

BYLAWS

OF

North Paulding Touchdown Club, Incorporated

Incorporated under the Georgia Nonprofit Corporation Code

ARTICLE ONE

Name, Location, Offices, Purpose, and Governing Instruments

1.1 Name. The name of this corporation shall be “North Paulding Touchdown Club, Incorporated”.

1.2 Registered Office and Agent. The corporation 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 Nonprofit Corporation Code.

1.3 Other Offices. The principal office of the corporation shall be located in Dallas, State of Georgia. The corporation may have other offices at such place or places, within or without the State of Georgia, as the Board of Directors may determine from time to time or the affairs of the corporation may require or make desirable.

1.4 Nonprofit Corporation. The corporation shall be organized and operated as a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code.

1.5 Charitable and Educational Purposes. The corporation (North Paulding Touchdown Club, Incorporated) is a voluntary association of individuals whose children participate in the North Paulding Football Program. The purposes of which, as set forth in the articles of incorporation, are exclusively charitable, within the meaning of section 501(c)(3) of the Internal Revenue Code. The purposes of the corporation shall include, but shall not be limited to provide support to the North Paulding Football.

1.6 Governing Instruments. The corporation shall be governed by its articles of incorporation and its bylaws, subject to the Georgia Nonprofit Corporations Code and the limitations of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE TWO

Membership

2.1 Who May Become a Member. Membership in the organization is open to all families that have children registered to play football in the North Paulding Football Program.

2.2 How May Someone Become a Member. Every registering parent or legal guardian of a child who is registered to play football with the North Paulding Football program shall have membership in the Corporation and be considered a member (a " Member"). A Member shall have, subject to these Bylaws, all privileges afforded by the Corporation, including but not limited to voting rights of one vote for each Member. Persons seeking membership in the Corporation shall become members of the Corporation only upon approval of a majority of the members of the Board of Directors present at any regular or special meeting of the Board of Directors at which a quorum shall be present.

2.3 Transfers and Termination of Membership. Membership in the Corporation shall not be transferable. Any member, after having fulfilled all obligations to the Corporation, may resign by written notice to the Secretary of the Corporation (any such resignation to take effect as specified therein, or if not so specified, upon receipt by the Secretary), and any member may be removed or suspended at any time, for just cause, or for nonpayment of dues by majority vote of the Board of Directors at a meeting duly called for that purpose. No fines or penalties of a monetary nature may be assessed or levied against any member for any reason whatsoever.

2.4 Rights of Members. The members of the corporation have the exclusive right to amend the Articles of Incorporation, to amend the By-laws of the corporation, to elect the Board of Directors and to review the budget prepared by the Board of Directors.

2.5 Annual Meeting. A meeting of the Members of the Corporation (the "Annual Meeting") shall be held annually for the election of directors, and the transaction of such other business as may properly come before the meeting during the month of February of each year, or such other month as may be determined by the Board of Directors from time to time at the office of the Corporation or other meeting place approved by the Board of Directors of the Corporation in the State of Georgia, on such day as may be designated by the Board of Directors of the Corporation and set forth in the notice of such meeting, or if that day shall be a legal holiday where the meeting is to be held, on the next succeeding day.

2.5. Special Meetings. Special meetings of the members may be called by the president or vice presidents of the Corporation who may, in writing, demand the call of a special meeting specifying the date and month thereof, which shall not be more than 15 days from the date of such written demand. Special meetings may also be convened by any five members of the Board of Directors or any 10 Members of the Corporation, who may, in writing, demand the call of a special meeting specifying the date and month thereof, which shall not be less than nor more than 30 days from the date of such written demand. The secretary of the Corporation, upon receiving the written demand, shall promptly give notice of such meeting. If he fails to do so within 5 business days thereafter, any member signing such demand may give such notice. Notice of a special meeting shall state the purpose or purposes for which the meeting is called and shall indicate that it is being issued at the direction of the person or persons calling the meeting. Such notice shall be delivered to each Member via electronic mail or by posting a notice of the special meeting on the corporation's web site. Special meetings shall be held at such place, date and hour within or without the State of Georgia as

may be specified in the notice thereof; provided that if no place is specified therein, then at the office of the Corporation.

