

~~BACKGROUND~~

WALTON HIGH SCHOOL LACROSSE BOOSTER CLUB
BY-LAWS

ARTICLE I
GENERAL

Section 1. This organization shall be known as the Walton Lacrosse Booster Club.

PURPOSE

Section 2. The Walton Lacrosse Booster Club is organized to support and assist in the establishment and conduct of the sport of Lacrosse by providing financial support, administrative assistance, coordination of athletic and social activities and volunteer services as specified herein.

LIMITATION OF METHODS

Section 3. The organization shall be nonprofit, nonpartisan and nonsectarian, and will avoid any activity exclusively reserved for any state, county, or local board of education, their appointees and designees, and the appointed coaches of Walton High School. In particular, the organization will avoid any activities associated with recruiting and offering financial aid to students as specified by the various boards of education.

ARTICLE II
MEMBERSHIP

ELIGIBILITY AND MEMBERSHIP APPLICATION

Section 1. Any person having an interest in the objectives of the organization shall be eligible to apply for membership. Application for an approval of membership in the organization shall be considered by the Board of Directors upon payment of annual membership dues.

DUES

Section 2. Annual membership dues shall be at such rate as may be from time to time prescribed by the Board of Directors, payable annually in advance.

TERM OF MEMBERSHIP

Section 3. The term of membership shall be from January 1 through December 31 upon payment of dues as set forth in Section 2 to Section 4 of this Article.

TERMINATION

Section 4. Any member may be expelled by a two-thirds vote of the Board of Directors at a properly called meeting thereof and at which a quorum is present and voting, for conduct unbecoming a member or prejudicial to the aims or repute of the organization, after notice and opportunity for a hearing are afforded the member complained against.

VOTING

Section 5. Each member shall be entitled to cast one vote on any item that the Board of Directors shall from time to time deem appropriate for a general membership vote.

ARTICLE III
MEMBERSHIP MEETINGS

ANNUAL MEETING

Section 1. The annual meeting of members for the election of directors as required by the State of Georgia shall be in the month of May, each year. The date, time and place shall be fixed by the Board of Directors and each member will receive notice at least ten (10) days before said meeting.

ADDITIONAL MEETINGS

Section 2. General meetings of the organization may be called by the President and shall be called by the President or Secretary upon the order in writing of a majority of or by resolution of the Board of Directors, or at the request in writing of a majority of members of the organization, provided a notice specifying the date, place and time, thereof is mailed to each member at least ten (10) days before said meeting.

QUORUMS

Section 3. At any duly called meeting of the general membership ten (10) general members in addition to a majority of the directors of the organization, or their written proxy, must be present to constitute a quorum.

ARTICLE III
DIRECTORS
COMPOSITION OF THE BOARD

Section 1. The business of the organization shall be managed by a Board of Directors. The number of directors which shall constitute the whole Board shall be The Executive Officers (President/Co-President, Vice Presidents, Secretary, Treasurer and all committee chairmen the Executive Board finds necessary). A director must be a member of the organization.

SELECTION AND ELECTION OF DIRECTORS

Section 2. The directors shall serve as a Nominating Committee and shall offer to the membership at its annual meeting a list of nominees for election as Executive Officers to serve the ensuing term. This will not preclude alternative nominees to be offered from the floor at the annual meeting by any member of the organization. The directors shall be elected at the annual meeting of the members, and each director shall be elected to hold office until his successor shall be elected and shall qualify-provided that in the event of failure to hold such meeting or to hold such election at such meeting, such election

may be held at any special meeting of the members called for that purpose, and the directors then in office shall continue in office until their successors shall have been duly elected and qualified. In case of any vacancies in the Board of Directors through death, resignation, disqualification, removal or other cause, the remaining directors, if less than a quorum, by affirmative vote of a majority thereof, or, if a quorum, by a majority vote of such quorum, may elect a successor or successors, and the director or directors so chosen shall hold office until the next annual election and until their successor or successors shall be elected and qualified.

MEETINGS

Section 3. Regular meetings of the Board may be held without notice at such time and place as shall from time to time be determined by the Board. Special meetings of the Board may be called by the President, on two days' notice to each director, by delivered letter by mail or by personal communication either over the telephone or otherwise; special meetings shall be called by the Secretary in like manner and on like notice, on the written request of three directors or on the request of the President.

QUORUMS

Section 4. At all meetings of the Board of Directors, a majority of the number of directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically permitted or provided by these By-Laws. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is obtained, and no further notice thereof need be given other than by announcement at said meeting which shall be so adjourned.

ARTICLE V
OFFICERS

~~X~~ELECTION OF OFFICERS

Section 1. The officers of the organization shall be chosen by the Board of Directors at its first meeting after each annual meeting of stockholders. The officers shall be the President, Vice Presidents, Secretary, Treasurer, and such other officers as the Board of Directors may from time to time determine. Any two or, except for the office of President, more offices may be held by the same person. The officers shall be chosen from among the members of the Board of Directors.

TERM OF OFFICERS

Section 2. Except as otherwise determined by the Board of Directors, the officers of the organization shall hold office until their successors are chosen and qualified. Any officer may be removed at any time by the Board of Directors. In the event of any vacancy occurring in any office of the organization by reason of death, resignation, removal or otherwise, such vacancy may be filled by, or in the manner prescribed by, the Board of Directors.

