison. One Director will serve as Volunteer Liaison for the Board of Directors. This Director will working closely with the Executive Director to oversee a committee of community volunteers all serving as the chairperson of a specific event, program or activity held a the Sports Complex. The purpose of this position is to be a bridge between the CSC's core of volunteers, constituents, and the groups we serve.

Section 4.6. Nominating Committee. The President and two (2) Directors will serve on this committee. It shall meet as necessary to seek, recruit and recommend candidates for Board positions.

Section 4.7. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

ARTICLE V MISCELLANEOUS

Section 5.1. Books and Records. The CSC shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and all committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a recording giving the names and addresses of the members. Attached is the Record Retention Policy for the organization as Addendum C.

Section 5.2. Fiscal Year. The fiscal year for the CSC shall begin on the first day of July and end on the last day of June in each year.

ARTICLE VI AMENDMENTS

Section 6.1. Power to Directors to Amend Bylaws. The bylaws of the CSC may be amended, repealed, or added to, or new bylaws may be adopted a vote of two-thirds of the members of the full Board of Directors at a regular meeting of the Board. All motions for amendment of the bylaws shall be presented to the Board Secretary at least fifteen days in advance of the meeting at which they are to be considered, who shall, thereupon mail a copy of such motion to the Board membership not less than ten days in advance of such meeting.

6.2 Conflicts of Interest. The Board shall adopt a conflict of interest policy consistent with applicable law. The Board shall appoint a committee to review disclosures submitted in accordance with such policy and make recommendations to the Board should further consideration of a potential conflict be necessary. The conflict of interest policy shall be reviewed and updated, as necessary, no less frequently than every 2 years. The Conflict of Interest Policy is attached as Addendum A.

6.3 Related Party Transactions. A related party is (1) any trustee, officer, or key employee of the corporation or any affiliate of the corporation; (2) any relative of any trustee, officer or key employee of the corporation or any affiliate of the corporation; or (3)

any entity in which any of the individuals described above has a 35% or greater ownership or beneficial interest, or in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of 5%.

Trustees, officers and key employees of the corporation must disclose any interest in a transaction with a related party to the Audit Committee. Disclosure pursuant to the conflict of interest policy, as described in Article 6.2 shall be deemed sufficient disclosure. In the event a related party transaction is identified, the corporation may not enter into such transaction unless the Board, or the Audit Committee, considers alternative transactions to the extent possible, approves the transaction by not less than a majority vote of the members present at the meetings, and contemporaneously documents such approval in writing. No related party may participate in deliberation or voting, but such a party may present information to the Board or the authorized committee.

6.4 Whistleblower Policy. The Board shall adopt a whistleblower policy consistent with applicable law. The whistleblowers policy shall be reviewed and updated, as necessary. The Whistleblower is attached as Addendum B.

Section 6.2 of Cortland Sports Complex, Inc. Bylaws
Conflict of Interest Policy
Updated and Adopted April 15, 2015

Article I – Purpose

The purpose of the conflicts of interest policy is to protect the Corporation’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, member of senior management or director of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit organizations.

Article II – Definitions

1. Interested Person: Any director, officer, key employee, member of senior management, or other board designated member of management or member of a committee with board delegated powers that has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment or family-

- (a) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or
- (b) a compensation arrangement with the Corporation other than as an employee or with any entity or individual with which the Corporation has a transaction or arrangement, or
- (c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Such potential interest would exclude an ownership or investment interest of <1%, provided there are no other employment contractors or financial arrangements with the entity or individual.

3. Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

4. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate committee or Board of Directors decides that a conflict of interest exists.