2.6. Record Date for Meetings and Other Actions. For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, to express consent to or dissent from any proposal without a meeting, for the purpose of determining members entitled to receive any distribution or the allotment of any rights, or for the purpose of any other action by the members, the Board of Directors may fix, in advance, a date as the record date for any such determination of members. Such record date shall not be more than nor less than ten days before the date of such meeting. If no record date is so fixed by the Board of Directors, (1) the record date for the determination of members entitled to vote at a meeting of members shall be at the close of business on the day next preceding the day on which notice is given, or, if no notice is given, the day on which the meeting is held and (2) the record date for determining members for any purpose other than those specified above shall be at the close of the business day on which the resolution of the Board of Directors relating thereto is adopted.

A determination of members of record entitled to notice of or to vote at any meeting of members which has been made in accordance with this Section shall apply to any adjournment thereof, unless the Board of Directors fixes a new record date under this Section for the adjourned meeting.

2.7. Notices of Meetings. Whenever members are required or permitted to any action at a meeting, written notice shall be given to the members by the Secretary stating the place, date and hour of the meeting and unless it is the annual meeting, indicating that it is being issued by or at the direction of the person or persons calling the meeting. As provided in Section 2.5, notice of a special meeting shall also state the purpose or purposes for which the meeting is called. A copy of the notice of any meeting shall be posted on the corporation's web page. In the event that the Corporation has more than 20 members, the notice may be served by publication in lieu of publishing it on the web page, in a newspaper published in the county in the state in which the principal office of the Corporation is located, once a week for three successive weeks next preceding the date of the meeting.

When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting. However, if, after the adjournment, the Board of Directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of record on the new record date entitled to notice under this Section.

2.8. Waivers of Notice. Notice of any meeting need not be given to any member who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting shall constitute a waiver of notice by such member.

2.9. List or Record of Members at Meetings. A list or record of members entitled to vote as of the record date, certified by the Secretary, shall be produced at any meeting of members upon the request therefor of any member who has given notice to the Corporation that such request will be made at least ten days prior to such meeting. If the right to vote at any meeting is challenged, the inspectors of election or the person presiding thereat shall require such list or record of members to be produced as evidence of the right of the persons challenged to vote at such meeting. All persons who appear from such list or record to be members entitled to vote thereat may vote at such meeting.

2.10. Quorum at Membership Meetings. Except as otherwise provided by law, the Certificate of Incorporation or these Bylaws, the Members present entitled to cast a vote thereat shall constitute a quorum at any meeting of members for the transaction of any business.

2.11. Presiding Officer and Secretary. At any meeting of the members, if neither the Chairman of the Board of Directors, the President, the Vice President nor a person designated by the Board to preside at the meeting shall be present, the Individual Members present shall appoint a presiding officer for the meeting. If neither the Secretary nor an Assistant Secretary shall be present, the appointee of the person presiding at such meeting shall act as secretary of the meeting.

2.12. Proxies. All proxies shall be in writing and shall be filed with the Secretary of the Corporation before being voted.

2.13. Inspectors of Election. Except as otherwise required by law, the Certificate of Incorporation of these Bylaws, whenever directors are to be elected by the members, they shall be elected by a plurality of the votes cast at a meeting of members by the members present and entitled to vote in the election. Whenever any corporate action, other than the election of directors is to be taken by vote of the members, it shall, except as otherwise required by law, the Certificate of Incorporation or these Bylaws, be authorized by a majority of the votes cast at a meeting of members by the members present and entitled to vote thereon.

2.14. Vote of Members. Except as provided in the preceding paragraph, any reference in these Bylaws to corporate action at a meeting of members by "majority vote" or "two-thirds vote" shall require the action to be taken by such proportion of the votes cast at such

meeting. Blank votes or abstentions shall not be counted in the number of votes cast.

Except as otherwise provided by law, every Member of record of the Corporation entitled to vote on any matter at any meeting of members shall be entitled to one vote. If so requested by any Member present at any meeting of the members of the Corporation, the vote at any election of directors or upon any question before a meeting shall be by ballot; absent any such request, the method of voting shall be discretionary with the person presiding at the meeting.

2.15. Order of Business. At all meetings of the members of the Corporation, the order of business shall be as follows:

- (A) call meeting to order;
- (B) submission by the Secretary of evidence that proper notice of the meeting was given;
- (C) submission by Secretary of an alphabetical list of members as of the record date for such meeting;
- (D) statement by the Secretary of the number of persons entitled to vote at such meeting who are represented either in person or by proxy;
- (E) reading of minutes of the last meeting of members and adoption of minutes;
- (F) reports of the officers of the Corporation and any committees of the officers or directors of the Corporation, including presentation of the budget;
- (G) unfinished business;
- (H) new business;
- (I) in the case of the annual meeting, nomination and election of directors;
- (J) adjournment.

