



**BY-LAWS
OF THE
LANIER HIGH SCHOOL
DUGOUT CLUB, INC.**

I. Purpose:

The purpose of this entity is to provide financial and logistical support to the Lanier High School baseball program, its coaches and activities through any lawful and ethical means including, but not limited to, the following:

- A. Organize fundraisers to support the Lanier High School baseball program;
- B. Receive direct payments by parents into the Club;
- C. Receive contributions from parents, Club members and other interested persons and businesses from the community.

The corporation is organized pursuant to the Georgia Nonprofit Corporation Code.

II. Membership:

- A. Membership is open to all adults interested in the purposes of the Club as outlined herein. A General Member is defined as any person who has paid all dues and assessments as established by the Board of Directors. For purposes of these by-laws, married spouses shall be considered a Single Member and each set of spouses shall be entitled to only one vote per household.
- B. Honorary or hardship membership in the Club may be granted by the Head Baseball Coach of Lanier High School.
- C. Each member shall have the right to vote. To vote, a member must be present. That is, voting by proxy is not permitted.
- D. Membership may be suspended in accordance with the Articles of Incorporation.

III. Board of Directors:

- A.** The legislative body of the Club is the Board of Directors each of who must be members or the Head Baseball Coach of Lanier High School and who agree to cooperatively conduct the business of the Association together with the General Membership.
- B.** The following positions will populate the Board of Directors: President, Vice-President, Secretary, Treasurer, Directors at Large, and the Head Baseball Coach of Lanier High School.
- C.** The Board of Directors shall consist of at least 5 but no more than 9 directors elected from the General Membership who will serve one year terms as Directors at Large or until their successors have been duly elected and qualified or appointed by the Head Baseball Coach of Lanier High School.

IV. Duties of Officers:

- 1.** The President is the chief executive officer of the Club whose duties shall consist of the following:
 - a. Execute the daily business of the Club
 - b. Preside at all meetings.
 - c. Supervision and control of all the business and affairs of the Club subject to the oversight of the Board of Directors, the Head Baseball Coach, the Athletic Director, and the Principal of Lanier High School.
 - d. Signs and executes (with the Secretary or any other officer authorized by the Board of Directors) bonds, contracts, promissory notes or other instruments obligating the Club within the confines of the Board of Directors approved budget and direction.
 - e. Has signatory authority on the Club's checking accounts.
 - f. Otherwise, the President shall perform any and all duties incident to the office and other such duties prescribed by the Board of Directors or Executive Committee.
- 2.** The vice president shall:
 - a. In the absence of the President or by Presidential Delegation, or in the event of the President's incapacity or refusal to act, the Vice President shall assume the office of the President with all Presidential powers described above until such time as the President resumes office or is replaced.
 - b. Shall be the overseer of all fund raising activities as designated by the President and the Executive Committee
 - c. Perform other such duties as are assigned from time to time by the President and the Board of Directors.
- 3.** The secretary shall:
 - a. keep the minutes of all pertinent meetings;

- b. see that all required notices be duly given in accordance with these by-laws;
 - c. Be custodian of the Associations records including a current copy of the by-laws;
 - d. Have minutes from previous meetings for reference at each meeting;
 - e. Register their signature at the bank as an emergency signatory;
 - f. Shall keep a current alphabetical list of all members and others entitled to notice of meetings 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;
 - g. Other such duties as are assigned from time to time by the President and the Board of Directors.
4. The Treasurer shall:
- a. have charge and custody of and be responsible for all funds and securities of the Club;
 - b. receive monies due and payable to the Club from whatever source and give receipts for same;
 - c. Deposit all such monies in the name of the Club in the appropriate institutions as directed by the Club;
 - d. Make disbursements as authorized by the president or Board of Directors in accordance with the budget adopted by the Club;
 - e. Have checks or vouchers signed by two people, the treasurer and one other authorized signer. Individuals authorized to sign checks shall not be related to each other by marriage or any other relationship;
 - f. Never deposit funds of this Club in a personal account or school account;
 - g. Will maintain the checking account and check ledger of the Club and be the primary agent for writing and disbursing checks from the Club;
 - h. Will maintain a list of those officers authorized to sign checks for the Club. The Treasurer will notify the bank which holds the checking account for the Club of any changes in the signatory authority of the Club's checking account;
 - i. The Treasurer has signatory authority on the Club's checking account;
 - j. Provide a written financial statement at each meeting of the general membership, Board of Directors and Executive Committee Meetings;
 - k. Present an annual report of the financial condition of the organization;

- l. Determine the gross receipts for the previous filed year and file the appropriate federal tax forms with the IRS;
 - m. Have the accounts examined annually at the end of the school year or upon the change of treasurer by an auditor or auditing committee of not fewer than three members;
 - n. Reconcile the bank statements monthly and have the statements reviewed, signed and dated by a Club member. This member shall not be related to the treasurer by marriage or any other relationships;
 - o. Additionally, the Treasurer shall provide a general financial statement which includes record of all cash flow and the check ledger from time to time as requested by the Board of Directors, the Head Baseball Coach, the Athletic Director, or the Principal of Lanier High School.
 - p. In general perform those duties incident with the office of the Treasurer while, from time to time, performing those duties assigned by the President and the Board of Directors;
5. Directors at Large are to be representatives of the membership. They will lead committees as directed by the President and the Head Coach.

