

Bylaws
of
Peachtree Ridge lions
Touchdown Club, Inc.



Bylaws were transcribed and are believed to be accurate.

Article I. PURPOSE

Section 1.01 The purpose of the Peachtree Ridge Lions Touchdown Club (PRLTC) is to provide educational, financial, social, and other support for the various Peachtree Ridge High School football programs, and their activities through any lawful ethical means including, but not limited to, the following:

- a) The PRLTC along with football students and supporters will organize, support, and operate various fund raising activities approved in accordance with these bylaws.
- b) Receive direct payments by parents and students for operation purposes.
- c) Solicit and collect contributions from parents, PRLTC members, and other interested parties, payable to the Peachtree Ridge Foundation, Inc, or the PRLTC as appropriate, to be used for the benefit of the Peachtree Ridge High School (PRHS) Football Programs and Auxiliaries or Foundation.
- d) Provide those services, facilities and equipment that are deemed necessary by the PRLTC to ensure the success of the Peachtree Ridge Football Program, but are not provided by the school.
- e) To support and provide interface with and between the students, their officers, the director of athletics, and the Gwinnett County Public Schools, to encourage attendance at football-related activities and ensure recognition of the football program and its athletes.
- f) To encourage membership and involvement of all associated constituents of present and past football students in PRLTC.
- g) To encourage associate, non-voting membership and involvement of any interested individuals whose desire is to benefit the Peachtree Ridge High School Programs and the PRLTC.
- h) To conduct the PRLTC in a manner that will present a positive public image of our students and PRHS while supporting football programs and encouraging all students to participate in the football programs.
- i) To conduct all out financial activities in a manner in accordance with these bylaws and the budget as adopted and/or amended by the Board, including the establishment and operation of the Association as a 501 © 3 entity under the Internal Revenue Code as appropriate.

Article II. ORGANIZATION AND STRUCTURE

Section 2.01 Business Address – A post office box shall be maintained at a place named by the current Board of Directors in the name of the PRLTC. This post office box address shall be the business address of the PRLTC. If the Board of Directors acts to change the business address, the Board of Directors shall immediately notify all PRLTC members. Mail shall be received at the post office box on a regular schedule by the President of the PRLTC or a Board of Directors member designated by the President.

Section 2.02 Meetings

- a) **Regular Meetings** – Meetings of the General Membership shall be held at a place designated by the Board of Directors with such notice published to the membership of record.
- b) **Annual Meeting** – The Annual Meeting of the PRLTC shall be held each January at a time and place designated by the current Board or Directors with such notice published to the membership of record.

- c) **Meetings of the Board of Directors** – Meetings of the Board of Directors shall be held prior to regular meetings at a time and place designated by the President with such notice published to the Board of Directors.
- d) **Special Meetings** – Special meetings of the Membership or Directors may be called by or at the request of the President with such notice published to the Board or Directors.
- e) **Notice or Special Meetings** – Notice of any special meeting shall be given at least three (3) days previously thereto by written notice delivered personally, faxed, e-mailed, or mailed to each Director or Member at his or her address. If faxed or e-mailed, notice is deemed to be delivered when sent. If mailed, such notice must be postmarked at least five (5) days before the meeting and is deemed to be delivered when deposited in the United States mail so addressed, with adequate thereon paid.

Section 2.03 Definition and Qualification of Membership

- a) Membership is open to all adults who qualify in one of the following membership categories:
 - (i) General Membership will be open to all adults, interested in the purposes of PRLTC as outlined in Article One. A General member is defined as an adult parent or guardian of a present or past student member of the football program who has signed a current registration, has provided to the PRLTC other documents as required by the Board of Directors, and is current on all dues and assessments as approved by the Board of Directors per these bylaws, and agrees to abide by the bylaws of the organization. (The principal, athletic director and coaches shall be exempt from annual dues.) General membership may be subject to approval by the Board of Directors.
 - (ii) Honorary Membership may be granted to individuals or organizations determined by the Board of Directors to be meritorious of this honor.
- b) Term of Membership for General Members is for one calendar year beginning January 1st and running through December 31st of the current year. Renewal shall be made on an annual basis by registration and qualifications set forth herein. Honorary Membership shall be perpetual unless written notice of termination is given by the Member or by the Board of Directors.
- c) Revocation or Termination of Membership: Membership may be suspended or terminated by the Board of Directors for any member convicted of any felony or any conviction for an offense where moral turpitude or financial misconduct are involved that appear detrimental to the good name, reputation, and purposes of the PRLTC that the member has political or other purposes than providing financial support for the Association. For hearing all such cases the following procedures will be followed:
 - (i) A Special Board of Directors meeting will be held to hear the complaint.
 - (ii) Minimum 10 day written notice will be provided to the member with the specific complaints detailed.
 - (iii) The Member's right to appear and speak is guaranteed.
 - (iv) After deliberation and upon a two-thirds majority vote of the Board of Directors to terminate the member, the member is suspended or terminated. Termination or suspension shall be effective at such a time and for duration as directed by the Board of Directors.
 - (v) While the Board of Directors will attempt to judge these matters in a fair and temperate manner, there is no representation of a judicial proceeding with binding rules of

