

FCHS Dugout Club, LTD

Articles of Organization and By-Laws

Article 1: Name

Section 1 - The name for this organization shall be the "FCHS Dugout Club, LTD" here after referred to as "Dugout Club."

Section 2 - The official permanent address of the Dugout Club will be the address of Forsyth Central High School, 131 Elm Street, Cumming, Ga. 30040. The alternate address is Post Office Box 976, Cumming, GA 30028.

Article 2: Purpose & Mission Statement

Section 1 - The mission of the Dugout Club is to provide support to the Bulldog Baseball program through fundraising, service projects, community involvement, and school spirit. It is our goal to enhance our program to build pride in the players and coaches and create open community and student support for the team. Through financial support, we will provide both the necessities and the extras that will enable the program to compete with other top programs in the State of Georgia.

Section 2 - The following are the primary purposes of the Dugout Club:

1. Support the financial needs of the Forsyth Central Baseball Program.
2. Seek to encourage coaches, players, parents, teachers, students, administrators, and the community to promote the ideals of good sportsmanship, honesty, loyalty, and courage as so designed to build the character of the participating players and bring credit to the community.
3. Lift up the Baseball teams' and player's image in the eyes of the school, community, and themselves.
4. Encourage community participation in the organization.
5. Support the Baseball program, win or lose, through personal involvement in the purpose of the organization.

Article 3: Membership and Dues

Section 1 - Membership

1. Individual membership of this organization shall be open to any parent of a player on one the Forsyth Central Baseball teams (9th Grade, JV or Varsity).
2. Voting privileges are only permitted by parents that have paid their annual Player Registration Fees and are in good standing with the booster club.
3. Only current members in good standing will be entitled to hold office, vote, serve as lead volunteers, and participate in the Club's activities and voting decisions.

Section 2 - Dues

1. Annual dues shall be an amount as decided by the Dugout Club Officers along with the Head Coach in the fall prior to the regular Spring Season.

Section 3 - Code of Conduct

1. All members of the Dugout Club shall act in good faith at all events (social and athletic). Any conduct that is violent or abusive in nature shall be considered just cause for dismissal from membership in the Dugout Club. Such actions should be reported in writing to the Dugout Club Officers stating the following:
 - The nature of the offensive action in detail.
 - The date of the occurrence.
 - The report must be signed by the individual reporting incident.
 - A vote shall be taken at the next regularly scheduled meeting on actions pursuant to the report, warranting a review from the Dugout Club Officers.
2. No member of the Dugout Club will in any way use his/her position to influence the coaches with regard to the playing time of their son.

Article 4: Officers, Board of Directors, and Elections

Section 1 – Elected Officers

1. Officers will be elected annually at the conclusion of the baseball season and prior to the start of summer activities. Candidates must meet the requirements in Article 3 Section 1. Each officer shall be nominated by a non-family member and have a second vote in order to run. The elected officers of the club shall be President, Vice-President, Secretary, and Treasurer. A majority vote (51%) of the members in good standing that are present at the final meeting of the season (this may be the baseball banquet in some cases) will be all that is needed to elect an officer.
2. The elected officers will serve a calendar year from the time of election.
3. If elected, the officers may serve additional terms up to a maximum of four terms total, so long as they are a current member in good standing of the Dugout Club as defined by these bylaws.

Section 2 – Compensation

1. No officer shall be entitled to receive any salary or compensation for services performed by her/him as such officer for the Dugout Club.

Section 3 – Election of Officers:

1. All officers of the club shall be elected annually.
2. The officers elected must be members in good standing of the Dugout Club per the requirements as established by these Bylaws.
3. The officers shall be elected to serve for one year.

Section 4 – Vacancies

1. In the event vacancies shall occur for whatever reason, the remaining Officers and Head Coach shall nominate a successor or successors to serve out the unexpired term.
2. In the event of a temporary absence of any Booster Club Officer, the other officers along with the Head Coach will continue to conduct business as usual.

Article 5: Board and General Membership Meetings

Section 1 – General Meetings

1. General Meetings of the S Dugout Club are used to inform the parents of the players of the policies and procedures pertaining to all activities conducted by the Booster Club in support of the program.

Section 2 – Booster Club Officers

1. The Booster Club Officers may conduct business between scheduled meeting dates in order to keep the organization in good standing. The President in conjunction with the Head Coach will establish dates for meetings.

Section 3 – Voting and Rules of Order

1. Only members in good standing with the Booster Club and those who have paid their annual Player Registration/Participation Fees may vote at meetings.
2. All motions shall be put to a vote of the club membership and a motion shall be carried by a majority of votes.