Article III – Procedures

1. Duty to Disclose

In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement. An annual statement of disclosure must be submitted prior to the initial election of a director and by all interested persons each fiscal year and annually thereafter or whenever an actual or possible conflict arises.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining directors or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- (a) An interested person may make a presentation at the board or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest. Any interested person may rescue himself or herself at any time from involvement in any decision or discussion in which he or she believes that he or she has or may have a conflict of interest without going through the process of determining whether a conflict of interest exists.
- (b) The chair of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- (c) After exercising due diligence, the board or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- (d) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

4. Violation of the Conflicts of Interest Policy

(a) If the board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the response of the member and making further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV – Records of Proceedings

The minutes of the board and all committees with board-delegated powers shall contain-

1. the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.
2. the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Article V – Compensation

1. A voting member of the board of directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

Article VI – Annual Statements

Each officer, member of senior management, other board designated member of management, director and member of a committee with board delegated powers shall annually sign a statement which affirms that such person (i) has received a copy of the conflicts of interest policy; (ii) has received and understands the policy; (iii) has agreed to comply with the policy; and (iv) understands that the Corporation is a non-profit organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

A Conflict of Interest Disclosure Form is provided in herein.

CORTLAND SPORTS COMPLEX, INC.
ANNUAL STATEMENT OF DISCLOSURE

All information supplied will be maintained as strictly confidential information and disclosed only as necessary to implement the Cortland Sports Complex Inc.'s related policies (below) or as required by law.

Disclosure is to be completed as follows:

Directors: Upon election to the Board of Directors and thereafter annually, as part of the Annual Meeting of the Directors.

Employees: Upon appointment to an Executive Leadership position or other position designated as eligible by the Governance Committee and thereafter annually as part of the Annual Meeting of the Board of Directors.

Covered Individual: _____

Title(s)/Position(s): _____

Filing Period (CHECK ONE): Annual Specific Event or Update

Received by: _____ Date Received: _____

DEFINITIONS. Terms used herein have the meanings set forth in the Conflict of Interest Policy. Key terms are summarized here for your convenience.

"Compensation Arrangement" means any contract, agreement or understanding involving compensation, regardless of form of the contract, agreement or understanding. Compensation includes all remuneration in any form, whether direct or indirect, overt or covert, in cash or in kind. For example, compensation includes salary payments, stipends, loan and lease payments, the forgiveness of a debt, a decision not to sue an individual or entity, and gifts, favors, and other intangible benefits that are substantial in nature.

"Ownership or Investment Interest" means any beneficial interest in an entity, whether through debt, equity, or otherwise, including stock, partnership shares, and limited liability company memberships, as well as loans, bonds or other financial instruments that are secured by an entity's property or revenue. **Excluded** are publicly-traded (NYSE, Amex, or other regional or foreign exchange, and NASDAQ) securities in a Cortland Sports Complex Inc. having total assets exceeding \$75 million and shares in regulated investment companies (mutual funds) having total assets exceeding \$75 million.

"Transaction" means any action by the Cortland Sports Complex Inc. which may produce a commercial or personal benefit to an individual or to a limited number of individuals (as opposed to the public at large). For example, "transaction" includes loans, contracts for the

purchase or lease of goods or real property, agreements to provide services as an employee or on an independent contractor basis, and decisions to sue or to forbear from bringing suit.

"In Competition" means that another entity or individual is competing with the Cortland Sports Complex Inc. for a particular transaction or would be benefited or adversely affected, financially or otherwise, as a result of a transaction being contemplated by the Cortland Sports Complex Inc..

Please answer the following questions to the best of your knowledge. If you answer "yes" to any question, please attach a sheet of paper with the additional information requested.

1. DISCLOSURE OF FINANCIAL INTERESTS.

If "YES" to any of the following questions, on a separate sheet list the names of the entities and persons involved, and briefly describe the nature the interest or arrangement, for each question.

A. If you are a Director, is a member of your family employed by the Cortland Sports Complex?

Yes No

B. Do you (or a member of your family) have an ownership or investment interest in any entity that is a party to a transaction, or that is in competition, with the Cortland Sports Complex Inc.?

Yes No

C. Do you (or a member of your family) have a compensation arrangement with any entity or individual that is a party to a transaction with, or that is in competition, with the Cortland Sports Complex Inc.?

Yes No

D. Do you (or a member of your family) have a potential ownership or investment interest or compensation arrangement with any entity or individual (1) with which the Cortland Sports Complex Inc. is negotiating a transaction, (2) with which the Cortland Sports Complex Inc. is competing for a transaction, or (3) that will be benefited or adversely affected as a result of a transaction contemplated by the Cortland Sports Complex Inc.? For purposes of this question, a person has a "potential" ownership or investment interest or compensation arrangement if the person is actively investigating or negotiating, or is legally obligated, to acquire such interest or to enter into such compensation arrangement.

