

# BYLAWS OF

## POPE LACROSSE BOOSTER CLUB, INC.

### 1 ARTICLE ONE -Name and Purpose

- 1.1 Name. The name of the corporation is “Pope Lacrosse Booster Club, Inc.”
- 1.2 Registered Office and Agent. The corporation shall maintain registered office in the State of Georgia, as the Board of Trustees may determine from time to time or the affairs of the corporation may require or make desirable.
- 1.3 Other Offices. The corporation may have other offices at such place or places, within, or without the State of Georgia, as the Board of Trustees may determine from time to time or the affairs of the affairs of the corporation may require or make desirable.
- 1.4 Purpose. The corporation is organized for educational purposes. The corporation shall be operated exclusively for such purpose; no part of its net earnings shall inure to the benefit of any private member, Trustee or individual; no part of its activities shall be carrying on propaganda, or otherwise attempting to influence legislation and it shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

### 2 ARTICLE TWO - Board of Trustees

- 2.1 Authority and Responsibility of the Board of Trustees. The direction and management of the affairs of the corporation and the control and disposition of its properties and funds shall be vested in the Board of Trustees (the “Board”). All powers, duties, and functions of the corporation conferred by the Articles of Incorporation, these bylaws, state status, common law, court decisions, or otherwise, shall be exercised, performed or controlled by the Board. The Board shall determine the corporation’s policies or changes therein, and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the corporation as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to an executive committee. Under no circumstances, however, shall any actions be taken which are inconsistent with the Articles of Incorporation and these bylaws, and the fundamental and basic purposes of the corporation, as expressed in the Articles of Incorporation and these bylaw.
- 2.2 Number and Tenure. The initial regular Board shall consist of five (5) members, to be comprised of the then serving Head Coach of the lacrosse program at Alan C. Pope High School (or such other person- as may be designated by the Principal of Alan C. Pope High School), and four (4) other members of the Corporation selected in accordance with section 2.3 of the Bylaws. The number of Board members may be increased or decreased by the amendment of the Articles of Incorporation of the corporation and these bylaws; provided, however, that any decrease in the number of Trustees shall be without prejudice to any Trustee then serving.
- 2.3 Manner of Election and Term of Office. Subject to Section 2.2 above, successor Trustee shall be elected at the annual meeting of the meeting of the members of the corporation of majority vote of the members as provided in Article 3 below. Each Trustee shall take office as of the close of such annual meeting and shall continue in office for a minimum of a 2-year period and maximum of 4-year period as adopted through amendment dated April 2013 by majority vote. After a 4 year term, an officer may not continue in the same role unless a successor had not been identified and voted in by majority.

