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**Articles of Incorporation  
of  
Georgia Elite Sports Academy, Inc.**

**Article 1.**

The name of the corporation is Georgia Elite Sports Academy, Inc.

**Article 2.**

The corporation is organized pursuant to the Georgia Corporation Code for 501c(3).

**Article 3.**

The street address of the registered office is 712 Euel Drive, McDonough, GA 30252.  
The registered agent at such address is, Beatrice Williams. The county of the registered office is Henry County.

**Article 4.**

The name and address of each incorporator is:

Tyron Williams (Deceased)	Kennard Turner	Beatrice Williams
PO Box 2216	PO Box 922	PO Box 2216
McDonough, GA 30253	Locust Grove 30248	McDonough GA 30253

**Article 5.**

The corporation will not have members.

**Article 6.**

The principle mailing address of the corporation is PO Box 2216, McDonough, GA 30253

**IN WITNESS WHEREOF**, the undersigned has executed these Amended Articles of Incorporation.

This 1st day of November, 2013

Beatrice Williams  
Chairman of the Board/President

43 **Georgia Elite Sports Academy Bylaws**

44 January 15th, 2025 Amended

45

46 **SECTION 1- LEGAL**

47

48 The name of the organization shall be Georgia Elite Sports Academy, Inc. It shall be  
49 hereafter referred to as GESA.

50

51 The Federal Tax ID Number for GESA assigned Jan 19<sup>th</sup>, 2016 was 46-4074679 changed  
to 83-2363102 by IRS as of April 24<sup>th</sup>, 2023

52

53 **SECTION 2- PURPOSE**

54

55 **ORGANIZATION DESCRIPTION**

56 Our mission is to reach and teach the "whole" child. We will offer community based  
57 sports programs that will invest in our youths mental, physical and social well  
58 being. Moral principles, personal development, academics, athletics, community  
59 service and career exposure will be the core elements we use. We will continually  
60 provide equal competitive standards with emphasis on the safe guard of the physical  
61 and emotional health and welfare of each child involved. Youth sports will be the  
62 primary vessel we use to develop our future mothers, fathers, doctors, lawyers,  
63 policemen, athletes, politicians, and teachers.

64 **ORGANIZATIONAL PRINCIPLES**

65 GESA believes

- 66 -That every young person is entitled to an opportunity to be successful.
- 67 -That athletics can provide valuable life lessons and access to educational, civic  
68 engagement and career opportunities.
- 69 -That financial obstacles should not be a barrier to a young person's  
70 pursuit of his/her love for athletics and his/her need for appropriate training.
- 71 -That young people learn to lead by leading and understand their value by being  
72 valued.
- 73 -Greatness in sports should be defined by a student-athlete's service to his/her  
74 community as much as for his/her statistics on the field of play.

75

76 **ORGANIZATION DESCRIPTION**

77 This program is designed for children and youth ages 3-17 for 52 weeks ongoing. The  
78 specific purpose of this organization is to utilize sports as the avenue to meet the social,  
79 educational and moral needs of our youth. Realizing that our youth are faced with  
80 many challenges and obstacles, it is our desire and privilege to sow into the lives of our  
81 youth to help them overcome the temptations of the world. This organization will  
82 provide a good way to instill discipline, accountability, teamwork, and time management  
83 in all individuals involved. Additionally, this program will strengthen family units and  
84 provide positive lifelong opportunities to enhance each person's life.

85

86 **ORGANIZATION ELIGIBILITY**

87 Participants must be between the ages of 3-17 to participate in the organization.  
88 Player's eligibility and placement will be in accordance with the league rules and  
89 regulations, regardless of gender, race, national origin, religion, age, marital status, or  
90 disabilities.

91  
92

93 **ORGANIZATION LEARNING OUTCOMES**

94 This organization will provide children and youth ages 3-17 with the opportunity to  
95 become responsible persons who are physically fit, mental and socially fit  
96 through athletics.

97  
98  
99

100 **SECTION 3- GOVERNANCE**

101

102 **GESA** will be governed by a Board of Directors.

103 The Board of Directors will elect the President from the recommendations of  
104 members of the Board.

105

109 The President serves at the will of the Board of Directors and can only be removed with  
110 3/4 vote of the Board of Directors.

111

112 The President shall have the final responsibility and ultimate authority to appoint and  
113 dismiss

all Executive Directors, Program Directors and

114 support staff.

115

116 Executive Directors report directly to the President, which Executive Directors can  
consist of any of the following, but not necessarily all day to day Leadership Team members,  
such as Flag Commissioner, Tackle & Cheer Commissioner, President, Vice- President,  
Secretary, Concession, Treasurer and Team Mom.

