

Grayson Athletic Association Bylaws

(Amended Revision December 3, 2009)

Article I - Name and Purpose

1.1 The name of this non-profit organization shall be Grayson Athletic Association, Inc.

1.2 The primary purpose of this non-profit, voluntary organization hereinafter referred to as "GAA" or "The Association", is to promote, encourage, direct, and operate athletic programs for the children and youth of the Bay Creek Park area, Gwinnett County, Georgia. The Association shall also strive to promote the physical, mental, social, educational, and welfare of the participants in the programs, and to promote the ideals of good citizenship as well as good sportsmanship through its athletic programs and activities, and for the benefit of the community. The Association will also provide recreational activities for children that request and/or require special attention. The Association will provide recreational activities/sports programs that will meet the needs of persons with disabilities and will promote inclusion among the general programs when appropriate. Special needs programs and general recreational activities will take priority in facilities assignment and allocation. The number of travel teams may be limited due to playing field availability. The recreational and athletic activities will include, but not limited to, the operation of football, cheerleading, baseball, softball, and basketball.

1.3 In keeping with the community tradition, the official colors of the GAA will be Forest Green, Vegas Gold and Navy Blue.

Article II - Membership and Dues

2.1 Any person(s) having an active participant in Grayson Athletic Association, Inc. is eligible for membership. In the absence of having an active participant, membership rest with the Board of Directors. An annual fee of \$25.00 per family may be assessed by the Board for those persons approved for membership. Sports and activity registration constitutes payment of this fee and is effective for the calendar year.

2.2 The Grayson Athletic Association, Inc. shall at all times observe all local, state and federal laws which apply to non-profit organizations as defined in Article 501(c)(3) of the Internal Revenue Code.

2.3 The Board of Directors shall at all times have the full power and authority to expel from membership any person or persons whose activities might be termed detrimental to, or inconsistent with, the by-laws, Code of Conduct, and/or the basic principles of this Association.

2.4 A registration fee shall be charged for participation in each sport and/or activity at the rate specified by the Board of Directors based on budget requirements. All registration fees collected from all programs and activities shall be deposited in the Associations general fund. Expenditures must remain within the budget guidelines approved by the Board of Directors and the general membership. Expenditures exceeding this budget must be approved by the Board of Directors, which will be based on the present overall financial position of the Association.

2.5 A discount for multiple child participation in the same sport/activity will be deducted from the registration fee as follows:

2nd Child - 10%

3rd Child - 20%

with continued 10% increments based on each child

2.6 The refund policy shall be as follows:

a. No registration refund will be allowed in any sport or activity.

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b. Exceptions may be made by the Executive Board.

Article III - Meetings

3.1 A meeting of the members for the election of Officers and Directors of this Association shall be held annually. Elected Officers and Directors shall take office beginning January 1.

3.2 Annual meetings for baseball, softball, football, cheerleading, special needs, and basketball shall be held on an as-needed basis or as called for by the Board of Directors.

3.3 Special meetings of the general membership may be called for any lawful purpose provided twenty-five (25) petitioning active members in good standing so indicate their assent to such a call or provided any officer or three or more directors call the meeting.

3.4 Public notice of the time and place of all annual meetings shall be given not less than fourteen (14) days prior to the date set for such annual meeting. Public notice shall include the publication of the meeting date, place and time in Gwinnett County's legal organ, together with the posting of a notice of the meeting at the concession stand area in the ballpark and, if available, on any roadside sign in front of the ballpark or at any event of the Association taking place prior to the meeting.

3.5 Any number of members present in excess of twenty-five (25) at any called Association meeting of the general membership constitutes a quorum. Voting shall be by majority vote cast in person. No proxy voting allowed.

3.6 Regular meetings of the Board of Directors shall take place at least once a quarter or more frequently as deemed appropriate by the board. These meetings will be open to the membership at large for attendance. Working sessions of the board shall not require membership access.

