

HARRISON HIGH SCHOOL LACROSSE BOOSTER CLUB, INC.
A GEORGIA NONPROFIT CORPORATION

CONSTITUTION

ARTICLE ONE

NAME

The Articles of Incorporation of this Corporation fix its name as HARRISON HIGH SCHOOL LACROSSE BOOSTER CLUB, INC., (hereinafter referred to as the “Club”) and provide that the principal office of the corporation shall be in Kennesaw, Georgia. The initial registered office of the Corporation in the State of Georgia shall be located at 21 Washington Avenue, Marietta, Georgia 30060. The Registered Agent in charge thereof is Fred D. Bentley, Jr. The corporation shall have such additional offices in such other places as the Board of Directors of the Corporation may from time to time determine.

ARTICLE TWO

PURPOSES, OBJECTS AND POWERS

The Club is organized pursuant to the Georgia Nonprofit Corporation Code. The purposes for which the Club is organized are for providing financial and educational support and training facilities for young men and women pursuing athletics with a preference toward the sport of lacrosse within meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

- A. Provide the equipment, services, and facilities which are not provided for by the school.
- B. Support the coaching staff to help produce teams of the highest competitive level. No member of the Club will have the authority to dictate policies normally within the coaches’ area of responsibility.
- C. Promote the pursuit of excellence in all athletic and scholastic endeavors.
- D. Promote parent/student involvement by coordinating all supporting activities of the Club.
- E. Encourage attendance at lacrosse-related functions and total community support of program.
- F. Ensure recognition for the lacrosse program, its athletes, and coaches.
- G. Raise money through various activities to support the purposes of the Club.

ARTICLE III

EXECUTIVE COMMITTEE

Section 1. The governing body of the corporation shall consist of not less than five and not more than ten Committee members, who shall be elected each year by the General Membership at their May meeting. The term of office for each Executive Committee member shall be one year from the day he takes office and until his successor is duly elected. When a vacancy occurs on the

Executive Committee, such vacancy shall be filled by the remaining committee members at any regular or special meeting and the Executive Committee member thus elected shall fill the unexpired term.

Section 2. The Executive Committee shall be comprised of the head men's and women's varsity lacrosse coaches, the Principal or his designee (as an ex-officio member), and the following duly elected officers: President(s), Vice-President(s), Secretary(s), and Treasurer(s)

Section 3. The Executive Committee shall be responsible for handling day-to-day expenses, supervising the standing committees and authorizing approved expenditures and any non-budgeted expenditure up to \$1,000 per month.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. The Board of Directors shall be comprised of the Executive Committee and the Chairperson from each of the Standing Committees as listed in the By-Laws. There will be one vote per committee and office.

Section 2. The Board of Directors shall be responsible for prioritizing proposed projects, recommending policies and presenting budget proposals to the President(s) and General membership.

Section 3. Meetings of the Board: The Board shall establish by standing resolution the time and place of its regular meeting, provided there shall be no less than one meeting annually. Special meetings may be called by the President or by any three Directors upon giving two days notice, either written or verbal, to each director unless such notice be waived in writing and the method of such notice shall be entered in the minutes of such special meeting. A majority of the Directors shall constitute a quorum. All resolutions adopted and all business transacted by the Directors shall require the affirmative vote of a majority of the Directors present at the meeting.

Section 4. Any action to be taken at a meeting of the Directors or any action that may be taken at a meeting of the Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the Directors.

ARTICLE V – STANDING COMMITTEES

The Standing Committees, as defined in by-laws, shall serve as directed by the President(s) of the Club.

ARTICLE VI – POLICIES AND PROCEDURES

The Club shall adhere to the following policies and procedures:

- A. Upon dissolution of the Club, the Executive Committee shall dispose of the Club's assets by transferring them to the General Account of Harrison High School.
- B. The organization shall be politically non-partisan. This shall not prohibit the Club from taking a stand on proposed tax assessments and/or bond issues.

- C. The activities of the Club shall be conducted on a strictly non-profit basis.
- D. This Club shall be subject to the policies and approval of the Principal of Harrison High School, The Cobb County Board of Education, the Georgia High School Association, the Georgia State School Standards, and the Southern Association of Colleges and School Accrediting Agency.
- E. All activities shall adhere to section 501(c)(3) and section 170(c) of the Internal Revenue Code dealing with tax-exempt status for charitable or educational organizations.

ARTICLE VII – CONFLICT OF INTEREST

Purpose

The purpose of the Conflict of Interest policy is to protect this tax-exempt organization's (Organization) 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 non-profit and charitable organizations.

Definitions:

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.

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 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.

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 determinations 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. Procedure 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 circumstance 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.

Records of Proceedings:

The minutes of the governing board and all committees with board delegated powers shall contain:

1. 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.
2. 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 transactions or arrangement, and a record of any votes taken in connection with the proceedings.

