

**PEACHTREE RIDGE HIGH SCHOOL**  
**SOCGER BOOSTER CLUB, INC.**

**EIN 42 – 1606146**

**BY-LAWS**

**Dated: Amended and Restated May 2014**

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**ARTICLE I – PURPOSE STATEMENT**

SECTION 1 – NAME

The name of this organization shall be the Peachtree Ridge High School Soccer Booster Club, Inc, and hereinafter be referred to as the Club or the Booster Club. The mailing address will be c/o:

*Peachtree Ridge High School Soccer Booster Club, Inc.  
1555 Old Peachtree Road, Suwanee, Georgia, 30024  
Attention: Men's Varsity Soccer Coach*

## SECTION 2 - PURPOSE

The purpose of the Club is to support and promote boys and girls soccer programs at Peachtree Ridge High School by uniting students, parents, coaches, faculty, staff, and community in a way that enhances the sharing of school spirit, and provides a financial and volunteer base from which to support and enhance the programs.

## SECTION 3 – ORGANIZATION

- A) The Club shall be formed and operated as a Georgia Not-For-Profit Corporation and will maintain Internal Revenue Code Section 501 (c) (3) tax status or the corresponding section of any future or related federal tax code.
- B) The activities and finances of the Club shall be structured jointly with the Peachtree Ridge High School administration in a manner to assist the school’s soccer coaching staffs to develop and carry out a successful soccer program.
- C) The head varsity soccer team coaches shall be the liaisons between the Club and the administration at Peachtree Ridge High School.
- D) The Club shall not seek to direct, influence or control the administrative policies of the school or interfere with the coaching staff on team matters.

## ARTICLE II – MEMBERSHIP

### SECTION 1 -MEMBERSHIP

Membership in the Club is open to all past and present Peachtree Ridge High School students, parents, faculty members, staff, community members, and soccer friends. The goal is to achieve 100% participation by all families of players through soliciting sponsorship support, volunteer participation, and fee contribution (dues to be determined annually) to support participation in soccer. To remain in good standing a member must not owe money to the school or the Club or must have agreed to repayment terms and be up to date on all amounts owing to the Club.

## SECTION 2 - MEMBERSHIP CLASSES

Membership in the club shall be in **two** classes:

- A) Player Memberships: Single and multiple-player per family Memberships: will be available for purchase at various prices determined annually by the Board;
- B) Sponsor Memberships: Any individual or entity paying annual Sponsor Membership dues in any of the five (5) categories:
  - 1) **Tournament** Sponsors for any Club tournament(s)
  - 2) **Booster Sponsor** Financial Sponsors for the Club
  - 3) **Event Sponsor** Community members and businesses sponsoring the Peachtree Ridge Soccer Boosters Club annual events – Trips, Dinners, etc. – sponsorships generally offset costs the Club would have incurred.
  - 4) **Special Projects** Sponsors for Club special projects – usually where sponsorship is designated for a specific project or purpose
  - 5) **Player Sponsors** Individuals or entity approved by the Executive Operating Committee who sponsors a Club member for membership dues.

## SECTION 3 - MEMBERSHIP RIGHTS & OTHER

- A) Player Members shall be eligible to appoint one voting representative to cast the Member's vote on Club matters. Sponsor Members shall have no voting rights. The privilege of making motions, debating and voting at General Membership meeting shall be limited to eligible Player Members or their representative who have paid all dues.
- B) Members and non-members may donate money to the Club. All donations made to the Club are to be deposited into a general fund to support both the boys and girls soccer teams. Donations do not qualify as membership dues, and those making donations do not acquire voting rights. Donations can be directed for a specific purpose as long as benefit inures to all Club members – unless for player sponsorship as outlined in Section 2.
- C) A Member may resign by filing a written resignation with the Secretary of Order. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the Club membership.
- D) The Board shall have the authority to establish and define additional non-voting classes of memberships.

SECTION 4 - MEMBERSHIP & CLUB FISCAL YEAR

- A) *Membership Year:* The membership year begin February and end January 31 of the following calendar year.
- B) *Fiscal Year:* The Club's fiscal year shall begin June 1 and end May 30 of the following calendar year. The fiscal year is a twelve month period used for filing the appropriate 990 and registered with the IRS. The appropriate 990 is due the 15<sup>th</sup> day of the 5th month after the close of the fiscal year.