3.7 A quorum for the transaction of business at any regular or special meeting of the Directors shall consist of one more than half of the voting members of the Board. The act of a majority of the Directors at a physical meeting in which a quorum exists shall be considered an act of the entire Board. A written report of the business transacted at each Board meeting shall be made by the Secretary at the next meeting of the Board.

3.8 Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if written consent setting forth the action so taken shall be signed by all of the Directors and be filed with the minutes of the proceeding with the Board of Directors. Such consent shall have the same force and effect as a unanimous vote.

3.9 In Case of Emergency Meeting Only: (Action by conference call):

Members of the Board of Directors or any committee designated by the Board of Directors may participate at a meeting of the Board or such committee by means of a conference call or similar communication equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

3.10 An Officer of the Association may be removed by a two-thirds vote of the Board of Directors whenever in their judgment the best interest of the Association will be served by the removal.

Article IV – Governance

4.1 Election of Directors shall be held on the last Tuesday in November of each year at the general meeting of the Association. Each elected official must receive a majority vote. Nominees receiving less than 10% of the total cast will not be considered in the run-off rounds. After the first run-off round, the two nominees with the most votes will continue to the next runoff round. The Directors shall serve a term and be eligible for re-election. Members interested in running for a position on the Board must notify the Secretary or the nominating committee by November 1st of each year, in writing. The request should be a brief personal history, their qualifications and interests in regards to the position for which they wish to run. All Board members will have a background check.

4.2 Beginning November 2007, Twenty-three (23) Board Members (*Bylaw revision 12/3/09 – GAA General Meeting*), Five (5) of whom shall be Executive officers, will be elected on a rotating basis. Executive officers shall consist of President, Vice President, Secretary, Treasurer, and Past President. The Past President position will be filled with the outgoing President. Position terms are defined as follows:

- a) President 2 Year Term
- b) Vice President 1 Year Term
- c) Secretary 2 Tear Term
- d) Treasurer 1 Year Term
- e) Assistant Treasurer 1 Year Term
- f) Sport Director 2 Year Term
- g) Assist Sport Director 1 Year Term
- h) Newly elected Director of Basketball and Assistant Basketball
Director will assist current Basketball Directors until the remainder of the season.

A list of names, addresses and phone numbers of all Board members shall be sent to Gwinnett County Parks and Recreation Division Area Supervisor within thirty (30) days of the election by the Secretary.

4.3 If a Board member or officer resigns during their term, they may not be appointed or elected to a Board position unless approved by the Board of Directors to stand for election. No board member shall serve in any governing capacity in any other recreational athletic association in direct competition with the Grayson Athletic Association.

4.4 The Board shall consist of Twenty-three (23) members. The Executive Board shall consist of the President, Vice President, Secretary, Treasurer, and Past President. The balance of the Board of Directors shall consist of the Assistant Treasurer, Director of Baseball plus one Assistant Board member of Baseball, the Director of Softball plus one Assistant Board member of Softball, the Director of Special Needs plus one Assistant Board member of Special Needs, the Director of Basketball plus one Assistant

Board member of Basketball, the Director of Football plus one Assistant Board member in Football, the Director of Cheerleading plus one Assistant Board member of Cheerleading, the Director of Basketball Cheerleading plus one Assistant Board of Basketball Cheerleading, Director of Lacrosse plus one Assistant Board member for Boy's and Girl's Lacrosse.. All above members shall be voting members. No one shall be eligible to hold any of these offices if they are not a member of the Association. This will be a policy making Board and will have the responsibility for setting policy as it pertains to the Association. The Board will be responsible for the approval of all fund-raisers, the approval of the Association's role in such organizations as the Gwinnett Football League, Dixie Youth NSA, GRPA and ASA Softball, establishing the rules and regulations for concession and gate receipts, the implementation of a budget approval process for each sport, the implementation of an equipment manager process for each sport, the Board shall act as the appeals board should anyone's right to participate in the Association be terminated for one or more reasons, shall act as a liaison with the County in all field assignments and other matters relevant to the operation of the Association, shall approve all contracts entered into by any member of the Association for any reason, shall make a final decision regarding any changes in sport affiliation, shall otherwise rest in the President, Vice President, Secretary, Treasurer, and Past President the responsibilities of the day-to-day implementation of the policies set by the Board. The Board specifically reserves the right to approve all capital expenditures in excess of approved annual budget for each individual sport area, all contracts of employment, and all other expenditures of any individual sport. The position of a roller hockey director will be added at such a time that is deemed appropriate.

