

**Walton Soccer Booster Club, Inc.
Bylaws**

Article I

NAME, PURPOSE, POWER AND AUTHORITY

Section 1. Name. The name of the booster club shall be the WALTON SOCCER BOOSTER CLUB (WSBC).

Section 2. Purpose. The purpose of the WSBC shall be to provide the necessary support and development of the athletes in the Soccer program at George Walton Comprehensive High School, Marietta, Georgia. The objective of WSBC is to raise funds, receive contributions and to distribute money solely for the maintenance and operation of the soccer program and the support of its athletes.

Section 3. Power and Authority. The WSBC will authorize its Board of Directors (Board) to conduct any and all lawful activities that may be required to fulfill its defined purposes. Such activities will include but are not limited to the raising and spending funds. No individual member is authorized to conduct business, engage in any fund raising activity, or spend any funds in the name of the WSBC without receiving specific authority to do so from the duly elected Board.

Section 4. Amendments to the Bylaws. These Bylaws can be amended or changed at any WSBC meeting with an affirmative vote of the majority of the WSBC members present, providing there is a quorum.

Section 5. Scope of Authority. Any and all rules, guidelines and policies for Booster Clubs, duly established by the Cobb County Board of Education, will supercede these By-Laws should any parts of this document be in conflict with such established rules, guidelines and policies.

Article II

FISCAL AND OPERATING YEAR

Section 1. Fiscal and Operating Year. The fiscal and operating year of the WSBC will run from July 1 through June 30 annually unless changed by the Board of Directors.

Article III

MEMBERSHIP

Section 1. Membership. The membership of the WSBC will be comprised of the family of each Walton soccer player that has met the annual membership requirements.

Section 2. Membership Requirements. Membership requirements will apply to each player in the Walton Soccer program.

1. The Board of Directors (Board) will determine the membership requirements for each year. These may consist of membership dues, contributions to designated funds directly benefiting the Walton Soccer Program, or other methods the board deems equitable to all members (Dues per player or family).
2. The Board of Directors may waive individual membership requirements in some cases of financial hardship or other special circumstances. Prospective members requesting a waiver shall submit such requests to the Board in writing. The Board will consider each request privately and separately.

Section 3. Meeting.

1. General Meetings of the WSBC will be called at direction of the Board of Directors.
2. The WSBC will hold an Annual Meeting as soon as possible after the season and before July 1st each year. The agenda will include, but not limited to, the election of the Board of Directors.
3. Members will be notified of the time, place, and agenda of any meetings at least 10 days in advance.

Section 4. Voting

1. Each player's family will be entitled to one vote.
2. 25% of the WSBC will constitute a quorum.

Section 5. Compensation. Members will receive no compensation of any kind from the WSBC.

Article IV

BOARD OF DIRECTORS

Section 1. Authority of Board of Directors.

1. The Board of Directors will conduct the business of the WSBC.
2. The Board of Directors will meet at least monthly.
3. Five (5) Board members will constitute a quorum.

Section 2. Officers. The Officers will include:

1. President
2. Vice President of Fields (Men)
3. Vice President of Fields (Women)
4. Vice President of Fundraising
5. Vice President of Activities
6. Secretary
7. Treasurer

Section 3. Board of Directors. The Board of Directors will include:

1. All Officers
2. 1 WSBC Member Representing the Men's Program
3. 1 WSBC Member Representing the Women's Program
4. 1 At-Large Director from the WSBC membership

Section 4. Nomination and Election of Board of Directors.

1. Then Board will appoint a Nominating Committee each year to be chaired by the Secretary.
2. The Secretary will verify that all nominated individuals are members or prior members in good standing with the WSBC.
3. The Secretary will contact each nominee for his or her approval.
4. A member may nominate any other member.
5. The election will occur at the Annual Spring Meeting.
6. The floor will be open for additional nominations during elections.
7. The person receiving the most votes for each position will be elected.
8. Newly elected Board of Directors assumes their duties July 1.

Section 5. Vacancies and Removals of Board of Directors.

1. The President, with approval of a majority of the remaining Board, will fill vacancies in any elected position for the remaining term.
2. One of the Vice Presidents will assume the position of the President for the remaining term should that position become vacant.
3. Any elected officer or director may be removed from their position with or without cause, by an affirmative vote of 75% or more of the membership at any WSBC meeting provided this action was listed as an agenda item in the notification sent to all WSBC members.

Section 6. Committees. The Board will establish and maintain any committees it deems necessary to carry out the business of the WSBC.

Article V

DUTIES OF BOARD OF DIRECTORS

Section 1. President.

- Coordinate all activities of the Board
- Maintain frequent communication with the coaches and Walton administration
- Act as liaison between WSBC and other sports and or academic booster organizations
- Establish and maintain communication among the players and families of all teams

Section 2. Vice Presidents of Fields (Men and Women)

- Develop and implement a comprehensive maintenance program.
- Ensure that the fields and equipment are maintained to the best standards economically possible.
- Organize all field preparation days.
- Appoint, as necessary, responsible persons help to assist you in your field maintenance program.
- Liaison to all Walton High School users of the fields.
- Arrange for all varsity (??) games to be videoed for the coaches.
- Provide the Treasurer with an expenditure budget.
- Game Day preparation duties include, but limited to:
 1. All field equipment is in position for home games prior to start of match.
 2. Lining fields
 3. Opening and closing fields
 4. Put up/take down US Flag and playing of National Anthem
 5. Open Press Box. Provide the Game announcer and scorekeeper. Ensure the announcer has a complete list of players.
 6. Provide information to any visiting dignitaries.
 7. Assign Ball Boys for each home game.

