

ORIGINAL

**BYLAWS
OF THE
WHEELER HIGH SCHOOL BOYS LACROSSE
BOOSTER CLUB**

Adopted September 26, 2011

Article I. Name and Purpose

Section 1.01 Name. The name of the organization is Wheeler High School Boys Lacrosse Booster Club (Booster Club) and operates under the Wheeler High School Athletic Association's non-profit 501c(3) status.

Section 1.02 Registered Office and Agent. The Booster Club shall maintain a registered office in the State of Georgia, and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Georgia Non-Profit Corporation Code.

Section 1.03 Other Offices. The Booster Club may have other offices at such place or places, within the State of Georgia, as the Board of Directors may determine from time to time or the affairs of the Booster Club may require or make desirable.

Section 1.04 Purpose. The Booster Club is organized exclusively to promote interest in the lacrosse program at Wheeler High School and surrounding community. Namely, to raise funds for the boys lacrosse program for all eligible students at Wheeler High School (WHS); to lend moral and financial support to all phases of the lacrosse program at WHS; to cooperate and work in all possible ways with the coaches and staff; and to promote excellence in all athletic and scholastic endeavors at WHS. The Booster Club shall be operated exclusively for such purposes; no part of its net earnings shall inure to the benefit of any private member, officer, Director 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. The Booster Club shall have no authority to dictate or interfere in any way with the Athletic Staff, its policies or those of the School Administration.

Section 1.05 Fiscal Year. The fiscal year of the Booster Club, unless otherwise determined by the Board of Directors, shall be June 1 to May 31st of the calendar year.

Article II. Membership and Dues

Section 2.01 Eligibility. A single membership entitles each family to one (1) vote on those matters which members shall be called upon to vote, to hold office and all other rights and responsibilities of membership in the Committee. Members with no outstanding fees owed shall be considered members in good standing and retain all voting rights and privileges of membership. No proxy votes shall be entertained.

Section 2.02 Election of Members. Request for membership in the organization shall be made to the Executive Committee

Section 2.03 Dues. Membership dues shall be determined by the Executive Committee and reported to the membership. The treasurer, membership committee chair, and head coach together may reduce or waive dues for a member on a case-by-case basis and based on the Member's financial situation.

Section 2.04 Governmental Policies. This Organization shall be subject to the policies of the Principal of Wheeler High School, the Cobb County Board of Education, the Georgia High School Association, the Georgia State School Standards, and the Southern Association of Colleges and Schools Accrediting Agency.

Article III. Meetings of Members

Section 3.01 Place of Meetings. Meetings of the Board may be held at any place within or outside 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 principal office of the Booster Club.

Section 3.02 Annual Meeting; Notice. The annual meeting of the Board shall be held during the month immediately following the end of the regular season at such place as the Board shall determine and on such day and at such time as the Board shall designate. Unless waiver as contemplated in Section 6.02, notice of the time and place of such annual meeting shall be given by the secretary either personally, by telephone, by telegram, by teletype, facsimile or other form of wire or wireless communications, or by mail not less than two (2) days before such regular meeting.

Section 3.03 Additional Regular Meetings; Notice. Regular meetings of the Board shall be held from time to time between annual meetings at such times and at such places as the Board may prescribe. Notice of the time and place of

each such regular meeting shall be given by the secretary either personally, by telephone, by e-mail by telegram, by teletype, facsimile or other form of wire or wireless communications, or by mail not less than two (2) days before such regular meeting.

Section 3.04 Special Meetings; Notice. Special meetings of the Board may be called by or at the request of the President of the Booster Club or by any two (2) of the Directors in office at that time. Notice of the time and place of each such special meeting shall be given by the secretary either personally, by telephone, by telegram, by teletype, facsimile or other form of wire or wireless communications, or by mail not less than two (2) days before such regular meeting.

Section 3.05 Georgia's Open Meetings Law. All meetings of this organization shall be open to all members and any other interested parties.

Section 3.06 Waiver. Attendance at or participation in a meeting by a Director waives any required notice to him of such meeting unless the Director 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.

Section 3.07 Quorum. At meetings of the Board, a majority of the Directors then in office shall be necessary to constitute a quorum for the transaction of business.

