

**ARCHER GLAX BOOSTER CLUB, INC.  
BYLAWS**

ADOPTED on June 16, 2014

**ARTICLE ONE. NAME**

**1.1** The name of the organization will be the **Archer GLAX Booster Club, INC.** (“AGBC, INC” or “Club”).

**ARTICLE TWO. OBJECTIVE**

**2.1** This Club is organized for the lawful and charitable purposes of AGBC, INC and shall be operated as a nonprofit corporation (501c3).

**2.2** The basic purpose of the organization is to enhance the Archer High School Girls’ Lacrosse program by:

- providing continuing support and guidance for our children,
- exhibiting the best examples of personal demeanor and sportsmanship,
- providing assistance, as requested, to the coaching staff, and
- providing our time, talents, and resources for the furtherance of Archer High School and its academic and athletic programs.

The above will be carried out in such a manner that our personal representation, our facilities and equipment, and the overall quality of the program are recognized as second to none in our area.

The AGBC, INC does not act as a board of arbitration between players, parents, and the coaching staff. We have no role in the selection of players or the playing time of individual team members.

**2.3** The secondary objective of the AGBC, INC is to provide activities and opportunities for AGBC, INC members to meet with one another and with team players for social entertainment by coordinating activities such as parties, picnics, away game trips, fundraisers, and membership meetings.

**ARTICLE THREE. MEMBERSHIP**

**3.1 Eligibility Requirements.** Any adult person who is eighteen years or older shall be eligible for membership in the AGBC, INC and shall become a member upon completion of the membership form and payment in full of annual dues. Eligibility for a Family Membership shall require at least one adult person eighteen years or older; completion of the membership form, and payment in full of the annual dues. Eligibility for a Corporate Membership shall require the member to be a business entity with one adult person eighteen years of age or older designated as

the primary representative member, the completion of the membership form, and payment in full of the annual dues.

**3.2 Types of Membership.** Family membership shall consist of all related persons living in the same household. Children included in a family membership must be single, under eighteen years of age, and/or high school students living at home.

**3.3 Annual Dues.** The annual dues for membership in the AGBC, INC are as follows:

3.3.1 Individual membership dues will be determined annually by the Board of Directors.

3.3.2 Family membership dues will be determined annually by the Board of Directors.

3.3.3 Corporate membership dues will be determined annually by the Board of Directors.

**3.4 Voting Rights** To be eligible to vote, members must be eighteen years of age or older.

3.4.1 A family membership shall have one vote.

3.4.2 There will be no write-in or absentee ballots cast.

3.4.3 There will be no voting by proxy.

3.4.4 The membership year shall coincide with the calendar year.

3.4.5 Electronic voting shall be allowed by email. The Secretary will tally and record results.

**3.5 Quorum.** At least seven members must be present at a membership meeting to constitute a quorum for the transaction of business. Any matter brought before the membership in the absence of a quorum will be decided by the Board of Directors.

**3.6 Rights and responsibilities.** The members shall have the right and responsibility to attend meetings and events sponsored by the organization, serve on committees and be nominated and elected to office. Voting members shall have the right to vote for the officers, review and approve the annual budget and approve amendments to these bylaws.

## **ARTICLE FOUR. BOARD OF DIRECTORS**

**4.1 Board of Directors.** The Board of Directors of the AGBC, INC (the "Board") will consist of a President, Vice President, Secretary, Treasurer, and the Varsity Head Coach. All members of the Board will perform their duties as described by these

bylaws. The Board will have primary authority regarding events not covered by these bylaws. The Board will work directly with the head coach and her/his staff. The head coach has final approval and veto power over all Board decisions.

4.1.1 The head coach will nominate a slate of officers no later than November each year. Additional nominees may be solicited from the floor on the day of the election. Only those who have consented to serve shall be eligible for nomination.

4.1.2 Officers shall be elected at the first meeting of the AGBC, INC after season ends June 30<sup>th</sup> by the members present. Officers shall assume their official duties immediately following the election.

**4.2 Duties of the Officers.** All elected or appointed officers are required to attend all membership and Board meetings. Additionally, the officers will perform their duties as described in these bylaws.

**4.3 Quorum.** A quorum of the Board for the transaction of business shall consist of at least three (3) officers in attendance.

**4.4 Action Without a Meeting.** Any action permitted to be taken at a meeting of the Board (including amendment of these Bylaws) or by any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action. Such consents shall have the same force and effect as a vote of the Board or of the committee.

**4.5 Duties of the President.** The President will call and preside over all membership and Board meetings. The President will insure that all committees function in accordance with the best interests of the AGBC, INC.

4.5.1 The President shall appoint committees and committee chairs as needed to conduct all necessary extracurricular activities as required by the Board. These committees shall be disbanded when it has been determined by the President that their respective function and responsibility has been achieved.