Article 6: Powers, Responsibilities, and Duties of Officers

Section 1 – President

1. The President shall be the Chief Officer of the Club. The President shall preside at all the meetings of the Officers and of the general membership. The President shall perform such other executive duties as assigned to her/him by the general club membership.
2. The President may sign checks in payment of obligations of the club and contracts properly entered into by the club. (The Treasurer's signature will also need to be included in order to maintain checks and balances).

Section 2 – Secretary

1. The Secretary shall keep a record of all the minutes of meetings of both the General Membership and the Officers.
2. The Secretary is also responsible for performing or coordinating all communications and correspondence with the general membership of the Booster Club.
3. The Secretary shall provide notice of all regular and special meetings, maintain a register of names and addresses of all members and officers, and keep copies on file for future reference.

4. The Secretary will work closely with the Head Coach to insure appropriate communication is maintained between the Coach and the parents of the Baseball players. The Secretary will also maintain a roster of all current players in the program including contact information for each player and their family.
5. The Secretary, along with the Head Coach will maintain the team's official website, <http://forsythcentralathletics.com/baseball>

Section 3 – Treasurer

1. The Treasurer shall be the custodian of the funds of the club. The Treasurer shall receive monies and deposit them in a financial institution approved by the club. In addition, the Treasurer shall keep a set of financial records of all receipts and expenditures of the club.
2. The Treasurer shall make payments for club approved activities and will be the primary check signer. All monies shall be used to promote the purpose of the club. (The President's signature is also required for any checks written over \$500.)
3. The Treasurer shall provide a report of funds on hand and receipts and expenditures at each regular General Membership meeting of the club as well as at each meeting of the Booster Club Offices.
4. The Treasurer, with assistance from the President and Head Coach, is responsible for preparing a budget, to be presented to the Officers prior to the initial General meeting.

Section 4 – Vice President

1. The Vice-President shall assist the President and run meeting in the President's absence.
2. The Vice-President shall oversee fundraising in particular the sponsorship banners. He or she may have a fundraising committee if so desired.

Section 5- Head Coach

1. The Head Coach will be the primary liaison between the Dugout Club and the Forsyth Central High School Administration. The Head Coach will oversee all actions taken and/or promoted by the Dugout Club Officers. In the event that the Dugout Club or its officers are unable to come to a consensus on any item placed before the club or the officers, the decision will be made by the Head Varsity Baseball Coach and his/her judgment will be final. No actions may be taken without the consent of the Head Coach.

Article 7: Fiscal Year, Budget, and Management of Funds

Section 1 – Fiscal Year and Review

1. The fiscal year of the Booster Club shall run from June 1st through May 31st of the following calendar year.
2. The financial records shall be reviewed annually by the Dugout Club Officers and the Head Coach to insure appropriate fiscal management practices are being employed and to insure compliance with these By-Laws.

Section 2 – Banking and Signature Authority

1. The Dugout Club Officers shall designate the bank or banks in which the operating funds of the Club shall be deposited and determine the manner in which checks, drafts and other instruments for the payment of funds of the club shall be executed.
2. Both the President and Treasurer of the Club will have signature authority on the bank accounts that are established to handle the funds for the club. Both signatures will have to be present on any check exceeding the amount of \$500.

Section 3 – Budget and Approval

1. The President will annually work with the Officers and the Head Coach to develop an annual operating budget for the Club.
2. Once approved, the budget will serve as the guide for operations and disbursement of funds for the Club.

Section 4 – Compensation of Individuals and Dissolution of the Booster Club

1. No part of the net earnings of the Club shall provide a real or perceived benefit to any member or officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization).
2. No member or officer of the Club or any private individual shall be entitled to share in the distribution of any of the assets on dissolution of the organization.
3. Upon dissolution of the FCHS Dugout Club, all remaining funds that are not obligated to be spent will be disbursed to the General Athletic Fund of the FCHS Athletic Department.

Section 5 – General and Capital Expenditures

1. Expenditures identified in the approved annual operating or capital budget of the FCHS Dugout Club require only the approval of the President and Head Coach.
2. The Treasurer shall be provided proper invoices or receipts, within 7 (seven) days of any expenditure.

Section 6 – Annual Carryover of Funds

1. The Dugout Club shall maintain all carryover funds from one season and apply them to the next season if it is applicable.