Section 3.08 Vote Required for Action. Except as otherwise provided in these Bylaws or by law, the act of a majority of serving Directors shall be the act of the Board.

Section 3.09 Action by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if one or more written consents describing the action taken are signed by all the Directors of the Board and delivered to the Booster Club 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 Director 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.

Section 3.10 Telephone and Similar Meetings. Directors may participate in and hold a 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 each other during the meeting. Participation in such meeting by these means shall constitute presence in person at the meeting.

Article IV. Board of Directors

Section 4.01 Authority and Responsibility of the Board of Directors. The direction and management of the affairs of the Booster Club and the control and disposition of its properties and funds shall be vested in a Board of Directors (the "Board"). All powers, duties, and functions of the Booster Club conferred by the Constitution, these Bylaws, state statutes, common law, court decisions, or otherwise, shall be exercised, performed or controlled by the Board. The Board shall determine the Booster Club's policies or changes therein, and shall actively execute 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 Booster Club 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 constitution, these Bylaws and the mission statement.

Section 4.02 Number. The Board of the Booster Club shall consist of at least seven (7) but not more than nineteen (19) members to be comprised at all times of four (4) Executive Board members who are parents of children currently attending Wheeler High School and at least three (3) committee chair persons whose children are currently attending Wheeler High School, collectively, ("Directors"). All Directors shall be selected in accordance with Section 4.05 of these Bylaws. However, the initial Board shall be those seven (7) persons whose names have been provided to the administration. The Booster Club will also have as a non-voting advisory board, one (1) head coach, one (1) community coach, and one (1) school administrator. The initial Board shall serve until the annual meeting of the Board.

Section 4.03 Manner of Election and Term of Office. Subject to Section 4.02 above, successor Directors shall be elected at the annual meeting of the Board of the Booster Club by vote of the Directors as provided in Article 3 above. Each Director shall take office as of the close of such annual meeting and shall continue in office for a one-year period and thereafter until his successor shall have been elected and qualified or until his earlier death, resignation, disqualification or removal. A Director may be removed by vote of the Directors of the Booster Club as provided in Section 4.06 in the event such Director no longer had a child currently enrolled at Wheeler High School.

Section 4.04 Meetings and notice. The board shall meet monthly during season, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two weeks in advance.

Section 4.05 Nominations. Subject to Section 4.02, the nominating committee, acting in accordance with Section 7.01 of these Bylaws, shall present to the Board at least thirty (30) days before the annual meeting, one nomination for

each seat on the Board which is vacant or about to expire unless such thirty (30) day requirement is waived by the Board. Additional nominations may be made from the floor at the annual meeting by Directors of the Booster Club who are entitled to vote.

Section 4.06 Removal. Except as provided in Section 4.03 above, any Director may be removed either for or without cause at any regular, special, or annual meeting of the Board, by the affirmative vote of a majority of all of the Directors then in office if given notice of intention to act upon such matter shall have been given in the notice calling such meeting. A removed Director's successor may be elected at the same meeting to serve the unexpired term.

Section 4.07 Vacancies. Any vacancy in the Board arising at any time and from any cause, including the authorization of an increase in the number of Directors, may be filled at any meeting of the Board by a majority of Directors then in office. Each Director so elected shall hold office until the election at the annual meeting of the Board or the qualification of his successor under Section 4.03 of these Bylaws.

Section 4.08 Compensation. No member of the Board shall be paid any salary or any remuneration for their services associated with the Booster Club, but they may be reimbursed for any authorized expenditures incurred if such expense receives approval from the Board.

Section 4.09 Qualifications of Directors. Directors shall be natural persons who are eighteen (18) years of age or older, currently has a student enrolled at Wheeler High School, and a resident of the State of Georgia.

Article V. Executive Committee

Section 5.01 Number and Qualifications. The executive officers of the Booster Club shall consist of a president, vice president, secretary and a treasurer, and by Director resolution may also include the immediate past president and if requested two co-presidents. The Board 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 Booster Club; but the Booster Club shall not be required to have at any time any officers other than a president, a vice president, a secretary and a treasurer.