**4.6 Duties of the Vice President.** The Vice President will assist the President in all functions, will perform the duties of the President in his/her absence, and will preside over any meetings the President is unable to attend.

**4.7 Duties of the Treasurer.** The Treasurer will keep an accurate and detailed account of all financial transactions for the AGBC, INC.

4.7.1 All funds received must be deposited within five (5) working days. The Treasurer will sign checks for the AGBC, INC and the President's, Vice-President's, Treasurer or a Board member's co-signature is required on all checks. Any recipient of a reimbursement may not be allowed to approve a request or sign checks for his/her own reimbursement.

4.7.2 Any expenditure incurred by the Treasurer for reimbursement must be approved by two members of the Board who have signature authority.

4.7.3 The Treasurer will prepare a proposed budget for the next fiscal year, which will be presented to the Board at its meeting prior to the last regularly scheduled meeting of the calendar year.

4.7.4 The Treasurer will comply with timely filing of any required state or federal forms. Books will be audited on a yearly basis.

4.7.5 The Treasurer will submit a monthly financial status report to the Board.

**4.8 Duties of the Secretary.** The Secretary will keep an accurate and detailed account of all Board and membership meetings.

**4.9 Terms of Office.** The terms of office for the President, Vice President, Treasurer, and Secretary will be one year.

**4.10 Qualifications of Elected Officers.** Any member being nominated for office must be a member who is in good standing and at least 18 years of age.

**4.11 Number of Offices Held.** No elected or appointed officer will hold more than one office at a time or chair a committee.

**4.12 Prudent Conduct of Officers and Members of the Board of Directors.** No member of the Board who has performed his/her duties in good faith shall be liable to the AGBC, INC for any loss or damage suffered by the AGBC, INC due to any action taken or not taken by such Board member in the execution of his/her duties.

## **ARTICLE FIVE. OFFICER VACANCIES, DISCIPLINARY ACTION AND REMOVAL**

**5.1 President.** In case of vacancy created by removal, non-membership or resignation of the President, the unexpired term of the President will be filled by the elevation of the Vice President.

**5.2 Other Officers.** In case of vacancy created by removal, non-membership, resignation, or elevation of any officer except the President, the Board will appoint a qualified AGBC, INC member to fill the unexpired term of such officer.

**5.3 Impeachment.** By a two-thirds (2/3) majority vote of members present at a general meeting, the AGBC, INC membership may impeach any elected or appointed officer not satisfactorily carrying out the duties of his/her office.

**5.4 Removal via Head Coach.** The head girls' lacrosse coach of Archer High School has the right to remove a Board member at her/his discretion.

## **ARTICLE SIX. FINANCES**

**6.1 Budget.** The Board shall present a budget of anticipated revenue and expenses for the year at the first meeting of the membership after tryouts, or as soon thereafter as practicable. Any substantial deviation from the budget must be approved in advance by the membership.

**6.2 Obligations.** The Board may authorize any officer or officers to enter into contracts or agreements for the purchase of materials or services on behalf of the organization.

**6.3 Loans.** No loans shall be made by the organization to its officers or members.

**6.4 Financial controls.** The organization shall adopt appropriate financial controls to ensure the integrity of its funds. The organization shall maintain separation of financial controls so that:

- (a) all expenses must be approved by the membership by way of approval of an annual budget, or amendments thereto, or be approved by separate resolution of the Board, and,
- (b) an officer or other person without check signing authority designated by the Board shall review all bank statements.

**6.5 Financial Report.** The Treasurer shall present a financial report at each membership meeting and shall prepare a final report at the close of the fiscal year in accordance with the organization's financial policies. The Board shall have the report and the accounts examined annually.

6.5.1. If the organization grosses less than \$100,000 per year, the financial practices and accounts may be reviewed by an internal audit committee consisting of two or more voting members of the organization who are not involved in the routine handling of the organization's finances, including not having signature authority on bank accounts or approval authority over disbursements.

6.5.2 If the organization grosses between \$100,000-200,000 in receipts, an external professional, such as a certified public accountant (CPA), shall be hired to perform a financial review or compilation.

6.5.3 A full audit shall be conducted by an external CPA when annual gross receipts equal or exceed \$200,000.

**6.6 Fiscal Year.** The fiscal year of the organization shall be from July 1 to June 30 but may be changed by resolution of the Board.

**6.7 Record retention.** All records of the organization shall be maintained and destroyed in accordance with law and the following record retention guidelines:

<b>RECORD</b>	<b>HOW TO STORE</b>	<b>PERIOD OF TIME</b>
Year end Treasurer's financial report/statement	Store in corporate record book.	<b><u>Permanent</u></b>
Treasurer's reports, periodic	Compile & file records on yearly basis.	<b><u>Three Years.</u></b> Store w/financial records. Destroy after three years.
Bank statements, canceled checks, check registers, invoices, receipts, cash tally sheets, investment statements, and related documents	Compile & file records on a yearly basis.	<b><u>Seven Years.</u></b> Store w/financial records. Destroy after seven years.

