



Kennesaw Mountain High School Football Booster Club, Inc.

By-Laws



By-Laws of the Kennesaw Mountain High School Football Booster Club, Inc.

Article I

Official Name & Legal Status

- A.** This organization shall be known as Kennesaw Mountain High School Football Booster Club, Inc., a non-profit organization organized under the laws of the State of Georgia which is hereinafter referred to as the “Booster Club”.
- B.** The Booster Club shall be subject to the policies and approval of the Principal at Kennesaw Mountain High School, the Cobb County Board of Education, the Georgia High School Athletic Association, the Georgia State School Standards and the Southern Association of College and Schools Accrediting Agency.
- C.** The principal offices and registered agent of the Booster Club shall be as designated by the Board of Directors.
- D.** The official seal of the Booster Club shall be as adopted and designated by the Board of Directors.
- E.** The fiscal year of the Booster Club shall be the calendar year, unless otherwise determined by the Board of Directors.



Article II

Purpose

A. The Booster Club is organized exclusively to provide support for the football program at Kennesaw Mountain High School; to promote parent and student involvement; to coordinate supporting activities including feeder programs; to encourage attendance at football-related functions; to increase the overall experience and enjoyment of the fans at all football activities; to assist in providing desired services, training, facilities and equipment that cannot be provided by the school; and to conduct related activities which qualify this Organization for exemption from taxation under Section 501 (c)(3) of the Internal Revenue Code of 1954, as now in force or hereafter amended, and to expend or apply the assets of the Organization for such purposes.

B. The purpose for which this organization is organized is exclusively charitable within the 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, and to engage in any other act or activity permitted by said Code section and by the Georgia Non-Profit Corporation Code.

The corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to the Board, its Directors, Officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate in public office.

Notwithstanding any other provision of these By-Laws, the corporation shall not carry on any other activities no permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, or (b) by corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Upon dissolution of this corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify 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, as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine which organized and operated exclusively for purposes.



Article III

Membership

- A.** Membership in the Booster Club shall be upon reasonable terms and conditions as may be determined by the Board of Directors consistent with the Statement of Purpose.
- B.** A single membership entitles the individual member to one vote on all matters upon which the membership is called upon to vote, to hold office and other rights and responsibilities of membership created by the Board of Directors. The use of proxy votes for membership is prohibited.
- C.** Applications for membership shall be made to the Executive Committee.
- D.** Membership Dues shall be determined annually by the Executive Committee.
- E.** Membership may be terminated or suspended by the Executive Committee by written notice for any violation of the terms and conditions of membership or the governing policies set forth in Article I-B; and may be denied or terminated or suspended for “conduct unbecoming” which shall be defined as behavior which is inconsistent or incompatible with the interest of the public and Booster Club; or which tends or threatens to harm the standing or reputation of the Booster Club or Kennesaw Mountain High School in the community. Any individual receiving written notice for termination shall be permitted to hear all evidence against him or her and be afforded the opportunity to provide evidence in his or her defense. The Executive Committee shall hear the evidence and determine what sanction, if any, shall be imposed, and such decision shall be final.



Article IV

Officers

A. Officers - The officers shall be a President, Vice President, Secretary and Treasurer.

1. After their election and before their assumption of office, all officers shall be known and designated by the titles of the offices to which they have respectively been elected followed by the term “designate”.
2. No office shall be combined in one person.
3. All officers shall enter upon their official duties on the first day in January of each year and shall serve for a term of one (1) year or until their successors shall be duly elected and qualified.
4. The office of President shall be held by only one individual.
5. The office of Treasurer shall be held by only one individual.

B. President- the President of the Booster Club has the following duties and responsibilities:

1. Be the Executive officer of the Booster Club and have ultimate responsibility for ensuring the financial integrity, stability and accountability of club operations;
2. Carry out the business and direction of the Booster Club;
3. Preside over all meetings of the Booster Club;
4. Promote the Booster Club in the Community;
5. Be an ex-officio member of all standing and special committees;
6. Report to the Booster Club on all matters of importance
7. Promote membership growth
8. Meet regularly with the Head Football Coach, KMHS Principal and Athletic Director;
9. Perform other such duties and responsibilities as usually pertain to such office.