SECTION 5 – GENERAL MEMEBERSHIP MEETINGS

- A) *Regular Meetings:* The General Membership shall meet on an as needed basis but not less than two (2) times during the school year at a time and place designated by the President.
- B) *Annual meeting:* An annual meeting of the members shall take place in the month of May. The specific date, time and location of which will be designated by the President. At the annual meeting, the members shall elect directors and officers, receive reports on the activities of the Club, and determine the direction of the Club for the coming year.
- C) *Special Meetings:* Special General Membership meetings may be called by the President, the Executive Operating Committee, or a simple majority of the Booster Club's Board of Directors. A petition signed by five percent of voting members may also call a special meeting.
- D) *Notice of meetings:* Notice of all meetings of the Club General Membership will be posted on the Peachtree Ridge Soccer web site [www.prhssoccer.com](http://www.prhssoccer.com) at least one (1) week prior to the meeting date.
- E) *Quorum:* A majority of 50% or greater of the members present at any properly announced General Membership meeting shall constitute a quorum.
- F) *Meeting types:* All General meetings will only occur in person. All speakers must identify themselves to the participants and minutes must be taken and ratified at the next regular meeting.

SECTION 7 – NOTIFICATION OF MEMBERSHIP OF UPCOMING EVENTS:

The Club will endeavor to post all upcoming events, news, team, and parent information on the Peachtree Ridge Soccer web site as soon as reasonably possible, as well as through email and/or team communication channels.

## ARTICLE III – BOARD OF DIRECTORS

### SECTION 1 – BOARD OF DIRECTORS:

The affairs of the Club shall be managed by the Board of Directors (individually “Director(s)” and collectively referred to as the “Board”) in the intervals between the General Membership meetings.

The Board is responsible for the development and implementation of short and long-term goals that will enhance the boys and girls soccer programs at Peachtree Ridge High School. Individual Directors may be assigned as a Sponsor of a standing committee to ensure that the objectives of the Club are being met.

The membership of the Board will consist of fifteen (15) elected and five (5) Ex-officio members.

The school appointed ex-officio members will be as follows:

- a) Boys Soccer Team Varsity Head Coach - Will communicate boys program’s annual and long-term objectives and actively work with the Board in establishing strategic objectives and budgets.
- b) Girls Soccer Team Varsity Head Coach – Will communicate girls program’s annual and long-term objectives and actively work with the Board in establishing strategic objectives and budgets.
- c) Peachtree Ridge High School principal or his/hers designee (aka Athletic Director)
- d) Boys Soccer Team Junior Varsity Head Coach - Will communicate boys program’s annual and long-term objectives and actively work with the Board in establishing strategic objectives and budgets
- e) Girls Soccer Team Junior Varsity Head Coach - Will communicate girls program’s annual and long-term objectives and actively work with the Board in establishing strategic objectives and budgets.

The Board may at its option approve the use of Consultants at the recommendation of the President and with approval of a majority of the Board. The Consultants will have the right to attend all Board and General Membership meetings. The Consultants will not be a member of the Board and will not be granted voting rights or be required to pay any dues. The Consultants will serve at the sole discretion of the Board and their participation may be terminated without cause by a majority vote of the Board.

Any voting-member of the Board who may receive compensation, directly or indirectly from the Club, for services or accomplishments is precluded from discussing or voting on matters pertaining to that member’s compensation.

## SECTION 2 – MEMBERS OF THE BOARD OF DIRECTORS

1. President
2. Secretary
3. Treasurer
4. Executive Vice President of Projects/Events
5. Executive Vice President of Communications
6. Executive Vice President of Game Day Operations
7. Vice President of Website Development
8. Vice President of Concessions
9. Vice President of Service Projects
10. Vice President of Fundraising
11. Vice President of Booth Operations
12. Vice President-Team Manager (Varsity Boys Team)
13. Vice President-Team Manager (Varsity Girls Team)
14. Vice President-Team Manager (JV Boys Team)
15. Vice President-Team Manager (JV Girls Team)
16. Varsity Boys Soccer Team Head Coach (*Ex-officio/voting*)
17. Varsity Girls Soccer Team Head Coach (*Ex-officio/voting*)
18. Junior Varsity Boys Soccer Team Head Coach (*Ex-officio/non-voting*)
19. Junior Varsity Girls Soccer Team Head Coach (*Ex-officio/non-voting*)
20. Peachtree Ridge High School Principal or his/her designee (*Ex-officio/non-voting*)