- 2.4 Nominations. Subject to Sections 2.2, the nominating committee, acting in accordance with Section 6.2 of these bylaws, shall present to the members at least ten (10) days before the annual meeting, one nomination for each seat on the Board of Trustees which is vacant or about to expire. Additional nominations may be made from the floor at the annual meeting by members of the corporation who are entitled to vote.
- 2.5 Removal. Except as provided in Section 2.3 above, any Trustee may be removed either for or without cause, special, or annual meeting of the members, by the affirmative vote of a majority of all members if given notice of intention upon such matter shall been given in the notice of such meeting. A removed Trustee's successor may be elected at the special meeting to serve the unexpired term.
- 2.6 Vacancies. Any vacancy in the Board of Trustees arising at any time and from any cause, including the authorization of an increase in the number of Trustees, may be filled at any meeting of the Board of Trustees by a majority of Trustees then in office; provided, however, if a vacancy exists due to the removal of a Trustee by the members, the members shall elect the individual to replace the Trustee so removed.
- 2.7 Compensation. No member of the Board of Trustees shall be paid any salary or any remuneration for their services associated with the corporation, but they may be reimbursed for any authorized expenditure incurred if such expense received prior approval form the Board,
- 2.8 Qualifications of Trustees. Trustees shall be natural persons who are eighteen (18) years of age or older and are members in good standing of the corporation, but need not be residents of this state unless the Articles of Incorporation so require.
- 2.9 Annual Meeting: Notice. The annual meeting of the Board of Trustees shall be held at such place as the Board of Trustees shall determine and on such day and at such time as the Board of Trustees shall designate, but shall be coincident with the annual meeting of the members. Unless waived as contemplated in Section 4.2, notice of the time and place of such annual meeting shall be given by the secretary in one of the methods prescribed by Section 4.2 not less than ten (10) days before such annual meeting.
- 2.10 Additional Regular Meetings: Notice. Regular meetings of the Board of Trustees shall be held from time to time between annual meetings at such times and at such placed as the Board of Trustees may prescribe. Notice of the time and place of each such regular meeting shall be given by the secretary in one of the forms prescribed by Section 4.2 not less than ten (10) days before such regular meeting.
- 2.11 Special Meetings: Notice. Special meetings of Board Trustees may be called by or at the request of the President of the corporation, a majority of the Trustees, or by twenty-five percent (25%) of the members in good standing by petition to the Board. Notice of the time, Office and date of any special meeting of the members shall be given by the secretary in one of the forms prescribed by Section 4.2 not less than ten (10) days before such meeting.
- 2.12 Waiver. Attendance at or participation in a meeting by a Trustee waives any required notice to him of such meeting unless the Trustee at the beginning of the meeting (or promptly upon his arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.
- 2.13 Quorum. At meetings of the Board of Trustees, a two-thirds (2/3) vote of the Trustees then in office shall be necessary to constitute a quorum for the transaction of business.
- 2.14 Vote Required for Action. Except as otherwise provided in these bylaws or bylaw, the act of a majority of Trustees present at a meeting at which a quorum is present at the time shall be the act of the Board of Trustees.
- 2.15 Action by Trustees without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Trustees may be taken without a meeting if one or more written consents describing the action taken are signed by all of the members of the Board of Trustees and delivered to the corporation for inclusion in the minutes for filing with the corporate records reflecting the action taken. Action taken by consent shall be effective when the last Trustee signs the consent unless the consent specifies a different effective date. Such consent shall have the same force and effect as a meeting vote and may be described as such in any document.

- 2.16 Telephone and Similar Meeting. Trustees may participate in and hold any regular or special meeting by, or conduct the meeting through the use of, any means of communication by which, all participating in the meeting may simultaneously hear and speak with each other during the meeting. Participation in such meeting by these means shall constitute presence in person at a meeting.
- 2.17 Adjournments. A meeting of the Board of Trustees, whether or not a quorum is present, may be adjourned by a majority of the Trustees present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the Business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

### 3 ARTICLE THREE - Members

- 3.1 Membership and Fees. All parents and guardians of lacrosse players at Alan C. Pope High School that pay the corporation the designated "initiation fee," at the beginning of the corporation's membership year are eligible for membership, Membership is non-transferable and each member shall be entitled to one vote.
- 3.2 Place of Meetings. Meetings of the members may be held at any place within or without the State of Georgia as set forth in the notice thereof or in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is so specified, at the principle office or the corporation.
- 3.3 Annual Meeting: Notice. The annual meeting of the members shall be held at such place as the Board of Trustees shall determine and on such day and at such time as the Board of Trustees shall designate. Notice of the time and place of such annual meeting shall be given by the secretary in one of the forms prescribed by Section 4.2 not less than ten (10) days before such annual meeting.
- 3.4 Special Meetings: Notice. Special meetings of the members may be called by the affirmative vote of a majority of the Trustees. Any special meetings shall be held at the place and on the date and me set forth in the notice of the special meeting. Notice of the time and place special meeting shall be given by the secretary in one of the forms prescribed by Section 4.2 no fewer than fifteen (15) days before such special meeting.
- 3.5 Quorum: Voting. At any meeting of the members, the number of members present shall constitute a quorum, and the vote of a majority of members present at such meeting shall be the act of the members.

## 4 ARTICLE FOUR - Notice and Waiver

- 4.1 Procedure. Whenever these bylaws require notice to be given to any Trustee or member, the notice shall be given as prescribed in Articles Two or Three, as appropriate. Notice shall be in writing unless oral notice is reasonable under the circumstances. Whenever notice is given to a Trustee or member by mail, the notice shall be sent by first-class mail by depositing the same in a post office or letter box in a postage prepaid sealed envelope addressed to the Trustee or member at his or her address as it appears in the current records of the corporation; and such notice shall be deemed to have been given at the time the same is deposited in the United States mail. Notice shall be deemed to have been given by email at the time the sender receives a "read receipt" indicating actual receipt and opening of the email by the recipient. Oral notice is effective when communicated.
- 4.2 Waiver. Whenever any notice is required to be given to any Trustee by law, by the Articles of Incorporation, or by these bylaws, a Trustee may waive any such notice before or after the date and time stated in the notice as provided in Section 2.12 above, the waiver must be signed by the Trustee entitled to such notice and delivered to the corporation for inclusion in the minutes or filing with the corporate records.