2.16. Action by Members Without a Meeting. Whenever under any provision of law, the Certificate of Incorporation or these Bylaws, members are required or permitted to take any action by vote, such action may be taken without a meeting or written consent, setting forth the action so taken, signed by all of the Members entitled to vote thereon. Written consent thus given by all Members entitled to vote shall have the same effect as a unanimous vote of members.

ARTICLE THREE **Board of Directors**

3.1 Authority and Responsibility. The governing body of North Paulding Touchdown Club, Incorporated shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the management, affairs and property of the corporation; shall determine its policies or changes therein; and shall actively prosecute its purposes and objective and supervise the disbursement of its funds. The Board of Directors may adopt, by majority vote, the business of the corporation as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority to an Executive or other Committee. Under no circumstances, however, shall the fundamental and basic purposes of the

corporation, as expressed in the articles of incorporation, be amended or changed; and the Board of Directors shall not permit any part of the net earnings or capital to inure to the benefit of any member, directors, officer, or other private person or individual. The Board of Directors shall be comprised of no less than five Directors. The Number of Directors may be changed by the Board at its Annual Meeting.

3.2 Board of Directors Upon Adoption of By-laws. The initial directors of the corporation shall be the persons that are voted to the Board at the special membership meeting called for purposes of adopting these by-laws. Half of the Directors then elected shall serve approximately a half-year term, the other half will serve approximately a one and a half-year term, to end at the first and second Annual Meeting of the membership following the adoption of these bylaws, respectively.

3.3 Manner of Election and Term of Office. Thereafter, one half of the directors shall be elected at the Annual Meeting of the Membership by a majority of the Members present. each director shall continue in office for a term of one (1) year or until his or her successor shall have been elected and shall have qualified or until his or her earlier death, resignation, or removal. There shall be a minimum of three (3) directors, and the Board of Directors is authorized to fix by resolution the exact number of directors from time to time.

3.4 Removal. Any director may be removed for just cause at any meeting of the Board of Directors, by the affirmative vote of a majority of the directors then in office. A removed director's successor may be elected at the same meeting to serve the unexpired term. Notice of said removal must be given to the director no less than ten days before said meeting.

3.5 Vacancies. Any vacancy in the Board of Directors arising at any time and from any cause, including the authorization of an increase in the number of directors, may be filled for the unexpired term at any meeting of the Board of Directors by a majority of the directors then in office. Each director so elected shall hold office until the election at the annual meeting of the Board of Directors and the qualification of his or her successor.

3.6 Compensation. No director of the corporation shall receive, directly or indirectly, any salary, compensation or emolument therefrom as such director.

3.7 Who May Become A Director. Any Member of the Corporation in good standing shall be allowed to become a director; however, no two individuals from the same family may serve on the Boar of Directors at the same time.

ARTICLE FOUR

Meetings of the Board of Directors

4.1 Annual Meeting; Notice. The annual meeting of the Board of Directors shall be held at the principal office of the corporation or at such other place as the Board of Directors shall determine on such day and such time as the Board of Directors shall designate. Unless waived as contemplated in Section 5.2, notice of the time and place of such annual meeting shall be given by the secretary either personally, by telephone, by mail, by electronic mail or by facsimile not less than ten (10) nor more than fifty (50) days

before such meeting.

4.2 Regular Meetings; Notice. Regular meetings of the Board of Directors shall be held from time to time between annual meetings at such times, at such places, and by whatever means, live, telephonically or electronically, as the Board of Directors may prescribe. Notice of the time and place of each such regular meeting shall be given by the secretary either personally, by telephone, by mail, by electronic mail or by facsimile not less than five (5) nor more than thirty (30) days before such regular meeting.

4.3 Special Meetings; Notice. Special meetings of the Board of Directors may be called by or at the request of the president or by any two of the directors in office at that time. Notice of the time, place and purpose of any special meeting of the Board of Directors shall be given by the secretary either personally, by telephone, by mail, by electronic mail or by facsimile at least twenty-four (24) hours before such meeting.

4.4 Order of Business. At all meetings of the Board of Directors of the Corporation, the order of business shall be as follows:

- (A) call meeting to order;
- (B) submission by the Secretary of evidence that proper notice of the meeting was given;
- (C) reading and adoption of minutes of the last meeting of the Board of Directors;
- (D) reports of the officers of the Corporation, committees of the officers or directors of the Corporation, or any director;
- (E) unfinished business;
- (F) new business;
- (G) in the case of the annual meeting, approval of Members, nomination, and election of officers;
- (H) adjournment.