## **ARTICLE SEVEN. CONFLICTS OF INTEREST**

**7.1 Existence of Conflict, Disclosure.** Members and contractors of AGBC, INC should refrain from any actions or activities that impair their objectivity in the performance of their duties on behalf of the Club. A conflict of interest may exist when the personal, financial or other interest(s) of any member or contractor competes or appears to compete with the interests of the Club. If any such conflict of interest arises the interested person shall call it to the attention of the Board for resolution. When there is a doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Board.

**7.2 Nonparticipation in Vote.** The person having a conflict shall not participate in the vote regarding the matter and shall retire from the room during deliberation.

**7.3 Minutes of Meeting.** The minutes of the meeting shall reflect that the conflict was disclosed and the interested person was not present during the final vote on the matter.

**7.4 Annual Disclosure.** Board members, members and contractors shall be advised of this policy upon undertaking their duties.

## **ARTICLE EIGHT. MEETINGS**

**8.1 General Membership Meetings.** The general membership shall meet one time per year during the regular lacrosse season. Other meetings may be called as needed.

**8.2 Board of Directors Meetings.** The Board will meet at least one (1) week prior to any scheduled general membership meeting and/or as needed.

**8.3** All meetings will be conducted under Roberts Rules of Order.

## **ARTICLE NINE. COMMITTEES**

**9.1 Committee Chairs and Members.** Committee chairs and team representatives will serve on a voluntary basis. Committee chairs and team representatives will be appointed by the Board. Any chairperson not satisfactorily carrying out his/her duties may be relieved of those duties by a two-thirds (2/3) majority vote of the Board.

**9.2 Reporting.** All committee chairs will maintain a record of their committee's activities and will provide a copy to the President and Vice President on a timely basis. Each committee chair will present a verbal and written report at each membership meeting.

### **9.3 Duties.**

9.3.1 Committee chairs will be appointed by the Board for Concessions, Programs, Spirit Wear, Web Site, Press Box, and Fundraising.

9.3.2 Team representatives will be appointed for the Junior Varsity Team and the Varsity Team and shall be responsible for effective communication with all team members and parents relating to schedules and parent volunteer assignments and team activities.

## **ARTICLE TEN. SALARIES**

**10.1** No officer, member of the Board, committee chair or committee member shall be entitled to any salary/compensation for the performance of their duties. However, they may be reimbursed for approved and reasonable expenses incurred by them on behalf of the AGBC, INC.

## **ARTICLE ELEVEN. AMENDMENTS**

**11.1** Bylaws of the AGBC, INC will be reviewed annually. Amendments to the bylaws may be suggested at the annual review by any member of the organization. All suggested amendments must be submitted in writing to the Board and approved by the Board, then will be approved by vote of the AGBC, INC membership. Adoption of suggested amendments will occur by a two-thirds (2/3) majority vote of those members present at any membership meeting of the AGBC, INC.

## **ARTICLE TWELVE. CONDUCT**

**12.1** Any member displaying unethical conduct will be subject to such disciplinary action as may be considered appropriate by the Board.

## **ARTICLE THIRTEEN. DISPUTE OR CONTEST**

**13.1** In the unlikely event that a dispute or contest occurs or arises from either the operation, construction or interpretation of these by-laws or out of the operation or activities of the AGBC, INC, the members do hereby agree and bind themselves to attempt to settle such dispute or contest as follows: first, by seeking resolution with the help of the Members at Large; and second, by seeking resolution through the Board.

## **ARTICLE FOURTEEN. FACILITIES UPGRADE**

**14.1** In accordance with Gwinnett County Public Schools policy, any capital improvements must be approved in advance. The order of approval is Head Coach, Athletic Director, Principal, and Area Superintendent. All projects must be paid for in advance.

## **ARTICLE FIFTEEN. INDEMNIFICATION**

**15.1** All Officers and directors of AGBC, INC may be indemnified by the Club against all expenses and liabilities imposed upon such members in connection with any action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of AGBC, INC, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties.

In the event of a settlement, the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Club.

## **ARTICLE SIXTEEN. AGBC, INC BUSINESS**

**16.1** The calendar year of the AGBC, INC shall start on July 1<sup>st</sup> and conclude on June 30<sup>th</sup>. Coach and Athletic Director can change it needed.

**16.2** Requests for a review of the Financial Records or Meeting minutes shall be made in writing to the Board of Directors.



These by-laws were approved by the Board on this the \_\_\_\_ day of \_\_\_\_\_  
as certified by the signatures of the members of the Board below:

\_\_\_\_\_  
President

\_\_\_\_\_  
Vice President

\_\_\_\_\_  
Treasurer

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Girls' Head Coach