Yes No

E. **BORROWINGS.** Borrowing money or anything of value from a patient, individual, or entity that is transacting business or is in competition with the Cortland Sports Complex Inc. may be a conflict of interest; however, borrowing from banks, insurance companies, or other recognized institutions that transact business with the Cortland Sports Complex Inc. on terms and conditions which are offered to the general public is not considered to be a conflict of interest. List any borrowings by you or members of your family that may constitute a conflict of interest:

F. **GIFTS.** Disclose all cash gifts regardless of the amount of cash, and any non-cash gifts that you or members of your family have received from entities or individuals that transact business or seek to transact business with the Cortland Sports Complex Inc., or that are in competition with the Cortland Sports Complex Inc. (you need not disclose gifts received from family members if those family members' financial or non-financial interests are disclosed elsewhere on this form):

G. Do you or a member of your family have a less than arm's length transaction with the Cortland Sports Complex Inc.?

Yes No

2. DISCLOSURE OF NON-FINANCIAL INTERESTS.

If "YES" to any of the following questions, on a separate sheet list names of all such entities, the names of the persons, and the positions held.

A. Do you (or a member of your family) serve as a Director, officer, or member of a standing or board-designated committee of any entity (for-profit or not-for-profit) that has an existing or potential transaction, or that is in competition, with the Cortland Sports Complex Inc.?

Yes No

B. Do you have actual knowledge that you (or a member of your family) are being considered for election or appointment to any such position?

Yes No

3. AFFIRMATION.

I hereby acknowledge receipt of a copy of the Cortland Sports Complex Inc.'s Conflict of Interest Policy, have read and understand the Policy, and agree to comply with the Policy.

I understand that failure comply with the Cortland Sports Complex Inc.'s Conflict of Interest Policy, including the timely submission of this Annual Statement of Disclosure, may result in the termination of my relationship with the Cortland Sports Complex Inc. as determined by the Board of Directors.

I understand that the Policy applies to all activities of the Cortland Sports Complex Inc.'s Board of Directors and all committees having Board-delegated powers.

I understand that the Cortland Sports Complex Inc. is a charitable organization and that in order to maintain its federal tax exemption the Cortland Sports Complex Inc. must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

I have disclosed in numbers 1-4 above any and all financial and non-financial interests of myself and the members of my family that may have the appearance of a conflict of interest.

If any situation arises in the future that may involve me in a conflict of interest in accordance with the Conflict of Interest Policy, I will promptly provide a new Disclosure Statement to the Cortland Sports Complex Inc..

Signature: _____ Date: _____

Please Print: _____

INSTRUCTIONS:

1. Return the completed Statement of Disclosure using the envelope provided. The President of the Board of Directors will review the completed forms, assess any action needed, and arrange for the forms to be filed as part of the Board of Director Records or as part of the Employee Record, as appropriate.

Cortland Sports Complex, Inc.

Whistleblower Policy

Note: This Policy must be distributed to all officers, trustees, employees and volunteers who provide substantial services to Cortland Sports Complex.

General

Cortland Sports Complex Inc. (“the Corporation”) Code of Ethics and Conduct (“Code”) requires trustees, officers, employees and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the Corporation, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

Reporting Responsibility

It is the responsibility of all trustees, officers, employees and volunteers to comply with the Code and to report violations or suspected violations in accordance with this Whistleblower Policy.

No Retaliation

No trustee, officer, employee or volunteer who in good faith reports a violation of the Code shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the Corporation prior to seeking resolution outside the Corporation.

Procedure for Reporting Violations

The Code addresses the Corporation’s open door policy and suggests that employees or volunteers share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, an employee’s supervisor is in the best position to address an area of concern. However, if you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor’s response, you are encouraged to speak with whom you are comfortable in approaching. Suspected violations of the Code of Ethics to the Corporation’s Compliance Officer, who has specific and exclusive responsibility to investigate all reported violations.