117 Ten Hours per year will be required per Board Member to volunteer with parents and  
118 participants of GESA directly.

127

128 The Board of Directors shall consist of the:

129 Chairman of the Board and Vice-Chairman of the Board.

130 (Elected position from the Five Member Board)

131 Five Board Members can come from any of the following specific roles:

132 1) Community Service Leader with significant social ties;

133 2) Business Entrepreneur with Gross Business income over one million dollars  
134 annually;

135 3) School Education Administrator with substantial s experience in the field;

- 136 4) Government Official in the Community of the central location;  
137 5) Attorney in the Community of the central location;  
140 6) Doctor or Medical Professional in the Community of the central location;  
142 7) Real Estate and Construction Professional with significant experience in the field.

143  
144 The Chairman and Vice-Chairman of the Board shall each serve a two-year term.

145  
146 The Chairman of the Board is elected by the Board of Directors. In the event of a tie  
147 vote the Chairman will cast a tie-break vote.

148  
149 The Chairman of the Board must be a member of the Board of Directors,

150  
152 The Chairman of the Board must have been a board member for at least  
153 four consecutive years prior to being eligible to serve as Chairman.

154  
155 The term of the Chairman of the Board shall begin the first calendar month of the year  
156 following the election and continue for two calendar years. Elections will take place at  
157 the final quarterly meeting of the calendar year.

158  
159 There shall be a five-term limit on the number of terms any one person may serve in  
160 the position of Chairman of the Board and those terms may not be served consecutively  
161 more than three times.

162  
163 A New Member of the Board of Directors shall be nominated by the Chairman of the  
164 Board and/or any of the current Board of Directors, then voted on by the Board of  
165 Directors.

166  
167 There shall be a ten-term limit on all members of the Board of Directors. The term limit  
168 provision may only be waived by a majority vote of the other board members.

169 The terms of the members of the Board of Directors may be served  
170 consecutively.

171  
172 Elections for the Board of Directors will take place the last face to face meeting of  
173 the calendar year in 4<sup>th</sup> Quarter before starting next term in January.

174

175 Only three board member elections may take place each calendar year.

176

177 The President shall oversee and manage the affairs of GESA.

178

179 The President shall have discretion as to the interpretation of the Employment &  
180 Personnel Policies as approved by the Board of Directors.

181

182 The President, in consultation with the Chief Financial Officer, shall have discretion as to  
183 the interpretation of the Financial Policies as approved by the Board of Directors.

184 The President and CFO will manage and be accountable for the finances of GESA.

185

186 For any purchase or investment greater than ten percent of the current savings,  
187 investments and holdings of GESA, the Board of Directors must give approval.

188

189 All Real Estate Purchases must have approval by majority vote of the Board of  
190 Directors.

191

192 The current structure of GESA is included in the Appendix Section of the Bylaws.

193

#### 194 **SECTION 4- OFFICIAL MEETINGS**

195

196 **GESA will convene 4 board meetings every calendar year. One meetings can be missed**  
197 **per year, with no consequences. There will be 1 Face to Face meeting and 3 conference calls a**  
**year.**

198 The Chairman of the Board will preside over all meetings. The President should be in  
199 attendance at all board meetings. Should the Chairman of the Board be absent the Vice-  
200 Chairman will preside. In the event that neither of these individuals is present the  
201 meeting shall not take place. If the afore-stated meeting is a quarterly board meeting it  
202 must be rescheduled within 30 days of the original meeting date.

203

204 The last month of the fiscal year there must be a financial meeting with the Board of  
205 Directors, the President and the Program Directors.

206

207 The Forth Quarter meeting must be a vision and planning meeting with the  
208 Board of Directors, the President and the Program Directors.

209

210 None of the official meetings may take place without a quorum.

211 Robert's Rules of Order shall be the official parliamentary rules for GESA.

212 **A quorum shall consist of at least 60% of members of the Board of Directors.**

213

214 **Each meeting shall be transcribed and or recorded.**

215 The minutes will be given to the Chairman of the Board at the end of the meeting to be  
216 archived and made available to the Board for approval at the subsequent meeting.

217

#### 218 **SECTION 5 – FINANCIAL STEWARDSHIP AND BUDGET ALLOCATION**

219

220 **GESA will have five income sources:**

221 -Registration for Activities

222 -Sales from GESA Products and Services (not Tax Exempt)

223 -Donations from Businesses and Individuals in the community.