Section 5.02 Election and Term of Office. The initial officers of the Booster Club, including the president, the vice president, the secretary and the treasurer shall be elected by the initial Directors of the Booster Club, and shall serve until the first annual meeting of the Board or until their successors have been elected and qualified in accordance with these Bylaws. Thereafter, such officers shall be elected annually by the Board of the Booster Club. 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 under Section 5.1 of these Bylaws shall serve at the will of the Board and until their successors have been elected and qualified, or until their earlier death, resignation, removal, retirement, or disqualification. There shall be a limit of three (3) successive terms of office for which an officer may serve.

Section 5.03 Other Agents. The Board 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 may from time to time designate.

Section 5.04 Removal. Any officer or agent elected or appointed by the Board may be removed by the Board or by a majority vote at a general membership meeting whenever in its judgment the best interests of the Booster Club 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.

Section 5.05 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.

Section 5.06 President. The president shall preside at all meetings of the Board. The president shall also serve as a member, with right to vote, of any executive committee of the Board and as a voting member, ex officio, of any and all other committees of Directors. The president shall also be the chief executive officer of the Booster Club and, as such, shall exercise general supervision of all operations and personnel of the Booster Club, including determination of compensation to be paid any employee other than himself for services rendered to the Booster Club, subject to the control of the Board. The president shall be authorized to request orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Booster Club; and the president shall be authorized to enter into any contract or agreement and to execute in the club name, along with the treasurer, any instrument or other writing; and he shall see that all orders and resolutions of the Board are carried into effect. The president shall have the right to supervise and direct the management and operation of the Booster Club and to make all decisions as to policy and otherwise which may arise between meetings of the Board, and the other officers and employees of the Booster Club shall be under his supervision and control during such interim. The president shall perform such other duties and have such other authority and powers as the Board may from time to time prescribe.

Section 5.07 Vice President. The vice president, unless otherwise determined by the president or by the Board, shall, in the absence or disability of the president, perform the duties and have the authority and exercise the powers of the president. They shall perform such other duties and have such other

authority and powers as the Board may from time to time prescribe or as the president may from time to time delegate.

Section 5.08 Secretary. The secretary shall attend all meetings of the Board and record, or cause to be recorded, all votes, actions and the minutes of all proceedings in a book to be kept for that purpose and shall perform, or cause to be performed, like duties for the executive and other committees when required. The secretary shall give, or cause to be given, notice of all meetings of the Board. The secretary shall be under the supervision of the president and shall perform such other duties and have such other authority and powers as the Board may from time to time prescribe or as the president may from time to time delegate.

Section 5.09 Treasurer. The treasurer shall have the custody of Booster Club fund records and securities and shall keep full and accurate accounts of receipts and disbursements of the Booster Club and shall deposit all monies and other valuables in the name and to the credit of the Booster Club into depositories with the Wheeler High School Athletic Association. The treasurer shall request disbursement of funds for the Booster Club as ordered by the Board, and prepare financial statements each month or at such other intervals as the Board shall direct. The treasurer shall perform such other duties and have such other authority and powers as the Board may from time to time prescribe or as the president may from time to time delegate. The treasurer shall have signature authority to approve request for disbursement from the WHSAA on the Booster Club's financial accounts.

Article VI. Notice and Waiver

Section 6.01 Procedure. Whenever these Bylaws require notice to be given to any Director, the notice shall be given as prescribed in Article Three. Notice shall be in writing unless oral notice is reasonable under the circumstances. Whenever notice is given to a Director 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 Director at his address as it appears in the current records of the Booster Club; 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 e-mail, telegram or cablegram at the time notice is filed with the transmitting agency and by facsimile when confirmed as received. Oral notice is effective when communicated.

Section 6.02 Waiver. Whenever any notice is required to be given to any Director by law, by the constitution, or by these Bylaws, a Director may waive any such notice before or after the date and time stated in the notice. Except as provided in Section 3.06 above, the waiver must be in writing signed by the Director entitled to such notice and delivered to the Booster Club for inclusion in the minutes or filing with the corporate records.