C. Vice President- the Vice President of the Booster Club has the following duties and responsibilities:

1. Perform the duties of President in his/her absence
2. Assist the President in the performance of his/her duties; and
3. Such other duties and responsibilities as assigned.



D. Secretary – the Secretary of the Booster Club has the following duties and responsibilities:

1. Keep the club books and records including club membership, player registration, minutes, policies and procedures.
2. Record, report and maintain the minutes of the meetings of the General Membership, Board of Directors and Executive Committee of the Booster Club;
3. Collect Booster Club mail and present bills to the Executive Committee for approval
4. Coordinate all correspondence and direction to the Membership, Board of Directors, Executive Committee and Booster Club Committees; and
3. Perform such other duties and responsibilities as usually pertain to such office or as may be assigned by the President or Board

E. Treasurer- the Treasurer of the Booster Club shall have the following duties and responsibilities:

1. Subject to direction of the President, have custody of the funds and securities of the Booster Club and keep a detailed account of financial records;
2. Receive all funds paid to this Booster Club and promptly deposit them in the official depositories.
3. Disburse funds on order of the President, Executive Committee or Board of Directors
4. At all times make available for inspection by the President, the Board or any authorized auditors, the financial accounts and records of the club.
5. Make a financial report to the Board monthly, at the annual meeting of the club, and at such other times as the President or Board may require.
6. Complete IRS Tax Form 990 for the Booster Club, submit for review by the Finance Committee and on approval of the Finance Committee, promptly submit to the IRS as required by law;
7. Ensure the annual renewal of the corporation with the Georgia Office of the Secretary of State.
8. Perform such other duties and responsibilities as usually pertain to such office or as may be assigned by the President or Board.



Article V

Board of Directors

A. Directors The Board of Directors shall consist of the Booster Club executive committee members and the chairperson of each of the eight standing committees.

B. Responsibilities The Board of Directors shall determine the policies and activities of the club, be responsible for prioritizing proposed projects, recommending policies and approving budget proposals to the President

C. Meetings he Board of Directors shall meet regularly at least once each month and hold additional meetings at the call of the President or a majority of the Executive Committee or Board.

D. Action in Lieu of Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if a written consent thereto is signed by a quorum of members of the Board of Directors or of such committee, as the case may be, and such written consent is filed with the minutes of the Board or committee. E-mails and facsimiles shall constitute such written consent provided they clearly evidence the consent of the Directors and are duly received by the Secretary.

E. Ex-Officio The KMHS Principal or his/her designee shall be offered annually the opportunity of serving as an ex-officio non-voting member of the Board. An ex-officio member shall be in addition to the numbered Directors provided by paragraph A.

F. Compensation Directors shall serve without compensation. Extraordinary expenses incurred by an Officer or Director in the service of the Booster Club may be reimbursed at the discretion of the Executive Committee.

G. Board Policies The board of Directors may establish policies which define the Booster Club's guidelines and procedures for the handling of the business of the Booster Club, including the operation of the Board of Directors. Any such policy shall be in written format and made available to each Director and to all staff whom are affected by or expected to abide by such policy. The Booster Club and the Board of Directors shall operate in conformity with the approved policies and failure to do so may be grounds for removal at the discretion of the Board. To the extent any policies are inconsistent with the By-Laws; the By-Laws shall govern.