## 5 ARTICLE FIVE - Officers

- 5.1 Number and Qualifications. The executive officers of the corporation should consist of a president, a vice-president, the secretary, and a treasurer. The Board of Trustees shall from time to time create and establish the duties of such other officers or assistant officers as it deems necessary for the efficient management of the corporation; but the corporation shall not be required to have at any time any officers other than a president, a vice-president, a secretary, and a treasurer. No person may hold more than one office.
- 5.2 Election and Term of Office. The initial officers of the corporation, including the president, the vice-president, the secretary, and the treasurer, shall be elected by the initial Trustees of the Foundation, and shall serve until the first annual meeting of the members or until their successors have been elected and qualified in accordance with these bylaws. Thereafter, such officers shall be elected by the members at the annual meeting of members.

Such officers shall serve for terms of one (1) year and thereafter until their successors have been elected and qualified, or until their earlier death, resignation, removal, retirement, or disqualification. Any other officers or assistant officers appointed by the Board of Trustees under Section-p. 5.1 of these bylaws shall serve at the will of the Board or Trustees and until their successors have been elected and are qualified, or until their earlier death, resignation, removal, retirement, or disqualification.

- 5.3 Other Agents. The Board of Trustees may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall hold office during the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Trustees may from time to time determine.
- 5.4 Removal. Any officer or agent elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever in its judgment lies in the best interests of the corporation will be served thereby. However, any such removal shall be without prejudice to the contract rights, if any, of the officer or agent so removed.
- 5.5 Vacancies. A vacancy in any office at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Trustees.
- 5.6 President.
- a) The president shall preside at all meetings of the members and of the Board of Trustees. The president shall also serve as a member with right to vote, of any executive committee of the Board of Trustees.

- b) The President shall also be the chief executive officer of the Corporation and, as such, shall exercise general supervision of all operations of the corporation, The president shall be authorized to sign the checks, drafts, and other orders for the payment of money, notes of other evidences of indebtedness issued in the name of the corporation, grant requests, and statements and reports required to be filed with state and federal officials or agencies; and the president shall be authorized to enter into any contract or agreement and to execute in the corporate name, along with the treasurer or secretary, any instrument of other writing; and shall see that all orders and resolutions of the Board of Trustees are carried into effect.
- c) The president shall present a report on the affairs of the corporation at the annual meeting, and shall notify the members of any vacancies on the Board of Trustees.
- d) The president shall have the right to supervise and direct the management and operation of the corporation, overseeing the various activities of the corporation and interfacing with the school administration, coaches and outside resources to ensure that the objectives of the corporation are met.
- e) The president shall perform such other duties and have such other authority and powers as the Board of Trustees may from time to time prescribe.

#### 5.7 Vice-President.

- a) The vice-president shall, in the absence or disability of the president, perform the duties and have the authority and exercise the powers of the president. The vice-president shall oversee the activities of committee chairpersons and shall chair the Nominating Committee.
- b) The vice-president shall coordinate with the other high school booster clubs in the area to promote lacrosse within the community and shall perform such other duties and have such other authority and powers as the Board of Trustees may from time to time prescribe or may delegate from time to time.

#### 5.8 Secretary.

- a) The secretary shall attend all meetings of the Board of Trustees and record, or cause to be recorded, all votes, actions and the minutes of all proceedings in a books to be kept for that purpose and all perform, or cause to be performed, like duties for the executive and other committees when required.
- b) The secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Trustees.
- c) The secretary shall prepare and mail all correspondence for this corporation and shall take appropriate action on all mail received by the corporation.
- d) The secretary shall assure that all members and prospective members of the corporations have a copy of the corporate bylaws.
- e) The secretary shall be authorized to sign checks, drafts, and other orders for the payment of money, notes of other evidences of indebtedness issued in the name of the corporation.
- f) The secretary shall be under the supervision of the president. He shall perform such other duties and have such other authority and powers as the Board of Trustees may from time to time prescribe or as the president may from time to time delegate.