4.5 The Executive Committee shall be composed of the President, Vice President, Secretary, Treasurer, and Past President and shall have the power to act in the place of the Board on policy matters on an emergency basis that require immediate action. Bonding will paid for by the Association.

4.6 The President shall be the Chief Executive Officer of the Association and Chairman of the Board of Directors charged with the duty of supervising all its functions subject to policy direction from the Board of Directors. The President shall be responsible for the implementation of the total Association program and shall see that the policies set by the Board be carried out by each participant in the Association. The President shall serve as an ex-officio member of all committees except the Nominating Committee. The President shall be bonded for not less than \$25,000.00 and may co-sign checks.

4.7 The President of the Association shall vote only in the case of a tie.

4.8 The President will be moved to the Past President position after their two year term has expired and will be a voting member of the Executive Board.

4.9 The Vice President:

- a. shall have charge of the fund raising programs of the association.
- b. shall be responsible for public and community relations.
- c. shall have all such powers and duties as generally are incidental to the position of Vice-President as may be assigned to him (or her) by the President or the Board of Directors.
- d. shall assume the duties of the President when the President cannot perform them.
- e. shall assist the President in the furtherance of his duties as might be requested by the President.
- f. May co-sign checks and be bonded for not less than \$25,000.00

4.10 The Secretary:

- a. shall be responsible for keeping all books and records of the Association in an organized, concise fashion, including the minutes of meetings of the Board of Directors and Executive Board, shall be responsible for coordinating the time and location of Board of Directors meetings and membership meetings, shall issue notices of all meetings, shall serve as a parliamentarian at these meetings or shall appoint someone to so serve, and shall provide such other assistance to the President as may from time to time be requested.
- b. may co-sign checks and other legal instruments and be bonded for not less than \$25,000.00.
- c. will maintain the membership roster.
- d. will make sure that Gwinnett County has the current and updated information from the Association.

4.11 The Treasurer:

- a. shall be the Chief Financial Officer of the Association, shall have and keep accurate financial records of disbursements and receipts of all money had and received by the Association or its committees from whatever sources, shall coordinate the receiving and depositing of all fund-raising, registration, and sponsor money. Shall be bonded in an amount not less than \$25,000.00, shall submit an updated financial report to the Board on a quarterly basis, and at the Annual Meeting of the Members, shall financially have audited the concessions, fund raisers, and other money-raising events sponsored by the Association on as as-needed basis or on a random basis as determined by the Board, and shall provide such other assistance to the President, Vice President and Secretary as may from time to time be requested and may co-sign checks.

4.12 The Director of Baseball, the Director of Football, the Director of Softball, the Director of Basketball, the Director of Cheerleading, and the Director of Special Needs or any other sport sponsored by "Grayson Athletic Association":

- a. shall, in consult with their respective board member, special needs director and committees, be responsible for all matters related to the playing or scheduling of their respective sports, and shall consider the needs of individuals with special needs and the special needs program. The Directors will also be responsible for coordinating post season activities, shall attend all necessary district and state sports meetings, shall be that sports representative on the Board of Directors, shall have the responsibility for coordinating with the Board of Directors the policy for field assignment, coach selection process, budget approval process, equipment manager process, and concession stand operation, as well as the implementation of other policymaking decisions rendered by the Board. The Sports Director shall act as the Chief Executive Officer for that sport and shall have the right to make day-to-day decisions regarding that sport subject to the policy-making decisions set by the Board of Directors. Each Sports Director shall be the Chief Executive of each sports committee. Each sports committee shall be responsible for selecting and training the coaches for their respective sports. Each Sports Director in conjunction with the Treasurer will prepare an annual budget for each sport within 60 days upon the completion of the sport, for approval by the Board.
- b. The Special Needs Director will ensure the special needs program will have representation in each of the general programs. The Special Needs Director along with the Treasurer will be responsible for maintaining a separate financial account for the Special Needs program.