POWERS AND DUTIES OF OFFICERS

Section 3. The PRESIDENT and or CO-PRESIDENTS, subject to action by the Board of Directors, shall be the chief executive officer of the organization, shall have supervision and charge of all of the affairs of the organization, shall preside at all meetings of the Board of Directors and of members, and shall perform and do all acts and things incident to the position of President and shall have such other powers and duties as may be assigned to him, from time to time, by the Board of Directors.

The VICE PRESIDENTS shall exercise such of the powers and perform such of the duties of the President on behalf of the organization as may be respectively assigned to them from time to time by the Board of Directors or the President. In the absence or inability of the President to act, a Vice President

as shall have been designated by the Board of Directors for the purpose shall have and possess all of the powers and discharge all of the duties of the President, subject however to the Board of Directors.

It shall be the duty of the TREASURER to have the care and custody of all the funds of the organization which may come into his hands as Treasurer, and to endorse checks, drafts and other instruments for the payment of money for deposit or collection when necessary or proper and to deposit the same to the credit of the organization in such bank or banks or depository as the Board of Directors may designate. He shall render an account of his transactions to the Board of Directors as often as the Board shall require the same and at all general membership meetings. He shall enter regularly in the books to be kept by him for that purpose, full and adequate account of all monies received and paid by him on account of the organization. He shall perform all acts incident to the position of Treasurer, subject to the control of the Board of Directors.

The SECRETARY shall act as custodian of the minutes of all meetings of the Board of Directors and of the members; he shall attend to the giving and serving of all notices of the organization; he shall, in general, perform all the duties of Secretary, subject to the control of the Board of Directors.

ARTICLE VI FUNDS

USE OF FUNDS

Section 1. The organization shall use its funds only to accomplish the objectives and purposes specified in these By-Laws.

CHECKS

Section 2. All checks or demands for money of the organization shall be signed by such officer or officers as the Board of Directors may from time to time designate.

INSPECTION OF BOOKS

Section 3. The members of the organization by a majority vote at any meeting, of members duly called, or in case the members shall fail to act, the Board of Directors, shall have power from time to time to determine whether and to what extent and at what times and places and under what conditions books of the organization or any of them shall be open to the Inspection of members; and no member shall have any right to inspect any book or document of the organization, except as conferred by statute or authorized by the Board of Directors or by a resolution of the members.

FISCAL YEAR

Section 4. The fiscal year of the organization shall be from January 1 to December 31.

REVIEW

ARTICLE VII
NOTICES

Section 1. Whenever under the provisions of these By-Laws notice is required to be given to any director, officer or member, it shall not be construed to mean personal notice, unless otherwise provided in these By-Laws, but such notice may be given in writing, by mail, by depositing the same in a post office box or letter-box, in a postpaid wrapper, addressed to such member, officer or director at such address as appears on the records of the organization.

ARTICLE VIII
DISSOLUTION

METHOD OF DISSOLUTION

Section 1. This organization may be dissolved by a three-fourths (3/4) vote of all active members in good standing

provided a notice of such meeting, stating the purpose thereof, shall be sent to all members at least thirty (30) days prior to said meeting. If said meeting does not result in a quorum, dissolution of the organization may occur by a two-thirds (2/3) vote of the Board of Directors provided a notice of such meeting, stating the purpose thereof, shall be sent to all members at least thirty (30) days prior to said meeting.

DISBURSEMENT OF FUNDS FOLLOWING DISSOLUTION

Section 2. In the event of dissolution of the organization, all remaining funds shall be distributed to the proper authorities of Walton High School for use as they deem necessary.

ARTICLE IX AMENDMENTS

Section 1. The By-Laws of the organization may be altered, amended or repealed at any meeting of the Board of Directors by the vote of a majority of the entire Board then in office, or by the vote of the majority of members of the organization represented in person or by proxy at any annual meeting of members or at any special meeting called for that purpose (provided that a quorum of members be there represented in person or by proxy), provided that an alteration, amendment or repeal of any provision of the By-Laws by the Board of Directors shall cease to be effective unless submitted to and ratified or approved at the next annual or special meeting at which a lawful quorum of members is represented in person or by proxy by the vote of a majority of those members represented in person or by proxy at such meeting and provided the notice of the meeting includes the proposals for amendments. Any proposed amendment or alterations shall be submitted to the Board or members in writing, at least ten (10) days before the meeting at which they are to be acted upon.

**CONFLICT OF INTEREST POLICY
FOR
XXXXXXXXXXXXXXXXXXXX**

**Article I
Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (XXXXXXXXXXXXXXXXXXXX.) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested person

Any director, principal officer, or member of a committee with governing board delegated powers, who 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 Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization 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 Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

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 governing board or committee decides that a conflict of interest exists.

Article III Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

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 governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board 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 governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing 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 governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement 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 possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe 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 member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has 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 governing board and all committees with board delegated powers shall contain:

- a. 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 governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. 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 with the proceedings.

Article V Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI Annual Statements

Each director, principal officer and member of a committee with governing board-delegated powers shall annually sign a statement, which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

**Article VII
Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**Article VIII
Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

**UNANIMOUS CONSENT OF THE BOARD OF DIRECTORS OF
XXXXXXXXXXXXXXXXXX. CONFLICT OF INTEREST POLICY**

DATED as of the _____ day of _____, _____.

DIRECTORS:

_____	_____
_____	_____
_____	_____