evidence nor any suggestion of civil or criminal wrongdoing (other than any public record) for any member who is suspended or terminated.

Section 2.04 Board or Directors

- a) **Description – Board of Directors** – The governing body of the PRLTC is the Board of Directors each of whom must be Members (per 2.03) and who agree to cooperatively conduct the business of the association in accordance with these bylaws and will be responsible to the General Membership for its actions.
- b) **Directors Number, Tenure, and Qualifications** – The Board of Directors shall consist of four directors appointed by the Head Football Coach of Peachtree Ridge High School. Directors will serve a two-year term or until their successors have been duly elected and qualified. There is no term limit. The number of Directors may be adjusted by the recommendation of the present Board of Directors. Any net decrease in the number of Directors shall not deprive current directors of their seats until the next election cycle.
- c) **Configuration of the Board of Directors** – The following positions will populate the Board of Directors:
 - (i) President
 - (ii) Vice President of Operation
 - (iii) Secretary
 - (iv) Treasurer
- d) **Executives of PRLTC** – The following executive positions will be appointed by the Head Football Coach of Peachtree Ridge High School and will run the day-to-day affairs of PRLTC:
 - (i) **President** – The President is the chief executive officer of the corporation who should execute the daily business of PRLTC and preside at all Board of Directors, Annual, Special, and General Meetings. The President must be a Member (per 2.03 a) for at least one year before serving the current term, except in the year of PRLTC formation. The major duties of this office are supervision and control of all the business and affairs of PRLTC subject to the oversight of the Board of Directors. The President may sign (with the Secretary or any other officer authorized by the Board of Directors) bonds, contracts, or other instruments obligating PRBBA within the confines of the Board of Director’s approved current budget and these bylaws and amendments unless that function has been expressly delegated to other PRLTC members by the Board of Directors or is required by law to be someone other than the President. The President will serve as the PRLTC representative to other PRHS organizations including but not limited to the Peachtree Ridge Foundation, Inc. Otherwise, the President shall perform any and all duties incident to the office and other such duties prescribed by the Board of Directors, from time to time.
 - (ii) **Vice President of Operations (VPO)** – In the absence of the President or by President delegation, or in the event of the President’s incapacity or refusal to act, the VPO shall assume the office of President with all Presidential powers described in section 2.04 d (i) until such time as the President can resume in office or is replaced. Otherwise the VPO will serve as an administrative assistant to the President and will assist with managing the PRLTC Committees.

- (iii) **Secretary** – The Secretary shall keep the minutes of all pertinent Board of Directors, General Membership, and Annual Meetings in appropriate media, see that all required notices be duly given in accordance with these bylaws, be custodian of the association records, and other such duties as are assigned from time to time by the President and the Board of Directors. The Secretary shall disseminate relevant information to the Communications Officer in a timely manner and at the direction of the Board for the purposes of communication to the membership, constituency, and general public. The Secretary shall keep a current alphabetical list of all members and others entitled to notice of meeting and make same available for public examination by the membership beginning two business days after the notice is given of the meeting for which the list was prepared and continuing through the meeting. The Secretary shall make available for inspection all minutes for the current year's business at all General membership, Special, and Annual Meetings. The Secretary must be a Member (per 2.03 a) before serving the current term.
- (iv) **Treasurer** – The Treasurer shall have charge and custody of and be responsible for all funds and securities of the PRLTC, receive monies due and payable to PRLTC from whatever source, issue student account statements, collect dues, issue receipts, and deposit all monies in the name of PRLTC in appropriate institutions as directed by the Board of Directors, and in general perform those duties assigned by the President or the Board of Directors. The Treasurer shall coordinate and work with the Treasurer of the Peachtree Ridge Foundation to ensure appropriate accounting for fund raising proceeds and the transfer of such funds and/or receipts appropriately between the PRLTC and the Foundation. Additionally, the Treasurer shall provide a general financial statement which includes record of all cash flow and the check ledger at each General membership and Annual Meeting while following the generally accepted accounting principles accompanied with quarterly audits in a manner directed by the Board of Directors. The Treasurer will maintain separate operational and fund raising records, budgets, and accounts as necessary and directed by the Board. The Treasurer shall be responsible for preparing and submitting all tax filings whose due dates, without regard for extensions, shall fall during that Treasurer's term of office. The Treasurer must be a Member (per 2.03 a) before serving the current term.