Compensation:

1. 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.

2. 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.
3. 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.

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:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. 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.

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:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
2. 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.

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.

ARTICLE VIII

CORPORATE EARNINGS

Section 1. No Director of this Corporation shall be entitled to any portion of the net earnings of the Corporation. Said net earnings shall not inure to the benefit of any private person and shall be held and used only for the purposes specified in the Charter of this corporation; however, this Corporation may pay a director of this Corporation for services rendered to it.

ARTICLE IX

AUTHORITY OF DIRECTORS
AS TO CONTRACTS

Section 1. All contracts shall be approved by the Executive Committee, and no loans shall be made by any officer of the Corporation or any loan secured on behalf of the Corporation without the authority of the Executive Committee; and no mortgage, deed to secure debt, deed, note, or other legal document whatsoever shall be executed except upon the authority of the Executive Committee.

ARTICLE X – AMENDMENTS TO GOVERNING DOCUMENTS

Section 1. The Constitution and By-Laws may be amended at any scheduled meeting of the General Membership by a majority vote of members present if there is a quorum (as defined in the Club By-Laws) in attendance.

Section 2. Approved changes to any of the Club’s governing documents shall be announced to the general membership at the next regularly scheduled membership meeting.

Section 3. All approved amendments/alterations to the Constitution and By-Laws shall be dated, recorded and governing documents updated.

Section 4. Upon request, active members of the Club shall be entitled to a copy of the Constitution, By-Laws, and any changes thereto.

HARRISON HIGH SCHOOL
LACROSSE BOOSTER CLUB, INC.

BY-LAWS

ARTICLE I – QUORUM

The membership present at a regular meeting shall constitute a quorum for the transaction of business. The same rule applies to a special meeting, provided the members have been duly notified of the meeting and its purpose one week in advance.

ARTICLE II - MEETINGS

Section 1. Meetings shall be held at Harrison High School unless otherwise notified.

Section 2. Meetings are open to all active members and only those members in attendance are entitled to vote. No proxy votes shall be entertained.

Section 3. All decisions requiring general membership approval shall be decided by a simple majority vote of those members present, provided no other requirement exists.

Section 4. General membership meetings should be held regularly on the first Monday of the month during the school year or as determined by the Executive Committee. Special meeting may be called by Executive Committee provided the general membership is provided one weeks notification. The Board of Directors shall convene concurrent with the general membership meeting.

Section 5. Special meetings may be called by the President(s), a majority of the Executive Committee, any lacrosse coach, the Principal or his/her designee. Only such business for which said special meeting was called shall be transacted at such meetings. Special meetings may be called by Executive Committee with one week's notification of members.

Section 6. The procedural rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern conduct of meetings.

ARTICLE III – DUTIES OF OFFICERS

Elected officers and their duties are as follows:

President(s):

1. The President shall have general supervision and management of all current affairs of this Club.
2. The President shall compile a preliminary budget with the assistance and approval of the Executive Committee and present the budget for approval to the General Membership.
3. The President shall preside at all meetings of the Club.
4. The President shall report on any matters that may be of importance to the Club.

5. The President shall carry out the decisions of the Executive Committee and shall appoint any special committee not otherwise provided for herein.
6. The President shall serve as an ex-officio member of all committees.

Vice-President(s):

1. Two Vice-Presidents shall be elected, one from the men's program and one from the women's program.
2. The Vice-President(s) shall perform the duties of the President in his/her absence.
3. The Vice-President(s) shall undertake any duties assigned by the President, Executive Committee or Board of Directors.
4. The Vice-President(s) shall ensure that issues regarding the Men's and Women's programs are properly represented.

Secretary(s):

1. The Secretary shall record, report and maintain minutes of all meetings of the general membership, Board of Directors and Executive Committee.
2. The Secretary shall coordinate all correspondence and provide direction to Standing or Special Committees.
3. The Secretary shall maintain updated versions of the Constitution and By-Laws.
4. The Secretary shall appoint an assistant who will assume all secretarial duties in his/her absence.

Treasurer(s):

1. The Treasurer shall receive all funds of the Club.
2. The Treasurer shall keep a detailed account of all income and expenditures.
3. The Treasurer shall endorse, on behalf of the Club, all negotiable instruments received and deposit them in accounts designated by the Executive Committee.
4. The Treasurer shall make disbursements as directed by the Board of Directors, Executive Committee or President within the guidelines of the budget. Any disbursement of \$1,000 or greater will require two signatures.
5. The Treasurer shall report on the financial status of the Club at meetings of the general membership, Executive Committee or Board of Directors.
6. The Treasurer shall compile and execute any tax applications or returns as required by federal or state law.
7. The Treasurer shall commit all accounts and other records to the succeeding Treasurer.
8. The Treasurer shall perform other related duties as directed by the President.