c. The Special Needs Director will be responsible for the public notification of persons in Gwinnett County who may benefit from the special needs and general programs offered as well as other business conducted by the Association.

d. The Assistant Director shall assist the director of that sport in the furtherance of his/her duties as might be requested by the director of that sport. The Assistant Director shall have all such powers and duties as generally are incidental of the position of Assistant Director of that sport as be assigned to him/her by the Director of that sport or the Board of Directors. The Assistant Director shall assume the duties of the Director of that sport when the Director cannot perform them.

e. Commissioners and Representatives shall assist the Director and/or Assistant Director of that sport in the furtherance of his/her duties as might be requested by the Director and/or Assistant Director of that sport. They shall be responsible for communicating to coaches during the season matters relating to individual sport operations and their duties shall include but are not limited to practice, game, playoff and championship scheduling and other items as deemed necessary by the Director of that sport, Assistant Director and/or Board of Directors.

4.13 The Board of Directors shall fill any vacancy on the Board and this appointment shall stand for the remainder of the unexpired term.

4.14 Each Sports Director in conjunction with the Special Needs Director and Assistant Treasurer will prepare an annual budget for each sport for approval by the Board. The Board is authorized to assess each sport a general administrative expense or other such fees and expenses in order to maintain sufficient operating revenue for the administrative expense of the Board or in order to insure the continued operation of all programs. The Board is also specifically authorized to establish a capital reserve fund to require each sport to have its participants pay into the capital reserve fund such funds as may be voted on by the Board from time to time in order to ultimately reserve enough funds to acquire on behalf of the Association such practice facilities as may be in the Association's best interest.

4.15 Operation of concessions will be decided by the Board of Directors.

4.16 Assistant Treasurer will be responsible for working with each Sport Directors' budget, registration compliance, and any other duties assigned by the Treasurer.

Article V - Dissolution's Clause

5.1 In the event of dissolution of the Association, all moneys and property will be donated either to Gwinnett County Parks and Recreation to be used exclusively for the benefit of the children in the Grayson area or to a successor association that may be formed to take the place of this Association.

Article VI - Board Member Attendance

6.1 All members of the Board of Directors are expected to be in attendance at all board meetings whether it is a regularly scheduled meeting or a meeting called by the President. If a Board Member cannot attend a meeting, he/she must notify the President or the Vice President or Secretary at least eight (8) hours before the meeting begins. Failure to notify the above people, and failure to attend the meetings, will be handled by the President as follows: (This is per year)

First Offense: The member must submit in writing to the Board the reason for his/her absence and intentions on where he/she stands with serving as a Board Member.

Second Offense: The member must state his/her reason for absence to the Board in person at the next scheduled Board meeting and request permission to remain on the Board.

Third Offense: The member will be removed from his/her position on the Board with written notification of removal seventy-two (72) hours after the vote. It will be required that after removal from office, all correspondence, material, receipts, financial data, equipment, monies due, etc. with respect to The Association must be returned to the association within seven (7) days. Returns must be made to a member of the Executive Board.

Article VII - Gwinnett County

7.1 The Grayson Athletic Association, Inc. agrees to adhere to any rules and regulations set forth by the Gwinnett County Parks and Recreation Division as may be from time to time amended.

Article VIII - Election of Officers

8.1 The Board will appoint a Nominating Committee consisting of three (3) people from the membership and two (2) from the Board of Directors who will select a list of candidates for election to the Board. These nominations will be submitted in writing and must be received by the Secretary at least by November 1 prior to the Annual Meeting. The names of all nominees will be entered on a single ballot and submitted to the membership present at the annual meeting. The nominees getting the greatest number of votes will be deemed to have been elected as the new Board of Directors. There is no proxy voting. Each family who has children participating in the Association is entitled to two votes only. There is no fractional voting. A minimum of two-thirds of the Board of Directors must reside within Gwinnett County

Article IX - Legal Instruments

9.1 All checks issued by the Grayson Athletic Association, Inc. must bear two (2) signatures, each of which must be an Officer of the Association. Each Executive Board member of the Association will be bonded for a minimum of \$25,000.00 conditioned upon the performance of the duties of the office.