## SECTION 3 – Election of Directors

Directors shall be elected at the Annual Meeting of the General Membership to occur in the month of May each year. The Board's Nominating Committee will post a slate of nominated persons on the Club's Website at least 7 days prior to the election. Nominations will be requested from the General Membership at the Annual Meeting and any received will be included in the election provided the nominated member is agreeable to serving if elected.

The following provisions shall govern the qualifications and eligibility of individuals to be Directors of the Club:

- Each Director must be member of the Club in good standing.
- The person shall not hold more than one position per term.
- It is recommended that no more than seven (7) and no less than three (3) Directors shall represent one program (i.e. Boys/Girls – Varsity/Jr. Varsity) on the Board.

The vote shall be conducted by ballot except when there is but one candidate for an office. In such instances, the ballot for that office may be dispensed with and election held by voice vote. A majority vote shall be required for election. An election takes effect immediately if the candidate is present and does not decline, or if he is absent and has consented to his candidacy. If he is absent and has not consented to his candidacy, it takes effect when he is notified of his election, provided he does not decline immediately. After the election has taken effect and the

officer or member has learned the fact, it is too late to reconsider the vote on the election. An officer-elect takes possession of his office on June 1.

#### SECTION 4- BOARD OF DIRECTORS MEETINGS

- A) *Regular Meetings:* Regular Club Board of Directors (“Board”) meetings shall be held as needed at the request of the President or Secretary.
- B) *Special Meetings:* Special meetings of the Board may be called by the President, the Executive Operating Committee, or a simple majority of the Booster Club’s Board of Directors or the head Coaches.
- C) *Notice of meetings:* Prior notification of all Board meetings will be made to all Board members including all Ex-officio members via email or telephone at least 24 hours in advance.
- D) *Meeting types:* Meetings may occur in person or by videoconference or teleconference provided the meeting must be conducted using a technology that allows all participants simultaneous communication. In all meetings speakers must identify themselves to the participants and minutes must be taken and ratified at the next regular meeting.
- E) *Quorum:* A quorum of the Board must be achieved in order to conduct business. A quorum is defined as 50% or greater attendance by all voting members who are in good standing at the time of the vote provided that one of the following is in attendance: the Peachtree Ridge High School principal or his/her designee, the Varsity Boys Soccer Team Head Coach or the Varsity Girls Soccer Team Head Coach is in attendance.
- F) *Voting:* The privilege of making motions, debating and voting shall be limited to Board members are in good standing. Each individual member of the Board shall have one vote on Board discussed matters with the exception of the Junior Varsity Boys Soccer Team Head Coach and the Junior Varsity Soccer Team Head Girls Coach who shall be non-voting members. Board appointed Ex officio consultants shall have no voting rights. Any member of the Board who may receive compensation, directly or indirectly from the Club, for services or accomplishments is precluded from discussing or voting on matters pertaining to that member’s compensation. Voting by proxy, absentee ballot, telephone, fax, email, text messaging shall be prohibited.