Article VI

Committees

A. The following standing committees shall be established:

1. **Executive Committee** The Executive Committee shall consist of the KMHS Head Football Coach, KMHS principal or his/her designee (**as a non-voting ex-officio members**) and the following duly elected members: President, Vice President(s), Secretary and Treasurer. This committee shall be responsible for operations and fiscal managing of the Booster Club including administration, finance, strategic planning, marketing, communications, human resources, safety and risk management.
 2. **Finance Committee** The Finance committee shall consist of the President, the appointed Chairperson and the Booster Club Treasurer. This committee shall be responsible for the overall supervision of the financial affairs of the Booster Club.
 3. **Fundraising Committee-** This committee is responsible for coordination of all Booster Club activities to raise revenue to fund the ongoing budget, capital projects, endowment fund and other projects of the Booster Club.
 5. **Volunteer/Hospitality Committee-** The volunteer/hospitality committee is responsible for coordinating the end of the year football banquet and other social activities sponsored by the Booster Club and for soliciting, coordinating and managing parent/community volunteers for other various booster club needs and activities.
 6. **Program/Media Guide Committee-** This committee is responsible for creating an annual Souvenir Football Program/Media Guide that includes a listing of KMHS players and positions, coaches, administrative and support staff, cheerleaders, game schedules, sponsor advertisements and other information that captures the historical record of the season and serves as a keepsake for KMHS football fans.
 7. **Concessions-** This Committee is responsible managing all aspects of concession stand operations and concession volunteer workers for all athletic events in the KMHS Stadium.
 8. **Middle School Program** This committee shall be responsible for directing and coordinating the activities of the KMHS Booster Club funded middle school football feeder program in compliance with the policies and procedures the Georgia Middle School Athletic Association (GMSAA).
- B. Committee Chairs** - The president shall serve as Chair of the Executive Committee and shall appoint a Chair or Co-Chairs of each standing committee.



Article VII

Meetings

A. Executive Committee Meetings- shall be held prior to, subsequent to or concurrent with general membership meetings. Special meetings may be called by the President, or at the request of the Head Football Coach or the Principal.

B. Board of Director Meetings -The Board of Directors may fix the time and method of calling its own meetings.

C. General Meetings- shall be held each month at a place and time to be determined.

D. Special Meetings- may be called by the Executive Committee with one week's notification of the members. Said notification may be given orally.

E. Quorum - a quorum shall consist of:

1. For the Executive Committee - three officers;
2. For the Board of Directors – three officers and three directors;
3. For the General Membership – A quorum of the Board of Directors' quorum plus any number of members present at a regular meeting.

F. Parliamentary Procedure Meetings shall be conducted in accordance with the current edition of “Roberts Rules of Order Newly Revised”, except as otherwise provided in these Bylaws, adopted special rules of order, standing rules and the policies and procedures of the Booster Club.



Article VIII

Nomination, Election and Resignation of Officers and Directors

A. Nominations At least three months prior to the annual meeting, the President and Head Football Coach shall appoint a nominating committee. The committee shall be comprised of the KMHS Principal, the KMHS Athletic Director, the Head Football Coach, one general membership member and one member of the Executive Committee. The President shall designate the chairman of this committee. The duties of this committee shall be to make nominations, with the consent of those nominated, and to prepare a slate of officers to present to the general membership for election at the annual meeting in November. Other candidates may be nominated from the floor at the annual meeting. The KMHS principal may veto any nomination from the floor and the decision is final.

B. Elections After nominations are closed; each candidate may speak for himself or allow another member to do so. The candidates may be excused while 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.

C. Installation Newly elected officers shall be installed at the December meeting and shall assume all duties on the first of January. During the interim period, outgoing officers shall be expected to confer with and advise their successors as to their new duties.

D. Resignation Any officer or director may resign at any time in writing to the President or Vice President of the Booster Club. Unless otherwise, requested in writing, the resignation shall be effective when tendered. All Booster Club property shall be returned to the Booster Club Secretary at the time of resignation. Failure to return Booster Club property may result in legal actions to recover the property.



Article IX
Vacancies in Office

- A. In the case of a vacancy in the office of the President, the Executive Committee shall appoint a new President upon approval of the KMHS Principal and Head Football Coach.
- B. In case of a vacancy in the office of Vice President, Secretary or Treasurer the President shall appoint a new Officer upon approval of the Executive Committee.
- C. In case of a vacancy on the board of directors, the President shall appoint a new Director upon approval of the Executive Committee.



Article X**Removal of Officers or Directors**

A. Whenever it shall appear to the President or a majority of the booster club Executive Committee or Board of Directors, or by a petition signed by a majority of the entire booster club membership and presented to the Executive Committee, that an officer or director may be engaging in conduct unbecoming a member of the Booster Club or is failing to perform the duties of that office, the Executive Committee shall give written notice of the alleged facts to the officer or director within thirty (30) days.