ARTICLE IV – ELECTION OF OFFICERS

Section 1. Nominations – The President shall appoint a Nominating Committee at the general membership meeting in March. This committee shall be comprised of four general membership appointees, one from each team, head coaches from the Men's and women's teams and the Principal or his/her designee. A Vice-President shall organize the first committee meeting and a chairperson shall be elected by the committee. The committee shall meet to compile a slate of officers, contact the candidates to ascertain their willingness to serve, and present the slate of officers at the general meeting in May. Other candidates may be nominated from the floor at that time.

Section 2. Elections – After nominations are closed, each candidate may speak for himself or allow another member to do so. A vote is taken by a show of hands. A majority vote is required for election. If more than two candidates are running for the same office and no majority vote is obtained, the candidate receiving the least number of votes shall be eliminated and the vote retaken. This procedure shall be repeated until a candidate has been elected. Those not elected may be nominated again for remaining positions. Elections will be held at general meeting in May.

Section 3. Installation – Newly elected officers shall be installed at the Awards banquet and shall assume all duties on the first of June. During the interim period, outgoing officers shall be expected to confer with and advise their successors as to their new duties. Outgoing officers are responsible to turn over all records pertaining to the operation of the club at the end of their tenure.

Section 4. Resignation – Any officer may resign at any time in writing to the President(s), Vice-President(s) or Secretary of the Club. Unless otherwise requested in writing, the resignation shall be effective when tendered.

Section 5. Removal – Any officer may be removed upon recommendation from the Board of Directors or by a majority vote at a general membership meeting.

Section 6. Replacement – The President shall appoint, with the approval of the Executive Committee, individuals to complete unexpired terms of office.

Section 7. Term of Office – The term of office for all elected members shall be for one (1) year commencing with the first day of the club’s calendar year.

ARTICLE V – STANDING COMMITTEES

The following Standing Committees shall be established:

Membership – The Membership Committee shall develop membership forms, implement and maintain a record system, coordinate membership drives, man membership tables at lacrosse functions, maintain a current membership roster and provide rosters as requested. The membership committee shall be represented by two people, one from the men’s program and one from the women’s program.

Fund Raising – The Fund Raising Committee shall be responsible for the planning, preparation and completion of any money raising projects and assist the President in any way possible.

Concessions – The Concessions Committee shall coordinate all supplies, equipment, food and personnel for the efficient operation of the concessions operation. The committee shall be represented by two people, one from the women’s program and one from the men’s program.

Facilities – The Facilities Committee shall be responsible for coordinating the purchase of equipment necessary to facilitate practice fields and games fields (paint, chalk, nets, goals, chemicals, field maintenance and repair). In addition, the Facilities Committee shall coordinate

allocation of keys to storage pods, concession area, and other facilities associated with the efficient operation of the lacrosse program.

Hospitality – The Hospitality Committee shall coordinate all booster sponsored banquet, senior night, and pot luck supper activities including supplies, food and personnel. Any other social activities shall be included.

Camps – The Camp Committee will be responsible for working with the Head Coaches of the Men’s and Women’s program to organize, promote, prepare a budget and assist with offering a summer instructional lacrosse camp. The committee will consist of at least one representative from the men’s program and one representative of the women’s program and the respective head coaches.

Each committee shall prepare, maintain and update a record of its activities with suggestions and or comments on the most efficient methods of operation.

ARTICLE VI

MEMBERSHIP AND DUES

Section 1 – Eligibility. Any person who is interested in supporting the objectives of this Club shall be eligible for membership at the membership levels with full rights and privileges as afforded by those set by the Board of Directors of this Club.

Section 2 – Dues. Annual membership dues shall be set by the Executive Committee and be valid per club year. The Club year will be from June 1 through May 31 of the following calendar year. Applications for membership may be submitted at any time. All dues shall be paid by the March meeting. Membership dues may be refunded upon approval of the Executive Committee. A letter requesting refund must be submitted prior to a player being selected to participate on a team. No refunds will be given after players participate in tryouts and have been selected to participate on a Harrison High School lacrosse team.

Section 3 – Voting Rights. All members possessing voting rights according to Article III, Section I that are present at any regular or special called meeting and who have paid their annual membership dues may vote at general membership meetings.

Section 4 – Loss of Membership. Any member of the Club may be censured or removed from the Club, for cause, by two-thirds vote of those present, after a recommendation to the membership by the Board of Directors, and notice is given to the affected member in writing.

ARTICLE VII - FINANCE

Section 1. The fiscal year of the Club shall begin on the first day of June.

Section 2. The President and Treasurer shall jointly negotiate and execute approved contracts on behalf of the Club.

Section 3. No loan shall be contracted on behalf of the Club unless duly authorized by the general membership, the Board of Directors, and the Principal of Harrison High School.

Section 4. Annual dues shall be determined each year by the Executive Committee.