Section 2.05 Standing Committees of the Board of Directors

- a) **Description** – The Board of Directors may authorize standing committees to support the functions of the PRLTC. Committees are established, but not limited to those that follow:
 - (i) **Hospitality** – Reports to the VPO and is responsible for hospitality at all events as requested or required by the Board. Hospitality Committee is responsible for visiting football refreshments as well as meals, snacks, and refreshments for football camps, coordinating the annual FALL banquet, and other functions as required.
 - (ii) **Concessions** – The Concessions Committee shall be responsible for all supplies, equipment and personnel for the efficient operation of the concessions.
 - (iii) **Communications / Public Relations** – The Communications Committee will be responsible to maintain and update all information for members of Association, 8th grade football, JV football and Varsity football participants. The committee shall ensure

members of the Organization are notified of upcoming events and business. This committee shall provide information on any newsworthy events or accomplishment to the PRLTD Website, student newsletters, area schools, newspaper and other media as needed. This committee will be responsible for updating any annual documentation. The Committee shall coordinate rewards and recognition for the RTLTC.

(iv) **Fundraising** – Reports to the VPO and is responsible for assisting the Board in annual budget preparation with specific focus on fundraising strategies and sources of funds. The Fundraising Committee shall coordinate and carry out all fundraising activities including, but not limited to solicitations, fundraising programs, Peachtree Ridge Foundation support, and tapping state, county, and local sources.

(v) **Membership** – Reports to the VPO and is responsible for maintaining membership records, recruiting members, coordinating membership information, and coordinating pep and general events to promote membership and member enthusiasm. This committee works with the Communications Officer to ensure phone coverage and communication on key issues and events as well as with the Secretary and Treasure to ensure complete and accurate membership rolls.

b) Additional Committees may be formed; their members appointed and dissolved by majority vote of the Board of Directors and serve at the pleasure of the Board. Committee missions may be altered, modified, expanded, or contracted at the discretion of the Board. Special ad hoc committees with missions may be formed at the discretion of the President and must have a defined duration not to exceed 90 days without Board approval.

c) Committee chairs and members must be members of PRLTC as defined in Section 2.03 a before serving the current term, except in the year of PRLTC formation.

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

Article III. APPOINTMENT OF OFFICERS AND DIRECTORS

a) **Appointment of Executive Officers** – The President, Vice President of Operations, Secretary and Treasure shall be appointed by the Head Football Coach for Peachtree Ridge High School.

b) Board member and committee chair positions will have a term beginning February 1 through January 30 of the following year.

Article IV. OPERATIONS POLICIES

Section 4.01 Parliamentary Procedure – Orderly meetings are desirable such that the Robert’s Rules of Order are the guide for conducting sound parliamentary business.

Section 4.02 General Powers of the Board of Directors – The business and affairs of PRLTC shall be managed by the Board of Directors, in all cases acting as a unit, which may recommend to the General Membership such rules and regulations for the conduct of meetings and the management of the association, as they deem proper, consistent with these bylaws and the laws of the State of Georgia.

Section 4.03 Filling Vacancies – Vacancies occurring in the Board of Directors for any reason may be filled by appointment of the Head Football Coach for Peachtree Ridge High School. If a Director is not appointed by said Head Football Coach within thirty (30) days after a vacancy, the vacancy may be filled

by nomination and approval by a vote of the majority of the Directors then in office. A Director appointed or elected to fill a vacancy caused by resignation, death, or removal, shall hold office for the unexpired term of his or her predecessor.