Article X - Compensation

10.1 All Executive Board members and Directors shall serve without compensation or financial remuneration in any regard. Each Executive Board member and Director is specifically prohibited from personal employment or contract with GAA. Each Executive Board Member, Director, and his/her immediate family is prohibited specifically from profiting personally in any transaction with the Association. In order to avoid any appearance of impropriety, any member of an Executive Board Member or Director's family, including but not limited to spouse, parents, children, step children, siblings, in-laws, aunts, uncles, and cousins to the third degree are specifically prohibited from being employed by or engaged in a contractual relationship with the Association in any capacity where that employment or contractual relationship results in the payment of any compensation in whatever form or substance payable by the Association or its respective committee to such Executive Board Member or Director or member of his immediate family as defined herein unless such transaction is approved by a majority vote of the Board of Directors. All elected members of the Board of Directors shall have their registration fees waived in appreciation for their volunteered time. *(Bylaw revision 12/3/09 – GAA General Meeting)*

Article XI - Records

11.1 The Board of Directors will review the financial records of the association on a quarterly basis.

11.2 All books and records of the Association may be inspected by any member, Director or agent or attorney or any proper person at any reasonable time upon written demand stating such purpose. Copies of such records shall be furnished upon the paying of the costs associated with compiling same.

Article XII - Liability Insurance

12.1 Liability Insurance in an amount not less than \$1 million affording coverage to Directors, Officers, coaches, and their assistants, as well to the Association and the Gwinnett County Parks and Recreation Department shall be maintained by the Association on a claims-made basis.

Article XIII - Amendments

13.1 Nothing contained herein is intended to abrogate the powers of the Board of Directors to set policy, approve budgets and make decisions for the Association. While the Association Board is a policy-making Board and should not become involved in day-to-day sport decisions, they do retain the right to do so should an action by the Sports Committee be in material and direct contradiction to Board established policy. The Sports Committees, subject to the direction provided by the Sports Director are responsible for decisions affecting their individual sport. No Sports Committee shall have the power to contract with any entity without specific Board approval.

13.2 These bylaws may be altered or amended and additional bylaws adopted by a two-thirds vote at the first regular meeting of the calendar year or at any special meeting of members at which a quorum is present. Notice of the meeting must be made by mail or notification in the Gwinnett Post stating the subject of the By-Law changes or amendments. The proposed amendment or new bylaws shall be set forth verbatim. (A quorum shall be

Article XIV – Roberts Rules of Order

All meetings of the Association and its committees shall be conducted pursuant to Roberts Rules of Order with the President or the President's delegate responsible for the implementation of parliamentary procedure necessary for the orderly conduct of any meeting. *(Bylaw revision 12/3/09 – GAA General Meeting)*

Article XV – Director of Communications

The Executive Board shall, at their discretion appoint a Director of Communications who shall serve as a non-voting, member-at-large to the Board of Directors for a one year term. The Director of Communications shall be responsible for website maintenance, newsletter creation and distribution, flyer development and distribution, and any other duties deemed appropriate by the Executive Board. *(Bylaw revision 12/3/09 – GAA General Meeting)*

Article XVI – Audit Committee

The Executive Board shall establish an Audit Committee consisting of at least three (3) members of the Association. The committee's membership shall change annually. The Audit Committee shall review the financial records of the Association and shall make a report at the annual meeting regarding the financial records of the Association to its members. All books and records of the Association may be inspected by any member, director or agent or attorney or any proper person at any reasonable time upon written demand stating such purpose. Copies of such records shall be furnished upon the paying of the costs associated with compiling same. *(Bylaw revision 12/3/09 – GAA General Meeting)*