V. **Organization and Structure:**

- A. Business Address-**A post office box shall be maintained by the current President in the name of the Club. This post office box shall be the mailing address of the Club. The board of directors shall maintain a registered agent in a registered office as designated by the board from time to time.
- B. Regular Meetings-**Meetings of the general membership shall be held at a place designated by the current Board of Directors with such notice published to the membership of record. Said notice may be sent via first class mail, electronic mail (email), or any other form of notice determined by the Board of Directors. An annual meeting of the Club shall be held each July or August as designated by the Board of Directors.
- C. Special Meetings-**Special meetings of the membership may be called by or at the request of the Board of Directors.
- D. Meetings of the Board of Directors-**Meetings of the Board of Directors shall occur from time to time as called by the President of the Club or the Head Baseball Coach of Lanier High School.
- E. Executive Committee Meetings** – Meetings of the President, Treasurer, and Head Baseball Coach may be called from time to time to conduct business of the Club in lieu of a full Board of Directors meeting. The executive committee is empowered to act

on behalf of the Board when delay is not in the best interest of the program.

VI. Quorum:

- A. A quorum for the Annual Meeting shall be those members present.
- B. A quorum for a regular or special meeting shall be those members present.
- C. A quorum for a regular or special meeting of the Board of Directors shall be those directors present.

VII. Voting:

- A. Any vote taken by the membership, the board of directors, or the executive committee shall be by majority vote.
- B. The method of voting shall be determined by the President.
- C. The record date to determine the members entitled to notice of the Annual Membership or any other formally notified members meetings, to demand a special meeting to vote or take other action shall be 15 days prior to such vote, meeting or action.

VIII. Election of Board of Directors/Executive Officers:

A. The Initial Board of Directors will be the Head Baseball Coach, an Assistant Coach, and the Athletic Director, and the Principal of Lanier High School, who shall serve as the Board of Directors until August 15, 2010, or sooner if a permanent board of directors is duly elected or appointed. This Initial Board of Directors shall appoint the officers and other directors to an initial year term which shall expire on July 31, 2011. Prior to July 31, 2011 the Initial Board of Directors named herein shall continue to serve as Directors and the officers shall carry out the duties set forth above. On August 15, 2010, the officers appointed by the Initial Board of Directors shall assume the duties of and become the Board of Directors.

B. Thereafter, the Board of Directors/Officers shall be elected to one year terms with the terms to begin on August 1 of each year. The election of the Board of Director/ Officers shall be as follows:

- 1. The outgoing Board of Directors/Officers shall nominate a slate of Directors/Officers no later than May 15 prior to the expiration of their term. At the annual meeting of the General Membership, a single vote shall be held approving or disapproving of the Directors/Officers so nominated. In the event of approval, the Directors / Officers approved shall assume office on August 1. In the event of

disapproval, the outgoing Directors/Officers shall nominate a different slate of incoming officers and shall call a special meeting of the membership to vote on approval as soon as is reasonably practical. Until such vote is held, the outgoing officers shall continue to hold office and serve in their respective capacities.

2. Nothing in this provision shall prohibit any person from serving multiple terms on the Board of Directors/Officers in the same office or a different office, provided they have the consent of the Head Baseball Coach to do so.

IX. Compensation:

A. No compensation shall be paid to any person serving on the Board of Directors except that the Head Baseball Coach and assistant coaches may be paid a Coaching Incentive/Stipend/Gift as approved from time to time by the Board of Directors. This Incentive/Stipend is not paid the Coach(es) for his(their) roles within the Club, but is paid as a gift to reward outstanding work and success in his(their) capacity as baseball coach(es) at Lanier High School.

B. Nothing herein shall require the Board of Directors to make any gift to the Head Coach or any assistant coach. The board does not acquire any authority to exercise control or direct the Head Coach or any assistant coach in the performance of his duties by virtue of making a gift to any coach. The coaches are employed by the Gwinnett County Public School System, receive their compensation for their employment from the Gwinnett County School System and work under the supervision and direction of the principal of Lanier High School.

X. Fiscal Policies:

- A.** Fiscal Year: The Fiscal Year of the Club shall from August 1 to July 31 of each year.
- a. The fiscal year is a twelve month period used for filing the appropriate 990; and
 - b. Registered with the IRS when the first 990 is filed.
 - c. The appropriate 990 is due the 15th day of the 5th month after the close of the fiscal year. (Failure to file a 990 for three 93) consecutive years will result in the loss of the tax exempt status)
- B.** 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 by-laws and the direction of the Board of Directors.

- C.** Loans: The Directors may authorize the President to borrow money in the name of the Club on such terms and conditions as the Directors may approve, provided that the Club must have a letter of support from the Principal of Lanier High School approving of the loan request and at least one other officer must also sign the loan documents, together with the President. Any loan obtained by the Club must also meet policy of and have the approval of the Gwinnett County Public Schools Board of Education.
- D.** All checks, drafts or other orders for the payment of the money, notes or other obligations shall be issued in the name of the Club, shall be signed in such manner as shall, from time to time, be determined by the resolution of the Directors.
- E.** All deposits of the Club not otherwise employed shall be deposited in the checking account of the Club.
- F.** The Board of Directors shall draft a budget for the upcoming fiscal year and shall amend said budget from time to time as circumstances dictate.

XI. Amendments:

Amendments to these articles may only be made with approval of the Head Baseball Coach of Lanier High School, the Athletic Director, and/or the Principal of Lanier High School and then upon vote by the General Membership at an Annual Meeting or Special Meeting called for that purpose.