- G) *Terms:* All board members shall serve one year terms.
- H) *Resignation, termination, and absences:* Resignation from the board must be in writing and received by the Secretary. A board member shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.
- I) *Vacated Offices:* Vacated Board positions shall be filled by appointment of the President with the majority approval of the Board. Individuals appointed by the President and approved by the Board will complete the unexpired terms of office. If the office of President is vacated during an unexpired term, a Varsity Team Head Coach shall immediately call a Special Meeting of the Board to nominate and elect a replacement.
- J) *Board elections:* New directors and current directors shall be elected or re-elected by the voting representatives of members at the Annual Meeting of the General Membership.
- K) *Board Nominating Committee:* A Nominating Committee shall be formed in advance of the Board elections and will be responsible for nominating a slate of prospective Board members for the upcoming elections to be held prior to May 30. The committee shall be composed of the Varsity Boys Team Soccer Head Coach, the Varsity Girls Team Soccer Head Coach and either one (1) or three (3) volunteer Board Members. The Committee will elect its own chair. The Committee will post its slate of nominees on the Club website at least 1 week prior to the election. The Nomination Committee will only submit the names of individuals who are current Club members and who have provided their consent to serve if elected to the Nomination Committee for nomination. Once the election occurs the Committee will be dissolved.
- L) *Officers and Duties:* There shall be at least 5 (5) Officers of the Board. The Officers will consist of the President, the Secretary, the Treasurer, the Executive Vice President of Projects/Events, the Executive Vice President of Game Day Operations and the Executive Vice President of Communications.
- M) *Expiration of Term:* Upon the expiration of the term of office or when an individual ceases to hold a position that entitles them to be a member of the Board, they shall automatically cease to be a member of the Board and shall be relieved of all duties and responsibilities incident to such membership.



- N) *Attendance by non-Board members:* All Board meetings are open to all non-voting members. The privilege of making motions, debating and voting at Board Meeting shall be limited to Board Members.

#### SECTION 5 – CONFLICT OF INTEREST

All Board members are required to read, sign, and adhere to the Club’s “Conflict of Interest” Policy on an annual basis. Such forms shall be distributed and collected by the Secretary of Order at the Club’s initial meeting each year or as soon as requested thereafter.

#### SECTION 6 – ACKNOWLEDGEMENT OF BY-LAWS

All Board members are required to acknowledge that they have they read and will adhere to the Club’s By-Laws on an annual basis. Such forms shall be distributed and collected by the Secretary of Order at the Club’s initial meeting each year or as soon as requested thereafter.

### **ARTICLE IV – EXECUTIVE OPERATING COMMITTEE**

#### SECTION 1- EXECUTIVE OPERATING COMMITTEE

The Officers of the Board will serve as the Executive Operating Committee (“EOC”) that is the day to day functional and governing body of the Club that works in conjunction with the school’s administration, rules and policies. Except for the power to amend the Articles of Incorporation and By-Laws and to authorize expenditures of more than \$500.00, the EOC shall have all the powers and authority of the Board in the intervals between meetings of the board of directors, and is subject to the direction and control of the Board. The EOC shall take no action in conflict with any action taken by the General Membership or the Board.

The EOC members shall be called upon to break all Board member voting deadlocks by holding a separate vote among the EOC members.

#### SECTION 2- MEMBERS & DUTIES OF THE EXECUTIVE OPERATING COMMITTEE

- A) The members of the EOC are:
- I. President
  - II. Secretary
  - III. Treasurer
  - IV. Executive Vice President of Projects/Events
  - V. Executive Vice President of Communications
  - VI. Executive Vice President of Game Day Operations

B) The Officer duties are as follows:

- I. **President-** Preside over all Club meetings, coordinate and oversee the activities of Officers in order that the purposes of the Club may be promoted, act a liaison with outside organizations and perform other duties usually pertaining to the office of President.
- II. **Secretary-** To record the minutes of all General Membership, Board and EOC meetings; read or distribute printed copies of the previous meeting for approval; maintain the official copy of the by-laws, determine the presence of a quorum prior to any business being conducted at any meeting, call to a meeting to in the absence of the President and preside until a temporary chair is elected, register at the financial institution as a signatory, maintain copies of all Board correspondence, and perform other duties that usually pertain to the office of secretary including serving as the Parliamentarian for the club. The Secretary is also responsible for the dissemination of all forms needed for players, parents, and board members including player profiles, roster management, Gwinnett County consent forms, Insurance Forms, Conflict of Interest – Board Forms, club and team contact lists, etc. The Secretary shall keep detailed records in hard copy and electronically to pass on to future team leaders.
- III. **Treasurer (Option to have Co-Treasurers is available if necessary)-** Will work (jointly if co-treasurers) to collect, deposit and maintain custody of the Club's funds. Maintain full accounting of all the Board funds at all times, ensure all disbursements of Club funds are for uses and in amounts as directed by the Board in its approved budget, keep all financial records of the Club, formulate and/or implement appropriate financial and accounting policies and procedures at the direction of the Club, present for examination all records pertaining to the office, present a financial an annual report of the financial condition to the Club at the first General Meeting, reconcile the bank statements no less than monthly and perform other duties that usually pertain to the office of treasurer.
- IV. **Executive Vice President of Projects and Events-** Will direct, actively participate in and coordinate the Projects and Events agendas to ensure that those representatives are effectively performing their duties in a manner directed by the Board and in accordance with Club policy. Additional Responsibilities shall be assigned by the President.
- V. **Executive Vice President of Game Day Operations-** Will direct, actively participate in and coordinate the Concessions, Booth and Field Team agendas to ensure that those representatives effectively perform their duties in a manner directed by the Board and in accordance with Club policy.
- VI. **Executive Vice President of Communications-** Will direct, actively participate in and coordinate the Website and Community Relations agendas to ensure that