4.5 Waiver. Attendance by a director at a meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called. See also Article Five ("Notice and Waiver").

4.6 Quorum. At meetings of the Board of Directors, a majority of the directors then in office shall be necessary to constitute a quorum for the transaction of business. In no case, however, shall less than two (2) directors constitute a quorum.

4.7 Vote Required for Action. Except as otherwise provided in these bylaws or by law, the act of a majority of the directors present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors. Adoption, amendment and repeal of a bylaw is provided for in Article Twelve of these bylaws. Vacancies in the Board of Directors may be filled as provided in Section 3.5 of these bylaws.

4.8 Action by Directors without a Meeting. Any action required or permitted to be

taken at a meeting of the Board of Directors may be taken without a meeting with a consent in writing, setting forth the action so taken and signed by all the members of the Board of Directors. Such consent shall have the same force and effect as an unanimous vote at a meeting duly called. The signed consent, or a signed copy, shall be placed in the minute book.

4.9 Telephonic or other Meetings Via Electronic Methods. Directors may participate in and hold a meeting by means of conference telephone, video conferencing, electronic mail or any other similar communications equipment by means of which all persons participating in the meeting can view each other, hear each other, be aware of each other, or read each other's views on the subject matter being discussed. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

4.10 Adjournments. A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

ARTICLE FIVE Notice and Waiver

5.1 Procedure. Whenever these bylaws require notice to be given to any director, the notice shall be given as prescribed in Article Four. Whenever notice is given to a director by mail, the notice shall be sent 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 or her address as it appears on the books of the corporation and such notice shall be deemed to have been given at the time the same is deposited in the United States mail. Notice may also be given by electronic mail at his or her address as it appears on the books of the corporation. Notice shall be deemed to have been given by electronic mail at the time notice is sent.

5.2 Waiver. Whenever any notice is required to be given to any director by law, by the articles of incorporation, or by these bylaws, a waiver thereof in writing signed by the director entitled to such notice, whether before or after the meeting to which the waiver pertains, shall be deemed equivalent thereto.

ARTICLE SIX Officers

6.1 Number and Qualifications. The officers of the corporation shall consist of a president, two vice-presidents, a secretary and a treasurer. The board of Directors 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 corporation, but the corporation shall not be required to have at any time any officers other than a president, two vice-presidents, a secretary, and a treasurer. No more than one (1) office may be held by the same person.

6.2 Election and Term of Office. The officers of the corporation shall be elected by the Board of Directors at the Annual Meeting of the Board of Directors. Officers shall serve for terms of one (1) year, or until their successors have been elected and qualified, or until their death, resignation, removal, retirement, or disqualification.

6.3 Other Agents. The Board of Directors 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 of Directors may from time to time determine.

6.4 Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors, for just cause, whenever in its judgement the best interests of the corporation 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.

6.5 Vacancies. A vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Directors.

6.6 President. The Board of Directors shall elect a president. The president shall be the principal executive officer of the corporation and shall preside at all meetings of the Board of Directors. The president shall see that all orders and resolutions of the Board of Directors are carried into effect. The president shall be authorized to enter into binding contracts on behalf of the corporation to carry out the day to day operation of the corporation. The president shall be authorized to enter into any contract or agreement and to execute in the corporate name, along with the secretary, any instrument or other writing as needed and approved by the Board of Directors. The president shall supervise and direct the daily management and operation of the corporation and supervise all employees and volunteers of the corporation. The president shall have the right to make all decisions as to policy and otherwise which may arise between meetings of the Board of Directors, and the other officers of the corporation shall be under his supervision and control during such interim. The president shall have signatory capacity on all accounts held by the corporation. The president shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

6.7 Vice-Presidents. The Board of Directors shall elect two vice -presidents; one from the Member families participating in the youth football program, and the other from the Member families participating in the junior football program. The vice-presidents shall, in the absence or disability of the president, perform the duties and have the authority and exercise the powers

of the president. The vice-presidents shall have signatory capacity on all accounts held by the corporation. The Vice-President shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