Article 8: Financial Responsibilities of School & FCHS Dugout Club:

Section 1 – Financial Responsibilities of the FCHS Dugout Club

1. In general, the FCHS Dugout Club will be responsible for providing the “extras” that make the Baseball program at FCHS a high quality program.
2. The general responsibilities of the Dugout Club will be:
 - Annual Baseball Banquet and awards for players and coaches
 - Player Packs and other practice clothing for the players
 - Coach’s game uniforms and clothing
 - Supplements for coaching staff in addition to the number allowed by the Forsyth County Board of Education (FCBOE)
 - Replacement of Game Uniforms as warranted
 - Game day meals for players and coaches
 - Assessment and collection of annual dues
 - Special Events such as senior night
 - Other “extras” as requested by the FCHS Head Baseball Coach and approved by the Dugout Club Officers.

Article 9: Uncovered Situations

Section 1 – Uncovered Situations

1. Any and all situations that may arise that are not explicitly covered by these By-Laws shall be dealt with by the Dugout Club Officers and Head Coach in a manner that is clearly in alignment with the stated Mission and Purpose of the Club.
2. After reviewing any situations that appear to not be covered by these By-Laws, the Officers and Head Coach will make recommendations as to whether the By-Laws should be amended to cover the noted situations in the future.

Article 10: Indemnification

Section 1- Indemnification of Executive Board

1. Each person who acts as a Dugout Club Officer shall be indemnified by the FCHS Dugout Club against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit, or proceeding in which he/she is made a party by reason of his being or having been a member of the Club Officers. Indemnification will not be extended to any Officer in relation to matters where he/she showed gross negligence or willful misconduct in the execution of their duties as a Club Officer.

2. The right of indemnification provided herein shall be provided to each Officer referred to in paragraph 1 whether or not he / she is in Office at the time such costs or expenses are imposed or incurred, and in the event of his death shall extend to his legal representatives.

Article 11: Amendments and Revisions

Section 1 – Amendments

1. These By-Laws may be amended or revised to accommodate necessary changes that will support the ongoing operations of the FCHS Dugout Club.
2. Any suggested changes to these By-Laws must first be presented in writing to the Dugout Club Officers. If the changes are recommended by the Officers, then the proposed changes will be presented to the general membership at a regularly scheduled general membership meeting. Approval of any proposed amendment will be by a majority vote of the membership in good standing and in attendance at the meeting where the amendment was presented.
3. These By-Laws shall remain in effect for the life of the club or until revised utilizing the procedures heretofore outlined in Article 12, Section I included herein.

Article 12: Registered Agent

Section 1- Registered Office

1. The street of the initial registered office of the LTD is 115 W. Courthouse Square, Cumming, Forsyth County, GA 30040.
2. The name of the initial registered agent of the LTD at the above address is William P. Millisor.

Article 13: Period of Existence

The latest date on which the LTD shall be dissolved is December 31, 2036 unless otherwise extended.

Article 14: Subordinate Authority

The provisions concerning the regulation of the internal affairs of the LTD, provisions for members or classes of members, designation of groups or persons who are to be initial members, is this provision that the LTD shall at all times be subordinate to or subject to the authority of Forsyth Central High School and the Forsyth County Schools, or any other provision modifying the general rules set out in the Code.

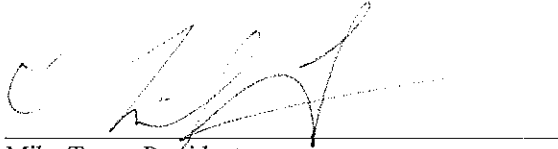
Article 15: Personal Liability

Personal liability of all managers and members of the LTD or its members for monetary damages for breach of duty of care or other duty as a manager is hereby eliminated to the extent allowed by § 14-3-202(b)(4) of the Georgia Nonprofit Corporation Code or any successor statute.

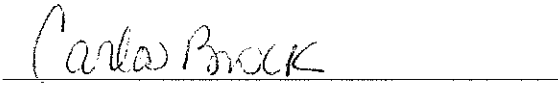
IN WITNESS WHEREOF, the organizers, by the signatures below affirms under penalty of perjury the truth of the matters set in these articles of organization on this

29 day of August, 2016

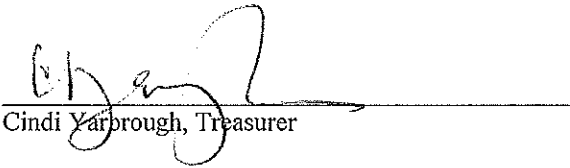
Organizing Members:



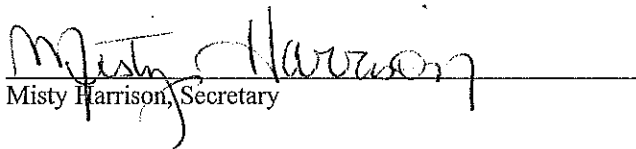
Mike Tasos, President



Carla Brock, Vice-President



Cindi Yarbrough, Treasurer



Misty Harrison, Secretary

ARTICLES OF INCORPORATION

Electronically Filed
Secretary of State
Filing Date: 8/30/2016 11:41:56 AM

BUSINESS INFORMATION

CONTROL NUMBER 16083790
BUSINESS NAME FCHS Dugout Club (LTD)
BUSINESS TYPE Domestic Nonprofit Corporation
EFFECTIVE DATE 08/30/2016

The corporation is organized pursuant to the Georgia Nonprofit Corporation Code.