#### 5.9 Treasurer.

- a) The treasurer shall have the custody of corporation funds and securities and shall keep full and accurate accounts of receipts and disbursements of the corporation and help deposit all monies in the name and to the credit of the corporation into depositories designated by the Board of Trustees.

- b) The treasurer shall disburse the funds of the corporation as ordered by the Board of Trustees, and prepare financial statements each month or at such other intervals as the Board of Trustees shall direct. The treasurer shall make available these records, for audit, on an annual basis and upon request of the majority of the executive committee.
- c) The treasurer shall provide a written financial statement to the Board at each meeting and shall present a report of the financial condition of the corporation at the annual meeting.
- d) The treasurer shall prepare and submit a budget for approval at the Annual meeting. Any monies remaining at the end of a fiscal year shall be carried forward and held in reserve to defray future expenses and shall not be applied to general budget in agreement of the Board of trustees.
- e) The treasurer shall perform such other duties and have such other authority and power as the Board of Trustees may from time to time prescribe or as the president may from time to time delegate.
- f) At a minimum, the Treasurer shall retain the financial records of the corporation for five (5) calendar years from the date of their creation.

#### 5.10 School Liaison.

- a) The Board shall have one Trustee designated as the school liaison who shall be the then serving head coach of the Alan C. Pope High School lacrosse program (or such other person as designated by the Principal of Alan C. Pope High School) and shall advise the Trustees of all school activities requiring the corporation's support. The school liaison shall provide information to the Trustees and members and shall work with the president so as to make the corporation responsive to the needs of Alan C. Pope High School in general and the lacrosse program in particular. The school liaison shall be a non-voting, ex-officio Trustee of the Board.
- b) The school liaison shall assist the Treasurer in preparing an annual budget to cover the financial needs of the corporation and shall coordinate all requests for non-budgeted expenditures.

## 6 ARTICLE SIX - Committees of Trustees

- 6.1 Nominating committee. The vice-president, with the approval of and after consultation with the Board of Trustees, shall appoint a nominating committee consisting of himself, one other Trustee of the corporation (not to include the president), the Trustee designated as the school liaison, and two (2) members of the corporation. The nominating committee shall invite suggestions for those Trusteeships and offices which are vacant or about to expire, allowing at least thirty (30) days for suggestions. The nominating committee shall then nominate candidates for the required Trustees and offices of the corporation as provided in these bylaws and report such nominations to the members of the Board or Trustees at least ten (10) days before the annual meeting. Additional nominations may be submitted at any time up to and during the annual meeting, and said nomination shall be voted upon by the Trustees in accordance with these bylaws.
- 6.2 Other Committees and Trustees. Other committees each consisting of a minimum of one (1) Trustee and one other member of the corporation as set forth in the establishing resolution, may be designated by a resolution adopted by a majority of Trustees present in a meeting at which a quorum is present. Except as otherwise provided in such resolution or in these bylaws, members of each such committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal. No such committee shall have or exercise the authority of the Board of Trustees in the management of the corporation.

- 6.3 Advisory and Other committees. The Board of Trustees may provide for such other committees, including committees, advisory groups, etc. Consisting in whole or in part of persons who are not Trustees of the corporation as it deems necessary. It can also discontinue any group or committee at its pleasure. It shall be the function and purpose of each committee to advise Board of Trustees on matters relating to the business and affairs of the corporation; and each such committee shall have the powers and perform such specific duties or functions, Not inconsistent with the Articles of the Incorporation of the corporation or these by laws, as may be prescribed for it by vacancies of any such other committees shall be made by the chairman of the corporation , unless the Board of Trustees otherwise provides. Any action by each such committee shall be subject to control, revision, and alteration by the Board of Trustees provided that no rights of third persons shall be prejudicially affected thereby.
- 6.4 Authority of Committees. Notwithstanding anything herein to the contrary, a committee may not:
- a) Authorize the payment of a dividend or any part of the income of profit or the corporation to its Trustees or officers;
  - b) Approve of recommend dissolution, merger, or the sale pledge, or transfer of all or substantially all of the corporation's assets;
  - c) Elect, appoint, or remove Trustees or fill vacancies on the Board or on any of its committees;
  - d) Adopt, amend, or repeal the Articles or bylaws; or
  - e) Authorize the expense of the corporation's funds.
- 6.5 Term of Appointment. Each member of a committee shall continue as such until the next annual meeting of the Board or Trustees and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.
- 6.6 Chairman. One member of each committee shall be appointed chairman thereof by the Board. The vice-president shall chair the Nominating Committee.
- 6.7 Vacancies. Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided I the case of the original appointments.
- 6.8 Quorum. Unless otherwise provided in the resolution of the Board of Trustees designating a committee, a majority of the whole committee shall constitute a quorum; and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.
- 6.9 Rules. Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these bylaws of with rules adopted by the Board of Trustees. Notwithstanding anything herein to the contrary, the provisions of Article 3 shall apply to all committees established hereafter.

