

11/20/15

BYLAWS

OF

KMHS CROSS COUNTRY BOOSTER CLUB, INC.

A Georgia Non-Profit Corporation

ARTICLE ONE

Name, Location, and Offices

1.1 *Name.* The name of this Corporation shall be the "KMHS CROSS COUNTRY BOOSTER CLUB, INC."

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 Cobb County, Georgia. The Corporation may have other offices at such place or places, within or without the State of Georgia, as the Board of Trustees may determine from time to time or the affairs of the Corporation may require or make desirable.

ARTICLE TWO

Purposes and Governing Instruments

2.1 *Nonprofit Corporation.* The Corporation shall be organized and operated as a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code. The Corporation is organized for the purpose of providing financial and other forms of support to the Kennesaw Mountain High School Cross Country program and its affiliated feeder programs beyond that which is provided to the program by the school or school district. The Corporation shall be authorized to perform all acts necessary or incidental to its purpose and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Directors, to carry out the purposes of the Corporation, including the exercise of all other power and authority enjoyed by Corporations generally by virtue of the provisions of the Georgia Nonprofit Corporation Code.

2.2 *Governing Instruments.* The Corporation shall be governed by its articles of incorporation and its bylaws.

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ARTICLE III
Members

3.1. *Annual Meeting.* The annual meeting of the members of the Corporation shall be held on in each year, if not a legal holiday, and if a legal holiday then the next succeeding day not a legal holiday, for the purpose of electing directors to succeed those whose terms shall have expired.

3.2. *Special Meetings.* Special meetings of the members may be called at any time for any purpose or purposes by the Chairman of the Board, by the President, by a Vice President, or by a majority of the Board of Directors, and shall be called forthwith by the Chairman of the Board, the President, a Vice President, the Secretary, or any director of the Corporation upon the request in writing of a majority of all the members entitled to vote on the business to be transacted at such meeting. Such request shall state the purpose or purposes of the meeting. Business transacted at all special meetings of members shall be confined to the purpose or purposes stated in the notice of the meeting.

3.3. *Consent Action.* Any action of the members may be taken without a meeting if written consent, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of members.

3.4. *Place of Holding Meetings.* All meetings of members shall be held at the principal office of the Corporation or elsewhere in the United States as designated by the Board of Directors.

3.5. *Notice of Meetings.* Notice of each meeting of the members shall be published by the Secretary on the Corporation's website at least ten (10) days prior to the meeting. Each such notice shall state the place, day, and hour at which the meeting is to be held and, in the case of any special meetings, shall state briefly the purpose or purposes thereof.

3.6. *Quorum.* The presence in person or by proxy of a majority of the members of the Corporation shall constitute a quorum at all meetings of the members except as otherwise provided by law, by the Articles of Incorporation, or by these bylaws. If less than a quorum shall be in attendance at the time for which the meeting shall have been called, the meeting may be adjourned from time to time by a majority vote of the members present or represented, without any notice other than by announcement at the meeting, until a quorum shall attend. At any adjourned meeting at which a quorum shall attend, any business may be transacted which might have been transacted if the meeting had been held as originally called.

3.7. *Conduct of Meetings.* Meetings of members shall be presided over by the President of the Corporation or, if he is not present, by a Vice President, or if none of said officers is present, by a chairman to be elected at the meeting. The Secretary of the Corporation, or if he is not present, any Assistant Secretary shall act as secretary of such meetings. In the absence of the Secretary and any

Assistant Secretary, the presiding officer may appoint a person to act as Secretary of the meeting.

3.8. *Voting.* At all meetings of members every member entitled to vote thereat shall have one (1) vote. Such vote may be either in person or by proxy appointed by an instrument in writing subscribed by such member or his duly authorized attorney, bearing a date not more than three (3) months prior to said meeting, unless said instrument provides for a longer period. Such proxy shall be dated, but need not be sealed, witnessed or acknowledged. All elections shall be had and all questions shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by law, in the Articles of Incorporation or by these bylaws.

3.9. *Identity of Members.* There shall be one class of members. All parents and guardians of KMHS cross country program participants (or that of any affiliated feeder program) are eligible for membership in the Corporation upon the payment of such membership dues and upon such other requirements as may, from time to time, be established and prescribed by the Board of Directors.