224 -Registration Fees from Events, Trainings, Camps and Conferences (not Tax  
225 Exempt)

226 -Tax Exempt Corporation and Organization Donations for Charitable Operations.  
227 -Grants from Private/Public Trusts and Government Entities for Charitable  
228 -Operations.  
229 There shall be an Executive Financial Committee comprised of the Chairman, CFO and  
230 President. The Executive Committee shall adhere to the Financial Policies as approved by  
231 the Board.  
232 Each Director shall submit a budget each season for their Program to President for  
approval and publication.  
237 These guidelines do not pertain to Restricted Donations or Grants. The Income from  
238 Restricted Donations and Grants may only be used for the purpose outlined when the  
239 Donation/Grant was received.

240 **Monetary Commitment of Board of Directors Yearly: NONE**

241  
244 The Budget for each Month will be based on the Unrestricted Monies received in the  
245 same month of the previous year.  
246 Restricted Monies will be allocated in accordance with the distribution timelines setup  
247 on the specified funds.  
248  
249 Restricted Donations and Grants will be overseen by the Executive Director of the  
250 Program pertaining to the Restricted Donations.  
254  
255 Restricted Monies must be allocated and used by six (6) Months after the expiration  
256 date of the event or fund, if not then any balance will be transferred into the General  
257 Fund.  
258

259 **SAVINGS AND INVESTMENT ALLOCATION**

260 The Executive Financial Committee shall oversee the Savings and Investment Allocation.  
261 The Emergency Fund shall receive 25% of the Savings Account each Month.  
262 The monies used from the Emergency Fund must be less than the amount

263 deposited into the account before the same Month in the previous fiscal  
264 year.

265 -To utilize a greater and more current amount of money in the  
266 Emergency Fund shall require unanimous vote from the Board of  
267 Directors

268 The Cash Reserve shall receive 60% of the Savings Account each Month.

269 - The monies used from the Cash Reserve must be less than the amount  
270 deposited into the account before the same Month from the fiscal year  
271 five years before.

272 -To utilize a greater and more current amount of money in the Cash  
273 Reserve shall require unanimous vote from the Board of Directors.  
274

282 At no time may GESA ever enter into a contract or agreement that causes GESA to be  
283 liable for any debt, loan or mortgage greater than the unrestricted cash reserve balance  
284 at that time.

285

286

287

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290 **SECTION 6 – CAPITAL PURCHASE**

291

292 A Capital Purchase consists of any purchase or contract with a financial obligation of  
293 \$5,000 or higher.

294

295 For a Capital Purchase to be made or contract to be entered into then there must be  
296 majority vote of the Board of Directors and the President.

297

298 A Capital Purchase predominantly refers to the acquisition of land, physical structures,  
299 vehicles or technology.

300

301 However a Capital Purchase may also be a financial obligation of greater than \$5,000  
302 entered into a contract for an event or activity (i.e. camps, conference, etc.)

303

304 **SECTION 7 – PROMOTION AND MARKETING BUDGET**

305

306 No Program may spend more than five percent (5%) of the budget for any Program,  
307 event or activity on Promotion and/or Marketing expenses. This pertains to Sales and  
308 Service Income, Unrestricted Monies and Restricted Donations and Grants.

309

310 **SECTION 8 – BENEVOLENCE POLICY**

311

312 GESA is able to donate to other 501c(3) organization that support the community or give  
to individuals/families in need to be determined by Board of Directors. President can make  
donations up to \$2500.00 without approval from Board of Directors to individuals/families or  
charities in need per year.

313

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316

317 Scholarship participants shall be eligible to receive the equivalent of \$10 dollars for each  
318 hour volunteered to GESA.

319 GESA is prohibited from loaning money to any individual, family, business or  
320 organization. All monies given or donated are one-time gifts that shall not be paid back.

321 **SECTION 9 – LEGAL AND ACCOUNTING**

322 Insurance

323 GESA shall carry an appropriate General Liability Policy and Umbrella  
324 Liability Policy at all times.

325 GESA shall carry an appropriate Fire Insurance Policy on all owned

326 buildings and structures.  
327 GESA shall carry an appropriate Property Insurance Policy on all owned  
328 items within a leased structure or building.  
329 GESA shall carry Full Collision Coverage on all owned vehicles.  
330 GESA shall carry the appropriate Employee, Unemployment and Workers'  
331 Compensation Insurance for all personnel, if applicable.  
332  
333  
334 Legal Counsel  
335 GESA shall have all contracts and agreements reviewed by legal counsel  
336 licensed in the State of the agreement.  
337 GESA shall have all potential employment hires reviewed and vetted, if applicable  
338  
339 The vetting process will include background checks, reference  
340 checks, credit checks, employment history and family interviews.  
341 CPA Counsel  
342 GESA shall have all contracts and agreements reviewed by a licensed CPA  
343 in the State of the agreement.  
344 GESA shall have all tax related forms and contracts reviewed by a licensed  
345 CPA in the State of the agreement.  
346 GESA shall have all employment agreements and salary packages  
347 reviewed by a licensed CPA in the State of the agreement for integrity,  
348 quality and validity, if applicable.