those representatives are effectively performing their duties in a manner directed by the Board and in accordance with Club policy.

SECTION 3- EXECUTIVE OPERATING COMMITTEE OFFICER MEETINGS:

- A) *Regular Meetings:* Regular meetings of the EOC shall be held as needed at the request of the President or the Secretary.
- B) *Special Meetings:* Special meetings of the Board may be called by the President or by a simple majority of the EOC.
- C) *Notice of meetings:* Prior notification of EOC meetings will be made to all EOC members via email or telephone.
- D) *Meeting types:* Meetings may occur in person or by videoconference or teleconference provided the meeting must be conducted using a technology that allows all participants simultaneous communication. In all meetings speakers must identify themselves to the participants and minutes must be taken and ratified at the next regular meeting.
- E) *Quorum:* A quorum of the EOC is defined as 50% or greater attendance by all voting members who are in good standing at the time of the vote
- F) *Voting:* Each individual member of the EOC shall have one vote on EOC discussed matters. Any member of the EOC who may receive compensation, directly or indirectly from the Club, for services or accomplishments is precluded from voting on matters pertaining to that member's compensation. Voting by proxy, absentee ballot, telephone, fax, email, text messaging shall be prohibited.
- G) *Terms:* All EOC members shall serve one year terms, but are eligible for re-election for up to five (5) consecutive terms.
- H) *Resignation, termination, and absences:* Resignation from the EOC must be in writing and received by the Secretary. An EOC member shall be immediately terminated if his Board position is terminated from the Board.
- I) *Vacated Offices:* Vacated EOC positions shall be filled when the Officer position on the Board is duly filled.

- J) *Attendance by non-EOC members:* All EOC meetings are open to all non-voting members, but a request must be made and accepted by the EOC.
- K) *Compensation.* Any member of the EOC who may receive compensation, directly or indirectly from the Club, for services or accomplishments is precluded from discussing or voting on matters pertaining to that member's compensation.

## **ARTICLE V – CONDUCT OF ALL MEETINGS:**

- A) All meetings shall be conducted In accordance with *Roberts Rules of Order newly Revised*, except where they are in conflict with the By-laws of this document, in such event, these by-laws shall govern.
- B) EQUAL TIME. It shall be the policy of this club to allow equal time to all persons wishing to be heard on a specific issue. In order to fairly administer this policy, the President shall be empowered to determine the amount of time allowed to each individual to speak on that issue insofar as that amount of time is identical to limitations put on any other individual wishing to be heard. The number of speakers from a specific group shall not be limited, but their total time to speak shall not exceed the amount of time predetermined by the President.
- C) The privilege of making motions, debating and voting shall be limited to members of this Club who have paid dues for the current membership year.

## **ARTICLE VI-AMENDMENTS**

### **SECTION 1 - AMENDMENTS TO GOVERNING DOCUMENTS**

The By-Laws may be amended at any scheduled meeting of the Board of Directors by two-thirds (2/3) vote of members present provided there is a quorum.

- A) Approved changes to any of the Club's governing documents shall be announced to the general membership at the next regularly scheduled membership meeting.
- B) All approved amendments/alterations to the By-Laws shall be dated, recorded and governing documents updated.
- C) Upon request, active members of the Club shall be entitled to a copy of the By-Laws and any changes thereto by the Secretary of Order.