Article VII. Committees

Section 7.01 Nominating Committee. The president, with the approval of and after consultation with the Board, shall appoint a nominating committee consisting of at least three (3) Directors of the Booster Club. Subject to Article 4, the nominating committee shall invite suggestions for those directorships 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 directorships and offices of the Booster Club as provided in these Bylaws and report such nominations to the member or the Board at least thirty (30) days before the annual meeting unless such thirty (30) day requirement is waived by the Board. Additional nominations may be submitted at any time up to and during the annual meeting, and said nomination shall be voted upon by the Directors in accordance with these Bylaws.

Section 7.02 Other Committees of Directors. The Board of Directors may, by resolution, designate one or more committees. The president shall appoint and the Board of Directors shall approve the chairperson of such committees. Each committee head shall provide the Board of Directors with a written report detailing their activities for the year. These reports shall be passed on to the new Committee head for the next year. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Booster Club shall be served by such removal.

Section 7.03 Standing Committees. Suggested but not required.

- (a) **Membership Committee.** The membership committee shall develop membership forms, implement and maintain a record system, coordinate membership drives, man membership tables at school functions, maintain current membership roster and provided rosters as requested.
- (b) **Fund Raising Committee.** The Fund Raising Committee shall be responsible for the planning, preparation and completion of any money raising projects and assist the President in any way possible.
- (c) **Hospitality Committee.** The Hospitality Committee shall coordinate all booster sponsored game day meals, banquet, senior night, and potluck supper activities including supplies, food and personnel. Any other social activities shall be included.
- (d) **Field/Game Day Committee.** The Field/Game Day Committee shall organize all volunteers required for game day operations.

- (e) **Public Relations Committee.** The Public Relations Committee shall advise the school and local media assignee of any newsworthy events or accomplishments. Additionally, this committee shall write and post newsworthy events or accomplishments for morning/afternoon announcements at WHS. This committee will also be responsible for the Lacrosse Bulletin Board , web site, and Facebook page. And finally, this committee shall be responsible for the production of the annual Lacrosse program which will be a joint venture with the girls and jr. program.
- (f) **Equipment/Uniform/Spirit Wear Committee.** The Equipment Committee shall be responsible for the purchasing of and managing of all school issued equipment, all school issued uniforms and designing, selling and purchasing of spirit wear.
- (g) **Concessions Committee.** The Concessions Committee shall coordinate all supplies, equipment, food and personnel for the efficient operation of the concessions operation.

Section 7.04 Advisory and Other Committees. The Board may provide for such other committees, including committees, advisory groups, etc., consisting in whole or in part of persons who are not Directors of the Booster Club as it deems necessary or desirable, and discontinue any such committee at its pleasure. It shall be the function and purpose of each committee to advise the Board on matters relating to the business and affairs of the Booster Club; and each such committee shall have such powers and perform such specific duties or functions, not inconsistent with the Constitution of the Booster Club or these Bylaws, as may be prescribed for it by the Board. Vacancies on any such other committees shall be made by the chairman of the committee, subject to approval by the board. Any action by each such committee shall be executory only and such action shall be subject to control, revision, and alteration by the Board.

Section 7.05 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 or profit of a Booster Club to its Directors or officers;
- (b) Approve or recommend dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Booster Club's assets;
- (c) Elect, appoint, or remove Directors or fill vacancies on the Board;
- (d) Adopt, amend, or repeal the Articles or Bylaws; or
- (e) Authorize the expenditures of any funds, make the expenditure of funds, pledge funds, incur debit, or in any way spend or encumber the Booster

Club's funds without the prior express approval and agreement of the Board.

Section 7.06 Term of Appointment. Each member of a committee shall continue as such until the next annual meeting of the Board 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.

Section 7.07 Chairman. One member of each committee shall be appointed chairman thereof.

Section 7.08 Vacancies. Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointments.

Section 7.09 Quorum. Unless otherwise provided in the resolution of the Board 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.

Section 7.10 Rules. Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these Bylaws or with rules adopted by the Board. Notwithstanding anything herein to the contrary, the provisions of Article 3 shall apply to all committees established hereunder.