PRINCIPAL OFFICE ADDRESS

ADDRESS 115 W. Courthouse Square, Cumming, GA, 30040, USA

REGISTERED AGENT'S NAME AND ADDRESS

NAME	ADDRESS
William P Millisor	115 W. Courthouse Square , Forsyth, Cumming, GA, 30040, USA

INCORPORATOR(S)

NAME	TITLE	ADDRESS
William P. Millisor Mr.	INCORPORATOR	115 W. Courthouse Square, Cumming, GA, 30040, USA

MEMBER INFORMATION

The corporation will have members.

OPTIONAL PROVISIONS

ARTICLES of ORGANIZATION of FCHS Dugout Club, LLC The undersigned organizer adopts the following Articles of Organization for the limited liability company named below pursuant to section 14-11 et seq. of the Limited Liability Company Act of the State of Georgia. ARTICLE 1 Name 1.01. The name of the limited liability company is "FCHS Dugout Club, LLC". ARTICLE 2 Registered Office and Agent 2.01. Registered Office. The street address of the initial registered office of the limited liability company is 115 W. Courthouse Square, Cumming, Forsyth County, GA 30040. 2.02. Registered Agent. The name of the initial registered agent of the limited liability company at the above office is William P. Millisor. ARTICLE 3 Period of Existence 3.01. The latest date on which the limited liability company shall be dissolved is December 31, 2036, unless otherwise extended. ARTICLE 4 Business Purposes 1. 4.01. The limited liability company is organized for the purpose of engaging in aiding and supporting the Forsyth Central High School baseball team and any lawful business which may be conducted by a limited liability company. To operate as a non profit corporation within the meaning of Section 501(c) 3 of the Internal Revenue Code, as amended. Notwithstanding any other provision contained within these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)3 of the Internal Revenue Code and its regulations as they not exist or as they may hereafter be amended, or by an organization for which contributions are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended. ARTICLE 5 Management 5.01. Management. The property, business and affairs of the limited liability company shall be member managed by the President elected by the members of the LLC as set forth in its operating agreement. 5.02. Names and Addresses. The name(s) and business address of the initial managers of the limited liability company are: Mike Tasos, President/Member Carla Brock, Vice President/Member Cindy Yarbrough, Treasurer/Member Misty Harrison, Secretary/Member Kevin McCollum, Forsyth Central High School's Head Varsity Baseball Coach ARTICLE 6 Personal Liability 6.01. Personal Liability. Personal liability of all managers and members of the LLC for monetary damages for breach of duty of care or other duty as a manager is hereby eliminated to the extent allowed by O.C.G.A. § 14-11-303 or any successor statute. ARTICLE 7 Subordinate Authority 7.01. Subordinate Authority. The provisions concerning the regulation of the internal affairs of the LLC, provisions for members or classes of members, designation of groups or persons who are to be initial members, is this provision that the LLC shall at all times be subordinate to or subject to the authority of Forsyth Central High

School and the Forsyth County Schools, or any other provision modifying the general rules set out in the Code. IN WITNESS WHEREOF, the organizer, by the signature below, affirms under penalty of perjury the truth of the matters set in these articles of organization on this _____ day of August, 2016. _____ William Millisor, attorney GA Bar # 509302

AUTHORIZER INFORMATION

AUTHORIZER SIGNATURE William P, Millisor

AUTHORIZER TITLE Incorporator

STATE OF GEORGIA

Secretary of State

Corporations Division

313 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF INCORPORATION

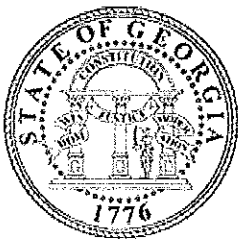
I, Brian P. Kemp, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

FCHS Dugout Club (LTD)

a Domestic Nonprofit Corporation

has been duly incorporated under the laws of the State of Georgia on **08/30/2016** by the filing of articles of incorporation in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on 09/07/2016



A handwritten signature in black ink, appearing to read "B. P. Kemp".