Section 4.04 Removal of Directors – Any request for removal of a Director must be presented in writing to the president. The President shall include the request in the agenda of the next Regular Meeting and allow the member to present his request to the General Membership. The Director shall be allowed time to present rebuttal to the request for removal. The request must be approved by a majority of the current Board membership. Any and all of the Directors may be removed with or without cause.

Section 4.05 Resignation – A Director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the association. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer as specified above and the acceptance of the resignation shall not be necessary to make effective.

Section 4.06 Compensation – No compensation shall be paid to any elected member of the Board of Directors, as such, for their services. Nothing herein contained shall be construed to preclude any Director from serving in any other capacity and receiving compensation therefore.

Section 4.07 Presumption of Assent – A Director of the association who is present at a meeting of the Directors at which action on any association matter is taken, shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereto, or shall forward such dissent by registered mail to the Secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor to such action.

Section 4.08 Ex-Officio Members – The Board of Directors may elect and appoint any number of ex-officio members to the Board of Directors who shall services in an advisory capacity at the pleasure of the other Board of Directors' members, but shall have no voting rights.

Section 4.09 Head Football Coach – The Peachtree Ridge High School Head Football Coach is designated a Director of the association with full voting powers, but no veto power. If the Head Football Coach no longer serves as such, he or she shall also cease to be a Director.

Article V. FISCAL POLICIES

Section 5.01 Fiscal Year – The fiscal year of the association shall begin on January 1 each year.

Section 5.02 Contracts – The Directors may authorize any Officer or Officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the association within the constraints of these bylaws, amendments, and the approved budget. Such authority may be general or confined to specific instances.

Section 5.03 Loans – No loans shall be contracted on behalf of the Club and no evidences of indebtedness shall be issued in its name unless approved by the General membership and authorized by a resolution of the Directors. Such authority will be confined to specific instances.

Section 5.04 Checks, Drafts, Etc. – All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the association, shall be signed by such Officer or Officers, agent or agents of the association and in such manner as shall, from time to time, be determined by resolution of the Directors.

Section 5.05 Deposits – All funds of the association not otherwise employed shall be deposited, from time to time, to the credit of the association in such banks, trust companies or other depositories as the Directors may select.

Section 5.06 Budget – The Board of Directors and the Head Football Coach shall draft a budget for the upcoming school year. The proposed budget will be distributed and at the January Association Meeting.

a) Dues:

- (i) Membership dues and fees will be assessed annually at times and in amounts determined by the Board and should be adequate to meet the operational financial requirements of the bank auxiliary units. At the option of the Board, dues and fees may be collected in installments.

Article VI. WAIVER OF NOTICE

Section 6.01 Attendance at or participation in a meeting waives any required notice to the time of the meeting unless such person at the beginning of the meeting, or promptly upon his arrival, objects to the holding of the meeting or transactions of business because the meeting is not lawfully convened and such person does not thereafter vote for or assent to action taken at the meeting.

Article VII. AMENDMENTS

Section .01 The Board of Directors shall not have the power to alter, amend or repeal these bylaws or adopt any new bylaws. Amendments to the bylaws may be made only in the following manner: Proposed amendments must be presented in writing to the President. An amendment may be presented by any voting member or officer of the PRLTC. The voting membership must be notified per notification procedures within two weeks of the next regular or special meeting that an amendment shall become an amendment to the bylaws upon acceptance by a 2/3 majority vote of the members present. Any amendments to the bylaws adopted by the membership shall not be altered, amended, or repealed by the Board of Directors. In no way shall an amendment to the bylaws violate the definition of bylaws as defined in the PRLTC Articles of Incorporation.

Article VIII. INDEMNITY

Section 8.01 The Corporation, d/b/a Peachtree Ridge High School Touchdown Club, Inc., shall indemnify, to the fullest extent permitted by the Georgia Nonprofit Corporation Code and, if applicable, Section 4941 of the Internal Revenue Code of 1986, as amended, any individual made a party to a proceeding because such individual is or was a director or officer of the Corporation against liability incurred in the proceeding, if such individual conducted himself or herself in good faith, and (1) in the case of conduct in her or her official capacity, reasonably believed his or her conduct was in the best interests of the Corporation, (2) in all other cases, reasonably believed that his or her conduct was at least not opposed to the best interests of the Corporation, and (3) in the case of a criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Article IX. BYLAW EFFECTIVE DATES

Section 9.01 PRLTC bylaws are effective immediately upon approval by the general membership at the first official PRLTC meeting.

Approval Date:

Attestation: _____

President

Secretary