Article VIII. Contracts, Checks, Deposits, and Funds

Section 8.01 Contracts. The Board may authorize any officer or officers, agent or agents of the Booster Club, 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 Booster Club. Such authority must be in writing and may be general or confined to specific instances.

Section 8.02 Checks, Drafts, Notes, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Booster Club over \$250 shall be signed by the treasurer or the president and the head coach; all checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Booster Club under \$250 shall be signed by the treasurer or the president.

Section 8.03 Deposits. All funds of the Booster Club shall be deposited from time to time to the credit of the Booster Club account held with the Wheeler High School Athletic Association.

Section 8.04 Gifts. The Board may accept on behalf of the Booster Club any contribution, gift, bequest, or devise for the general purposes of the Booster Club.

Section 8.05 Audits. An annual independent audit may be conducted at the request of a majority vote of the general membership. Any member of the Board of Directors or a majority vote of the general membership may request an audit of the Treasurer's books at any time during the fiscal year.

Article IX. Indemnification and Insurance

Section 9.01 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 Booster Club against expenses including attorneys, fees (and in the case of actions other than those by or in the right of the Booster Club, judgments, fines and amounts paid in settlement), actually and reasonably incurred by him/her in connection with such action, suit, or proceeding by reason of the fact that such person is or was a Director, officer, employee, director or agent of the Booster Club, or is or was serving at the request of the Booster Club as a Director, officer, employee, director, or agent of the Booster Club, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the Booster Club 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.

Section 9.02 Indemnification Not Exclusive of Other Rights. The indemnification provided in Section 9.01 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 or disinterested Directors, 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 so a person who has ceased to be a Director, officer, employee, director, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 9.03 Insurance. To the extent permitted by Georgia law, the Booster Club may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, director, or agent of the Booster Club, or is or was serving at the request of the Booster Club as a Director, officer, employee, director, or agent of the Booster Club, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise.

Article X. Miscellaneous

Section 10.01 Books and Records. The Booster Club shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board, and committees having any of the authority of the Board. The Booster Club shall keep at its registered or principal office a record giving the names and addresses of the Directors.

Section 10.02 Booster Club Seal. The Booster Club seal (of which there may be one or more exemplars) shall be in such form as the Board may from time to time determine.

Section 10.03 Fiscal Year. The Board is authorized to fix the fiscal year of the Booster Club and to change the same from time to time as it deems appropriate.

Section 10.04 Construction. Whenever 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.
- (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

Section 10.05 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.

Section 10.06 Relation to Wheeler High School Athletic Association. These Bylaws are subject to, and governed by, the Wheeler High School Athletic Association.

Article XI. Amendments

Section 11.01 Power to Amend Bylaws. The Board shall have the power to alter, amend, or repeal these Bylaws or adopt new Bylaws.

Section 11.02 Conditions. Action by the Board with respect to Bylaws shall be taken by the affirmative vote of a majority of all Directors then holding office.

Article XII. Tax-Exempt Status


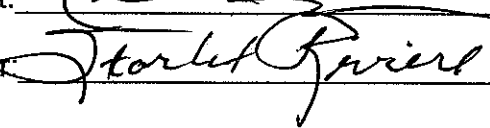
Since this Booster Club operates under the WHSAA 501(c)(3) status, the affairs of the Booster Club at all times shall be conducted in such a manner as to assure its status as a "publicly supported" organization as defined in Section 509(a)(1) or Section 509(a)(2) or Section 509(a)(3) of the Internal Revenue Code, and so in other ways to qualify for exemption from tax pursuant to Section 501(c)(3) of the Internal Revenue Code.

Article XIII. Termination and Liquidation

Upon termination and liquidation of the Booster Club, all assets of the Booster Club shall be distributed to or for the benefit of one or more charitable organizations as shall qualify as tax exempt under the Internal Revenue Code of 1986, as amended, and/or to the Federal Government, or State or local government for a public purpose, as shall be determined in the discretion of a majority of the Board. Under no circumstances shall the assets of the Booster Club be distributed upon termination or liquidation to or for the benefit of any officer or Director of the Booster Club.

Certification

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on September 26, 2011.

President:  Date: 9/27/11
Treasurer:  Date: 9/27/11