Brian P. Kemp
Secretary of State

William P. Millisor, P.C.

Attorney-at-Law
115 West Courthouse Square
Cumming, GA 30040
(678) 947-8490
wmillisor@gmail.com

Sept. 9, 2016

Georgia Secretary of State
Corporations Division
315 West Tower,
2 MLK, Jr. Dr.
Atlanta, GA 30334-1530

RE: FCHS Dugout Club (LTD)

Dear Corporations Division:

This law firm represents FCHS Dugout Club. They wish to amend their Articles as per the attached. The required filing fee of \$20.00 is enclosed as well as a self-addressed envelope in which a filed copy of the amendment can be returned.

Sincerely yours,

William P. Millisor,
Attorney at-Law

Attachments-

Pc: Mr. Mike Tasos

WILLIAM P. MILLISOR TRUST ACCOUNT PH. 678-947-8490 115 WEST COURTHOUSE SQUARE CUMMING, GA 30040		2861 64-492/611
PAY TO THE ORDER OF <u>Georgia Sec of State - Corporations Division</u>		DATE <u>9/9/2016</u>
<u>Twenty</u>		\$ <u>20.00</u>
CITIZENS BANK OF FORSYTH COUNTY		Security Features Details on Back
FOR <u>FCHS Dugout Club, Ltd. Amendment</u>		
⑈00286⑈ ⑆06⑆104929⑆650000636⑈		

**ARTICLES of AMENDMENT
of
FCHS Dugout Club, LTD**

The undersigned incorporator amends the Articles of Organization filed August 30, 2016 as set forth below pursuant to section 14-3-302 et seq.

ARTICLE 1

Name

1.01. The name of the limited liability company is "FCHS Dugout Club, Ltd" (the "Corporation"). [§§ 14-3-401, 14-3-202].

ARTICLE 2

Registered Office and Agent

2.01. **Registered Office.** The street address of the initial registered office of the Corporation is 115 W. Courthouse Square, Cumming, Forsyth County, GA 30040.

2.02. **Registered Agent.** The name of the initial registered agent of the Corporation at the above office is William P. Millisor.

ARTICLE 3

AUTHORITY

The Corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code (the "Code"). [§ 14-3-202].

ARTICLE 4

MEMBERS

The Corporation will have members.

ARTICLE 5

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a board of directors. [§ 14-3-801]. The method of electing the board of directors shall be determined by the bylaws of the Corporation. [§ 14-3-804].

The name(s) and business address of the initial members of the Board of the Corporation are:

Mike Tasos, President
Carla Brock, Vice President
Cindy Yarbrough, Treasurer
Misty Harrison, Secretary
Kevin McCollum, Forsyth Central High School's Head Varsity Baseball Coach

ARTICLE 6

BUSINESS PURPOSE

The Corporation is organized for the purpose of engaging in aiding and supporting the Forsyth Central High School baseball team and any lawful business which may be conducted by a corporation. To operate as a nonprofit corporation within the meaning of Section 501(c) 3 of the Internal Revenue Code, as amended. Notwithstanding any other provision contained within these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)3 of the Internal Revenue Code and its regulations as they not exist or as they may hereafter be amended, or by an organization for which contributions are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

ARTICLE 7

INITIAL PRINCIPAL OFFICE

The mailing address of the initial principal office of the Corporation is 115 West Courthouse Square, Cumming, GA 30040.

ARTICLE 8

REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the Corporation is as indicated in Article V, in the County of Forsyth. The initial registered agent of the Corporation is William P. Millisor.

ARTICLE 9

INCORPORATOR

The name and address of the incorporator is: William P. Millisor, 115 West Courthouse Square, Cumming, GA 30040. [§ 14-3-201].

ARTICLE 10

LIMITATION OF LIABILITY

Personal liability of all directors and members of the Corporation to the Corporation or its members for monetary damages for breach of duty of care or other duty as a director is hereby eliminated to the extent allowed by § 14-3-202(b)(4) the Georgia Nonprofit Corporation Code or any successor statute.

ARTICLE 11

SUBORDINATE AUTHORITY

The Corporation shall be subordinate to or subject to the authority of Forsyth Central High School and the Forsyth County Schools, or any other provision modifying the general rules set out in the Code.

IN WITNESS WHEREOF, the undersigned executes these Amendments this _____ day of _____, 2016.

William P. Miller
Attorney,
Ga Bar # 509302

RECEIVED
SECRETARY OF STATE
INTAKE DIVISION
2016 SEP 13 AM 8:37