349 GESA shall have tax-related documents prepared and reviewed by a  
350 licensed CPA in the State of the tax.

358  
359 **SECTION 10 – EMPLOYMENT POLICIES, PAY & COMPENSATION**  
360 **PACKAGES**

361 The GESA employment policies apply to compensated employees, program  
362 leadership and volunteers.

363 GESA People Creed

364 GESA does not tolerate:

- 365 -Sexual or Racial Harassment
- 366 -Discrimination due to race, color, age, gender, national origin,  
367 pregnancy or disability.
- 368 -Alcohol, Drug or other Substance Abuse
- 369 -Abusive, Humiliating or otherwise Unprofessional Behavior
- 370 -Retaliation for Reporting Incidents
- 371 -Willful Violation of Financial and Payroll Policies
- 372 -Willful Violation of Program Policies
- 373 -Willful Insubordination to Leaders and Directors
- 374 -Willful Violation of Safety and Security Policies.

375

376 GESA Compensation Packages  
377 Before any individual may become a compensated employee two times  
378 (2x) the Target Salary to be paid for the position must be held and  
379 designated in the Cash Reserve.  
380  
381 The following are the Gross Compensation Amounts for each level of  
382 Personnel of Georgia Elite Sports Academy.  
383 - President, Executive Directors and Support Staff is set at \$1000/year.  
384 -Board Member Compensation is set at \$0/year.  
385 -Board Member Compensation shall be paid as IRS  
386 designation 1099 Contract Labor and Consultation Service, if applicable  
387

### 388 **SECTION 11 - DISSOLUTION**

389 In the event that GESA dissolves:

390 - All physical assets must be sold and the monies distributed to a 501(c) 3  
Organization.

391 - All monies unrestricted must be distributed to a 501(c) 3 organization.

392

393 - All monies restricted must be returned to the donors.

394 - All accounts must be closed.

395 - All bonds must be cashed in and distributed to shareholders.

396

397 In the event that GESA dissolves:

398 - All records must in their entirety be stored at a locked and safe storage facility  
399 or in the care of the current President or the current Chairman of the Board.

400 - The logo and trademarks must be destroyed and never used in any way on  
402 any new print, publication or promotion.

403 In the event that GESA dissolves:

404

405 - All building or structures owned by GESA must be donated to a 501(c) 3 organization

406 - If the building cannot be donated it must be sold and the monies distributed to

407 a 501(c) 3 organization.

408

409 In the event that GESA dissolves:

410 - All financial obligations must be met before any money may be distributed a  
411 501(c) 3 organization.

412 - All copyrights on all publications, music, work product, processes, trade secrets or any  
413 intellectual property must become free of copyright and open to complete public use  
414 with no royalties, stipulations or restrictions

415 - All publications must cease to be printed

416 - All products must cease to be created and/or sold

417 - All services must cease to be offered

418

419 **SECTION 12 – REMOVAL OF BOARD MEMBERS**

420 Board members may be removed for gross negligence or malfeasance of duty; being  
421 arrested for any crime of moral turpitude. A Board member shall be subject to removal  
422 by majority vote.

423 **SECTION 17 - AMENDMENTS**

424

425 Amendments to the By-Laws may be presented by any member of the Board of Directors

426

427

428 Amendments must be presented in writing at one of the quarterly meetings. The  
429 individual or group drafting the amendment shall explain to all of those at the meeting  
430 the reason for the proposed amendment and furnish each person in the room with the  
431 said amendment in writing. After the presentation of the amendment,  
432 it will be voted on by  
433 those in attendance.

434

435 For the amendment to be added to the By-Laws it must pass by at least a vote of 2/3 of  
436 the persons present and able to vote at the meeting.

437

438 If the amendment does not pass it may not be reintroduced for a period of one  
439 calendar year from the date it was voted on.

440

441 If the amendment does pass then it will be added to the By- Laws following the  
442 meeting.

443

444

445

**Chairman of the Board of Directors**

**Print: \_\_Beatrice M. Williams\_\_**

**Signature: *Beatrice M. Williams***

**Date: \_\_\_\_\_January 15<sup>th</sup>, 2025\_\_\_\_\_**