6.8 Secretary. The secretary shall attend all meetings of the Board of Directors and record all votes, actions, and the minutes of all proceedings, in a book to be kept for that purpose and shall perform 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 of Directors. The secretary shall keep in safe custody the seal of the corporation and, when authorized by the Board of Directors, the president, shall affix it to any instrument requiring it. When so affixed, it shall be attested by his signature or by the signature of the treasurer or the secretary. The secretary shall be under the supervision of the president. The secretary shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

6.9 Treasurer. The treasurer shall, with the assistance of coaches, officers and accountants hired by the corporation, prepare an annual budget for the approval of the Board of Directors. The treasurer shall have records of the corporate funds and securities, shall keep full and accurate accounts of receipts and disbursements of the corporation, shall deposit all monies and other valuables in the name and to the credit of the corporation into depositories designated by the Board of Directors, and shall be responsible for preparing checks, drafts, and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation. The treasurer and a second member appointed by the treasurer and confirmed by the Board of Directors shall account for all funds collected at fundraisers for the corporation. The treasurer shall prepare financial statements each month or at such other intervals as the Board of Directors shall direct. The treasurer shall be responsible for preparing and filing all local, state and federal statements and reports relating to taxes. The treasurer shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

ARTICLE SEVEN

Committees of Directors

7.1 Executive Committee of the Board of Directors. By resolution adopted by a majority of the full Board of Directors, the Board of Directors may designate from among its members an executive committee, consisting of the president, the vice president, the secretary and the treasurer, by resolution adopted by a majority of directors present at a meeting at which a quorum is present. The Board of Directors may designate specific powers to said committee by resolution adopted by a majority of directors present at a meeting at which a quorum is present.

7.2 Committees of Directors. Other committees, each consisting of one (1) or more directors, having and exercising the authority of the Board of Directors in the management

of the corporation, may be designated by a resolution adopted by a majority of directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be appointed by the president of the corporation. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgement the best interests of the corporation shall be served by such removal.

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

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

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

7.6 Quorum. Unless otherwise provided in the resolution of the Board of Directors 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.

7.7 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 of Directors.

ARTICLE EIGHT

Contracts, Checks, Deposits and Funds

8.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the anyone so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation. Such authority must be in writing and may be general or confirmed to specific instances.

8.2 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 corporation shall be prepared by the treasurer and signed by the president or vice-presidents.

8.3 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

8.4 Gifts. The Board of Directors may accept on behalf of the corporation any

contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE NINE

Indemnification and Insurance

9.1 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 corporation against expenses, including attorneys' fees (and in the case of actions other than those by or in the right of the corporation, judgements, fines and amounts paid in settlement), actually and reasonably incurred by him in connection with such action, suit, or proceeding by reason of the fact that such person is or was a director, officer, employee, trustee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, trustee, or agent of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the corporation 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.

9.2 Indemnification Not Exclusive of Other Rights. The indemnification provided in Section 9.1 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 to a person who has ceased to be a director, officer, employee, trustee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

9.3 Insurance. To the extent permitted by Georgia law, the corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, trustee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, trustee or agent of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust or other enterprise.

ARTICLE TEN

Miscellaneous

10.1 Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

10.2 Corporate Seal. The corporate seal (of which there may be one or more exemplars) shall be in such form as the Board of Directors may from time to time determine.

10.3 Fiscal Year. The Board of Directors is authorized to fix the fiscal year of the corporation and to change the same from time to time as it deems appropriate.

10.4 Internal Revenue Code. All references in these bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1954, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

10.5 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, 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.

10.6 Table of Contents and 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.

10.7 Relation to Articles of Incorporation. These bylaws are subject to and governed by the articles of incorporation.

10.8 North Paulding Football Coaches. All coaches of the North Paulding Football Program shall be advisory members to the Board of Directors.

ARTICLE ELEVEN

Amendments

11.1 Power to Amend Bylaws. The members of the organization shall have the sole power to alter, amend or repeal these bylaws or adopt new bylaws.

11.2 Conditions. Action by the membership with respect to the amendment of bylaws shall be taken by the affirmative vote of a majority of the Members present at a meeting as provided in Section 2.10 of these bylaws.

ARTICLE TWELVE

Tax-Exempt Status

12.1 Tax-Exempt Status. The affairs of the corporation 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. Disposition of Assets at Termination of Club

12.2 Distribution of Assets. Upon termination and liquidation of the incorporation, all assets of 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, 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, taking into consideration the purpose of the incorporation. Under no circumstances shall the assets of the North Paulding Touchdown Club Incorporated be distributed upon termination or liquidation to or for the benefit of any director, officer or member of the club.