Compliance Officer

The Corporation's Compliance Officer is the chair of the audit committee. The Corporation's Compliance Officer is responsible for investigating and resolving all reported complaints and allegations concerning violations of the Code and, at his/her discretion, shall advise the President and/or the audit committee. The Compliance Officer has direct access to the audit committee of the board of trustees and is required to report to the audit committee at least annually on compliance activity.

Accounting and Auditing Matters

The audit committee of the board of trustees shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. The Compliance Officer shall immediately notify the audit committee of any such complaint and work with the committee until the matter is resolved.

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 will be viewed as a serious disciplinary offense.

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 will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Handling of Reported Violations

The Compliance Officer will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

Cortland Sports Complex, Inc.

Records Retention Policy

This policy specifies how important documents (hardcopy, online or other media) should be retained and protected, and when they are eligible for destruction. The policy also ensures that documents are promptly provided to authorities in the course of legal investigations or lawsuits.

Document Retention Schedule

The following types of documents will be retained for the following periods of time. At least one copy of each document will be retained according to the following schedule.

Corporate Records

Article of Incorporation to apply for corporate status	Permanent
IRS Form 1023 (in the USA) to file for tax-exempt and/or charitable status	Permanent
Letter of Determination granting tax-exempt and/or charitable status	Permanent
By Laws	Permanent
Board policies	Permanent
Resolutions	Permanent
Board meeting minutes	Permanent
Sales tax exemption documents	Permanent
Tax or employee identification number designation	Permanent
Annual corporate filings	Permanent

Financial Records

Chart of Accounts	Permanent
Fiscal Policies and Procedures	Permanent
Audits	Permanent
Financial statements	Permanent
General Ledger	Permanent
Check registers/books	7 years
Business expenses documents (receipts)	7 years
Bank deposit slips	7 years
Cancelled checks	7 years
Invoices	7 years
Investment records (deposits, earnings, withdrawals)	7 years
Property/asset inventories	7 years
Petty cash receipts/documents	3 years
Credit card receipts	3 years

Tax Records

Annual tax filing for the organization (IRS Form 990)	Permanent
Payroll registers	Permanent
Filings of fees paid to professionals (IRS Form 1099)	7 years
Payroll tax withholdings	7 years
Earnings records	7 years
Payroll tax returns	7 years
W-2 statements	7 years

Personnel Records

Employee offer letters	Permanent
Confirmation of employment letters	Permanent
Benefits descriptions per employee	Permanent
Pension records	Permanent

Employee applications and resumes	7 years after termination
Promotions, demotions, letter of reprimand, termination	7 years after termination
Job descriptions, performance goals	7 years after termination
Employee Evaluations	7 years after termination
Workers' Compensation records	5 years
Salary ranges per job description	5 years
I-9 Forms	5 years after termination
Time sheets	3 years after termination

Insurance Records

Property Insurance policy	Permanent
Directors and Officers Insurance policy	Permanent
Workers' Compensation Insurance policy	Permanent
General Liability Insurance policy	Permanent
Insurance claims applications	Permanent
Insurance disbursements / denials	Permanent

Contracts

Employee contracts	Permanent
Construction contracts	Permanent
Legal correspondence	Permanent
Leases / deeds	Permanent
Grant contracts	Permanent
Vendor contracts	7 years
Warranties	7 years

Donations / Funder Records

Grant applications (for successfully secured grants)	7 years
Donor lists	7 years
Donor acknowledgements	7 years

Management Plans and Procedures

Strategic Plans	7 years
Staffing, programs, marketing, finance, fundraising and evaluation plans	7 years
Disaster Recovery Plan (Emergency Preparedness)	7 years

Document Protection

All documents (hardcopy, online or other media) will be stored in a protected environment for the duration of the Document Retention Schedule.

Document Destruction

Hardcopy of documents may be destroyed by shredding after they have been retained until the end of the Document Retention Schedule. Online copies may be deleted after they have been retained until the end of the Document Retention Schedule. Media storage that may or may have contained documentation no longer required to be retained will be destroyed so as to prevent unauthorized access to confidential information.

Provision of Documentation for Investigations or Litigation

Documents requested and subpoenaed by legally authorized personnel will be provided within 5 business days. The Board President and the Executive Director will authorize such provision. No documents will be concealed, altered or destroyed with the intent to obstruct any investigation or litigation.