ARTICLE IV ***Board of Directors***

4.1. *General Powers.* The property and business of the Corporation shall be managed under the direction of the Board of Directors of the Corporation.

4.2. *Number and Term of Office.* The precise number of persons serving on the Board of Directors shall be fixed by resolution of a majority of the entire Board of Directors, provided that the Board of Directors shall consist of not fewer than three (3) nor more than nine (9) persons. The directors shall serve for a period of one (1) year or until the next annual meeting of the Board of Directors and until their successors have been elected and have qualified. Directors shall hold office for a term of one year.

4.3. *Filling of Vacancies.* In the case of any vacancy in the Board of Directors through death, resignation, disqualification, removal, or other cause, the remaining directors, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of the director whose place shall be vacant, and until the election of his successor, or until he shall be removed, prior thereto, by an affirmative vote of a majority of the Board of Directors.

Similarly and in the event of the number of directors being increased as provided in these bylaws, the additional directors so provided for shall be elected by a majority of the entire Board of Directors already in office, and shall hold office until the next annual meeting of the Board of Directors.

Any director may be removed from office with or without cause by the affirmative vote of a majority of the directors entitled to vote at any special meeting of directors called for that purpose.

4.4. *Place of Meeting.* The Board of Directors may hold their meetings and keep the books of the Corporation either within or outside the State of Georgia, at such place or places as they may from time to time determine by resolution or by written consent of all the directors. The Board of Directors may hold their meetings by conference telephone or other similar electronic communications equipment.

4.5. *Regular Meetings.* Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by resolution of the Board. The annual meeting of the Board of Directors shall be held on the second Monday of January in each year if not a legal holiday, and if a legal holiday then on the next succeeding day not a legal holiday, unless otherwise determined by resolution by the Board of Directors. The Board may transact any business that comes before it. Any additional business may be transacted at any regular meeting of the Board.

4.6. *Special Meetings.* Special meetings of the Board of Directors shall be held whenever called by any director. The Secretary shall give notice of each special meeting of the Board of Directors, at least two (2) days prior to the meeting by personal delivery, electronic mail or facsimile; but such notice may be waived by any director. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meetings. At any meeting at which every director shall be present, even though without notice, any business may be transacted and any director may in writing waive notice of the time, place, and objectives of any special meeting.

4.7. *Quorum.* A majority of the whole number of directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors, but, if at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or by the Articles of Incorporation or by these Bylaws.

4.8. *Action in Lieu of Meeting.* 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 a majority of the directors entitled to vote thereon and any further requirements of law pertaining to such consents have been complied with.

4.9. *Required Vote.* An affirmative vote of a majority of those present shall be necessary for the passage of any resolution.

4.10. *Committees.* The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of two or more of the directors of the Corporation, which, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors. Such committee or committees shall have such names as may be determined from time to time by resolution adopted by the Board of Directors.

ARTICLE V
Officers

5.1. *Election, Tenure.* The officers of the Corporation shall be a President and a Secretary, and also such other officers including, a Chairman of the Board, a Treasurer, one or more Vice Presidents, and one or more assistants to the foregoing officers as the Board of Directors from time to time may consider necessary for the proper conduct of the business of the Corporation. The officers shall be elected at the annual meeting of the Board of Directors to serve a term of one (1) year. Except for the Chairman of the Board, the officers need not be directors. Any two or more of the above offices may be held by the same person, except those of President and Secretary.

In the event that any office other than an office required by law, shall not be filled by the Board of Directors, or, once filled, subsequently becomes vacant, then such office and all references thereto in these Bylaws shall be deemed inoperative unless and until such office is filled in accordance with the provisions of these Bylaws.

All officers and agents of the Corporation shall be subject to removal at any time by the affirmative vote of a majority of the whole Board of Directors, and all officers, agents and employees, shall hold office at the discretion of the Board of Directors.