## 7 ARTICLE SEVEN - Contracts, Checks, Deposits, and Funds

- 7.1 Contracts. The Board of Trustees may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation. Such authority must be in writing and may be general of confined to specific instances.
- 7.2 Checks, Drafts, Notes. Etc. All checks, drafts or other orders for payment of money, notes, or other evidenced or indebtedness issued I the name of the corporation shall be signed by at least two (2) Trustees.
- 7.3 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companied, or other depositories as the Board of Trustees may select.
- 7.4 Gifts. The Board of Trustees may accept on behalf of the corporation any contribution, gift, bequest, for the general purposes of the corporation and may accept restricted gifts or grants only upon the approval of majority of the Trustees

- 7.5 Dissolution – Disbursement of Funds. In the event of dissolution of the corporation, for any reason, the Principal of Alan C. Pope High School (or their designee) will direct any remaining cash belonging to the corporation to be disbursed in any of the following ways (or any combination):
- a) Held in escrow and turned over to a successor lacrosse booster club
  - b) Donated to other Alan C. Pope High School booster clubs
  - c) Donated to a charity

## 8 ARTICLE EIGHT - Indemnification and Insurance

- 8.1 Indemnification. In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the corporation against expenses, including attorney's fees (and in the case of actions other than those by or in the right of the corporation, judgments, fines, and amounts paid in settlement), actually and reasonably incurred by him in connection with such action, suit or proceeding by reason of the fact that such person is or who is a Trustee, officer, employee, Trustee, or agent of the corporation, or is or was serving at the request of the corporation as a Trustee, officer, Trustee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership joint venture, trust of other enterprise, then, unless such indemnification is offered by a court, the corporation shall determine, or cause to be determined, in the manner provided under Georgia law, whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in Georgia law; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by Georgia law.
- 8.2 Indemnification Not Exclusive of Other Rights. The indemnification provided in Section 8.1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the articles of incorporation or bylaws, or any agreement, vote of members of disinterested Trustees, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Trustee, officer, employee, Trustee, or agent and shall be the benefit of the heirs, executors, and administrators of such a person.
- 8.3 Insurance. To the extent permitted by Georgia law, the corporation may purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee, Trustee, or agent of the corporation, or is or was serving at the request of the corporation as a Trustee, officer, employee, Trustee or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise.

## 9 ARTICLE NINE - Miscellaneous

- 9.1 Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Trustees, and committees having any of the authority of the Board of Trustees. The corporation shall keep at its registered or principal office a record giving the names and addresses of the Trustees.
- 9.2 Corporation Seal. The corporation seal (of which there may be one or more exemplars) shall be in such form as the Board of Trustees may from time to time determine.
- 9.3 Fiscal Year. The fiscal year of the corporation shall run from January 1 through December 31; provided, however, that the membership year (i.e., the twelve-month period for which dues are due and payable) shall run from July 1 through June 30. The Board or Trustees is authorized to change that fiscal year of the corporation from time to time as it deems appropriate.

- 9.4 Construction. Wherever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:
- a) The remainder of these bylaws shall be considered valid and operative; and
  - b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.
- 9.5 Table of Contents. Headings. The table of contents and headings are for organization, convenience and clarity. In interpreting these bylaws, they shall be subordinated in importance to the other written material.
- 9.6 Relation to Articles of Incorporation. These bylaws are subject to, and governed by, the Articles of Incorporation.

These bylaws of Pope Lacrosse Booster Club, Inc. were adopted by the unanimous vote of the Trustees at a meeting held on January 21, 2008, revised in November 2015 and revised in August 2018.

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Secretary