### **SECTION 2 - PRIOR NOTICE OF VOTE**

Copies of all proposed amendments shall be included in the notice of any Regular Board Meeting held for such purpose.

The Secretary of Order shall be responsible for providing access to and/or sending copies of the approved amendment to any member upon receipt of a written request.

## **ARTICLE VII-FINANCIAL**

### **SECTION 1 – ANNUAL OPERATING BUDGET**

The EOC shall be responsible for producing a written annual operating budget and sharing the proposed annual operating budget with the Board at its initial meeting each calendar. The Board shall, by majority vote, approve or disapprove of such budget. The Club's budget will be designed to support the PRHS Soccer program needs that cannot be met by the school and shall remain consistent with the Club's Purpose Statement as outlined in Section 2 of the By-Laws.

The EOC may seek and expect input and participation from the Board in the development of such annual budget.

Once approved, the annual budget and performance to such budget shall be maintained by the Financial Committee. Performance to the budget shall be shared with the Booster Club Board on no less than a quarterly basis. No copies of the annual budget or performance to such budget shall be held or maintained by anyone other than EOC members.

### **SECTION 2 – FINANCIAL EXPENDITURE & PAYMENT APPROVALS:**

- A) Each voting member of the EOC shall be authorized to sign a check on behalf of the on the Club's account. Such account shall require two signatures from EOC members to produce a legal and binding check. Individuals signing a check may not be related by marriage or blood. All such check signers shall be adequately bonded at the Booster Club's expense in conjunction with the approval of the annual operating budget.
- B) Purchase and Payments of less than five-hundred dollars, \$500.00 USD, may be approved by the majority vote of the EOC. Purchases and Payments of greater than five-hundred dollars, \$500.01+, require a majority vote of the Board.
- C) Use of a bank debit card is prohibited by the Club.
- D) Use of a Club credit card is to be minimized and is to be employed only in emergencies or when checks are not accepted by a vendor then only so long as the expense was approved by the Board. Prior written approval of two (2) EOC members is required for use of the credit card; one of which must include the President or one of the Co-Treasurers.
- E) The deposit of Club funds may only be made into Club accounts.
- F) Disbursements of cash are prohibited.

- G) Anyone receiving cash on behalf of the Club must always issue a receipt for the cash that was received. The receipt should be dated and signed by both parties and should clearly state the amount of cash becoming transferred.

### SECTION 3 – ANNUAL FINANCIAL REVIEW

- A) The Club shall engage an independent accounting firm to perform an annual financial review. The Board and the Principal shall receive a written copy of the volunteer organization's final annual financial report.
- B) The Gwinnett County Superintendent may order, at any time, that the Club's financial records be audited, at the school district's direct expense, by an independent accounting firm or qualified accountant designated by the superintendent.
- C) An independent accounting firm shall be commissioned by the Club to prepare and file all applicable federal, state, and local filings – including IRS Filings and state corporate registrations or other such filings as approved by the EOC.

## **ARTICLE VIII-COMPLIANCE WITH GWINNETT COUNTY PUBLIC SCHOOLS “RULES FOR VOLUNTEER ORGANIZATIONS”**

### SECTION 1 – ANNUAL REGISTRATION

- A) A copy of the By-Laws, Annual Budget, and a listing of EOC and Booster Board members (with contact information) must be submitted to the principal as part of the annual Gwinnett County Public School (“GCPS”) registration process within the first thirty (30) days of each school year.
- B) Changes to the By-Laws and/or EOC members should be provided to the principal at the time of change to ensure accurate information is on file at all times.
- C) The Principal shall designate a “school sponsor” who will work with Booster Club in a liaison capacity. The school sponsor or his/her designated representative will attend each booster club meeting of the general membership. Such school sponsor shall be included as an Ex officio board member and he or one of the Varsity Soccer Team Head Coaches shall participate in all Board meetings. The school sponsor or the Varsity Soccer Team Head Coach will be a full-time GCPS employee at Peachtree Ridge High School.

## **ARTICLE IX- INDEMNIFICATION**

The Club shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, consultant, representative or employee of the Club against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Club; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the Club and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.