Article XI

Finances

- A.** The fiscal year of the Booster Club shall begin on the first day of January and end the following December 31st.
- B.** The President and Treasurer shall jointly negotiate and execute approved contracts on behalf of the Organization.
- C.** No loan shall be contracted on behalf of the Organization unless duly authorized by the Board of Directors and a 2/3's majority vote of the general membership present.
- D.** The Treasurer shall maintain only one checking account for the Organization and all its committees. The President, Treasurer and Secretary shall be signatories on the account.
- E.** Annual dues shall be determined by the Executive Committee.
- F.** An annual internal audit or financial review shall be conducted at the end of each fiscal year. An independent audit shall be conducted at the end of each third fiscal year.
- G.** Reimbursement for purchases and or payments made on the behalf of the booster club shall be approved by the Booster Club President before being submitted to the Treasurer. No commitment of club funds shall be made without prior approval of the Booster Club President and/or Executive Committee.
- H.** Expenses and or expenditures outside the approved operating budget shall require approval from a two-thirds (2/3) majority of the Executive Committee.
- I.** The Booster Club shall try to keep a minimum of twenty (20%) of the prior year's expenses in the general fund as a contingency.
- J.** In the event of dissolution the Booster Club or should the Booster Club cease operations, all assets and funds remaining after obligations are paid for which the last Board of Directors has made no provision, shall be distributed to one or more of the exempt purposes specified in Section 501c(3) of the IRS Code of 1954, as amended.



Article XII

Indemnification

A. Except as provided below, the Booster Club shall indemnify an individual made a party to a proceeding because such individual made a party to a proceeding because such individual is or was an Officer, Committee Member or Board Member against liability incurred in the proceeding, if such an Officer, Committee Member or Board Member acted in a manner such an Officer, Committee Member or Board Member had no reasonable cause to believe the conduct was unlawful.

B. The Booster Club may not indemnify an Officer, Committee Member or Board Member under this Article:

- (1) In connection with a proceeding by or in the right of the Booster Clubs in which the an Officer, Committee Member or Board Member was adjudged liable to the Booster Club; or
- (2) In connection with any other proceeding in which an Officer, Committee Member or Board Member received a personal benefit.

C. Indemnification permitted under this Article in connection with a proceeding by or in the right of the Booster Club is limited to reasonable expenses incurred in connection with the proceeding, including, but not being limited to, judgments, settlements, fines, penalties, and attorney's fees.

D. To the extent that a an Officer, Committee Member or Board Member has been successful, on the merits or otherwise, in the defense of any proceeding to which the an Officer, Committee Member or Board Member was a party, or in defense of any claim, issue, or matter therein, because that individual is or was a an Officer, Committee Member or Board Member, the Booster Club shall indemnify the an Officer, Committee Member or Board Member against reasonable expenses incurred by the an Officer, Committee Member or Board Member in connection therewith, including, but not limited to, judgments, settlements, fines, penalties, and attorney fees.



Article XIII

Amendments

A. The Constitution or By-Laws may be amended at any scheduled meeting of the Board of Directors by a 2/3's majority vote.



Article XIV**Interpretation and Conflicts**

A. In the event there shall be two interpretations of any part of these By-Laws, one which would be illegal or invalid, and another which would be legal or valid, then the interpretation which would be legal or valid shall be used. In any legitimate controversy to the interpretation of any part of these By-Laws, the decision of the Board of Directors to the proper interpretation of those parts in controversy shall be final and binding.

B. In the event that any part of these By-Laws shall conflict with the Articles of Incorporation, then the provisions of the Articles of Incorporation in conflict shall be valid. In the event any part of these By-Laws shall conflict with the purposes of the Organization, then the conflict shall be resolved in favor of the interpretation carrying forth the purposes of the Organization. In the event that any part of these By-Laws might disqualify the Organization from maintaining status as an organization described in Section 501(c)(3) of the Internal Revenue Code, then such part shall be null, void and of no force and effect to the extent necessary, so that the Organization will be an organization as described in Section 501(c)(3).

C. In the event that any provision of these bylaws is held invalid, all other provisions shall remain in effect.