5.2. *Powers and Duties of the Chairman of the Board.* The Chairman of the Board shall preside at all meetings of the Board of Directors unless the Board of Directors shall by a majority vote of a quorum thereof elect a chairman other than the Chairman of the Board to preside at meetings of the Board of Directors. He may sign and execute all authorized contracts or other obligations in the name of the Corporation; and he shall be ex-officio a member of all standing committees.

5.3. *Powers and Duties of the President.* The President shall be the chief executive officer of the Corporation and shall have general charge and control of all its business affairs and properties.

The President may sign and execute all authorized contracts or other obligations in the name of the Corporation. He shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. The President shall be ex-officio a member of all standing committees. He shall do and perform such other duties as may, from time to time, be assigned to him by the Board of Directors.

In the event that the Board of Directors does not take affirmative action to fill the office of Chairman of the Board, the President shall assume and perform all powers and duties given to the Chairman of the Board by these bylaws.

5.4. *Powers and Duties of the Vice President.* The Board of Directors may appoint a Vice President or more than one Vice President. Any Vice President (unless otherwise provided by resolution of the Board of Directors) may sign and execute all authorized contracts or other

obligations in the name of the Corporation. Each Vice President shall have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors or by the President. In case of the absence or disability of the President, the duties of that office shall be performed by any Vice President, and the taking of any action by any such Vice President in place of the President shall be conclusive evidence of the absence or disability of the President.

5.5. *Secretary.* The Secretary shall give, or cause to be given, notice of all meetings of directors and all other notices required by law or by these Bylaws, and in case of his absence or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the President, or by the directors upon whose written request the meeting is called as provided in these Bylaws. The Secretary shall record all the proceedings of the meetings of directors in books provided for that purpose, and he shall perform such other duties as may be assigned to him by the directors or the President. He shall have custody of the seal of the Corporation and shall affix the same to all instruments requiring it, when authorized by the Board of Directors or the President, and attest the same. In general, the Secretary shall perform all the duties generally incident to the office of secretary of a corporation, subject to the direction and control of the Board of Directors and the President.

5.6. *Treasurer.* The Treasurer shall have custody of all the funds and securities of the Corporation, and he shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. He shall deposit all moneys and other valuables in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. He shall render to the President and the Board of Directors, whenever either of them so requests, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

The Treasurer shall give the Corporation a bond, if required by the Board of Directors, in a sum, and with one or more sureties, satisfactory to the Board of Directors, for the faithful performance of the duties of his office and for the restoration to the Corporation in case of his death, resignation, retirement, or removal from office of all books, papers, vouchers, moneys, and other properties of whatever kind in his possession or under his control belonging to the Corporation.

The Treasurer shall perform all the duties generally incident to the office of the treasurer of a corporation, subject to the direction and control of the Board of Directors and the President.

5.7. *Assistant Secretary.* The Board of Directors may appoint an Assistant Secretary or more than one Assistant Secretary. Each Assistant Secretary shall (except as otherwise provided by resolution of the Board of Directors) have power to perform all duties of the Secretary in the absence of disability of the Secretary and shall have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors or the President. In case of the absence or

disability of the Secretary, the duties of the office shall be performed by any such Assistant Secretary, and the taking of any action by any such Assistant Secretary in place of the Secretary shall be conclusive evidence of the absence or disability of the Secretary.

5.8. *Assistant Treasurer.* The Board of Directors may appoint an Assistant Treasurer or more than one Assistant Treasurer. Each Assistant Treasurer shall (except as otherwise provided by resolution of the Board of Directors) have power to perform all duties of the Treasurer in the absence or disability of the Treasurer and shall have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors or the President. In case of the absence or disability of the Treasurer, the duties of the office shall be performed by any Assistant Treasurer, and the taking of any action by any such Assistant Treasurer in place of the Treasurer shall be conclusive evidence of the absence or disability of the Treasurer.

ARTICLE VI *Corporate Seal*

6.1. *Seal.* The seal of the Corporation shall be in such form as the Board of Directors may from time to time determine. In the event it is inconvenient to use such a seal at any time, or in the event the Board of Directors shall not have determined to adopt a corporate seal, the signature of the Corporation followed by the word "Seal" enclosed in parentheses or scroll shall be deemed the seal of the Corporation. The seal shall be in the custody of the Secretary and affixed by him or by his assistants on all appropriate papers.

ARTICLE VII *Bank Accounts and Loans*

7.1. *Bank Accounts.* Such officers or agents of the Corporation as from time to time shall be designated by the Board of Directors shall have authority to deposit any funds of the Corporation in such banks or trust companies as shall from time to time be designated by the Board of Directors and such officers or agents as from time to time shall be authorized by the Board of Directors may withdraw any or all of the funds of the Corporation so deposited in any such bank or trust company, upon checks, drafts, or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of the Corporation, and made or signed by such officers or agents; and each bank or trust company with which funds of the Corporation are so deposited is authorized to accept, honor, cash, and pay, without limit as to amount, all checks, drafts, or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Board of Directors, until written notice of the revocation of the authority of such officers or agents by the Board of Directors shall have been received by such bank or trust company. There shall from time to time be certified to the banks or trust companies in which funds of the Corporation are deposited, the signature of the officers or agents of the Corporation so authorized to draw against the same. In the event that the Board of Directors shall fail to designate the persons by whom checks, drafts and other instruments or orders for the payment of money shall be signed, as hereinabove provided in this Section, all of such checks, drafts and other instruments or orders for

the payment of money shall be signed by the President or a Vice President and countersigned by the Secretary or Treasurer or an Assistant Secretary or an Assistant Treasurer of the Corporation.

ARTICLE VIII

Immunity, Indemnification and Insurance

8.1. No director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of his duty of care or other duty as a director, provided that this provision shall eliminate or limit the liability of a director only to the extent permitted from time to time by Georgia law, except liability for:

- (a) any appropriation, in violation of his duties, of any business opportunity of the Corporation;
- (b) acts or omissions which involve intentional misconduct or a knowing violation of law,
- (c) any transaction from which the director derived an improper material personal benefit.

Any repeal or modification of this Article by the Corporation shall be prospective only and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

8.2. Each and every person who, at any time, has served as a director or officer of the Corporation shall be indemnified by the Corporation, and entitled to advancement of expenses of litigation, to the fullest extent permitted by law against those expenses (including attorneys' fees) judgments, fines, and amounts paid in settlement which are allowed to be paid, reimbursed, or advanced by the Corporation and which are actually and reasonably incurred in connection with any action, suit or proceedings, pending or threatened, whether civil, criminal, administrative, or investigative, in which such person may be involved by reason of his being or having been a director or officer of this Corporation.

8.3. As a condition to any such right of indemnification, the Corporation may require that it be permitted to participate in the defense of any such action or proceedings through legal counsel designated by the Corporation at the expense of the Corporation.

8.4. The Corporation may purchase and maintain insurance on behalf of any such persons whether or not the Corporation would have the power to indemnify such officers and directors against any liability pursuant to law.

ARTICLE IX
Miscellaneous Provisions

9.1. *Fiscal Year.* The fiscal year of the Corporation shall end on the last day of December of each year.

9.2. *Notices.* Whenever, under the provisions of these Bylaws, notice is required to be given to any director or officer it shall not be construed to require personal notice, but such notice may be given (1) in writing, by mail, by depositing the same in a post office or letter box, in a prepaid envelope, such notice shall be deemed to be given at the time the same shall be thus mailed; (2) by facsimile, addressed to each director or officer at such facsimile number as appears on the books of the Corporation followed by confirmation of successful transmission, or (3) by electronic mail addressed to each director or officer at such electronic mail address as appears on the books of the Corporation followed by confirmation of successful transmission. Any director or officer may waive any notice required to be given under these bylaws.

ARTICLE X
Amendments

The Board of Directors shall have the power and authority, by majority vote of the entire Board of Directors, to amend, alter, or repeal these Bylaws or any provision thereof, and may from time to time adopt additional bylaws.

Article XI
Dissolution Clause

“Upon the dissolution of the corporation, the board of directors will, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in the manner determined by the board of directors, or dispose of all such assets to any organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes which qualify at the time as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), and the corresponding Georgia Statue, as the board of directors determine. Any such assets not disposed of will be disposed of by the Superior Court of the county in which the registered office”