Section 3. Vice President of Fundraising

- Develop a comprehensive fund-raising program
- Appoint chairpersons and committees to coordinate necessary fundraising activities
- Liaison between Fundraising Committees and the Board of Directors
- Coordinate, when necessary, fundraising activities with all other Walton Organizations
- Provide the Treasurer with revenue budget

Section 4. Vice President of Activities

- Appoint Chairpersons and committees to coordinate activities, other than fundraising, including, but limited to:
 1. Pictures
 2. Cover Dish Nights
 3. Promotions and Attendance
 4. Banquet
 5. Senior Night
 6. Alumni Game
 7. Video of Players (to sell)
- Liaison between Committees and the Board of Directors
- Coordinate, when necessary, activities with all other Walton Organizations, including reserving venues for meetings and other activities
- Provide the Treasurer with expenditure budget

Section 5. Treasurer

- Develop and circulate a revenue and expenditure budget from information provided by fellow board members.
- Maintain accurate records of all cash and credit transaction.
- Maintain a positive cash flow.
- Provide financial reports to Board of Directors and Members at all meetings.
- Pay all approved WSBC expenditures. Approved expenditures include:
 1. Budgeted Expenditure items
 2. Budgeted expenditures that are \$250 or less over budget approved by the Treasurer and President.
 3. Budgeted expenditures that are \$250 or more over budget approved by the Board.
 4. Non-budgeted expenditures that are \$250 or less approved by the Treasurer and President.
 5. Non-budgeted expenditures that are \$250 or more approved by the Board.
 - Maintain accurate membership records
 1. Contact members not meeting the membership requirements defined by the Board.
 2. Bring member's financial exceptions to Board for consideration.
 - File Tax Returns

Section 6. Secretary

- Maintain accurate minutes of all Board and WSBC meetings.
- Distribute or make available the minutes as necessary.
- Maintain the official copies of WSBC documents, including the By-Laws and all other contracts entered into by the Board.
- Administer the nominations and election process as defined by these By Laws.
- Ensure that all agreements entered into with other Organizations are in writing and are on file with the Walton School Athletic Director.
 - Notify all members of meetings and other important events, using mail, e-mail or telephone.
 - Notify all Board of Directors of Board of Director meetings, using mail, e-mail or telephone.
 - Develop Registration forms for players
 - Develop Beginning of Season Soccer Player Booklet that includes Roosters, Schedules and Maps to Game
 - Develop End of Year Banquet Program
 - Ensure all WSBC meetings adhere to their agenda's.
 - Receive, maintain and distribute all WSCB correspondence.
 - Ensure that the Board maintains equity, compliance with statutes, and fairness in all of its decisions.
 - Provide the Treasurer with an expenditure budget.

Section 7. Men and Women's Representatives

- Serve as a communication liaison between the Coaches, the Board, Team Parents, Team Captains and the WSBC Members.
- Appoint and Coordinate Team Parents for each team
 - 1. Team Parents duties include:
 - Communicating between Team Captains, players, player's families, Coaches and Board. This includes the communication of cancelled/ rescheduled games and practices.
 - Providing Rooster to parents.
 - Organizing, when necessary Team Meals, such as dinners or breakfasts before home games, or meals for games directly after school.

Section 8. Member-At-Large.

- Share wisdom (Traditionally, Ex- President)
- Assist the Board of Directors where necessary.

Article VI

AMENDMENT OF BY-LAWS

Section 1. General. The By-laws of the Association may be amended by the members or by the vote of the Board of Directors constituting no less than sixty (60%) of all members of the Board of Directors. Any amendment of the By-laws by the Board of Directors shall be subject to satisfaction of the following conditions:

1. Notice of the proposed amendment(s) shall be given to all directors at least fourteen (14) days, but no more than sixty (60) days, prior to the Board of Directors meeting at which the intended vote is to be taken. Said notice shall contain the existing article(s) to be modified and the proposed modification and Date, time and place of the meeting.
2. The membership shall be given adequate notice of any meeting that has as its purpose the amendment of the By-laws. Such notice shall be given in such manner as specified by the Board of Directors.

Article VII

INDEMNIFICATION

Section 1. General.

1. Except as provided in (3) and (4) of this Section, the Association shall indemnify or obligate itself to indemnify an individual made a party to a proceeding because he or she is or was a Director against liability incurred in the proceeding if he or she acted in a manner he/she reasonably believed in good faith to be in or not opposed to the best interests of the Association and, in the case of any criminal proceeding, he/she had no reasonable cause to believe his/her conduct was unlawful.
2. The termination of a proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalents is not, of itself, determinative that the Director did not meet the standard of conduct set forth in Section I(1).
3. The association may not indemnify a Director under this Section I(1):
 - a. In connection with a proceeding by or in the right of the Association in which the Director was adjudged liable to the Association; or
 - b. In connection with any other proceeding in which he/she was adjudged liable on the basis that (i) personal benefit was improperly received by the director; (ii) the Director was grossly negligent; or (iii) the Director engaged in willful misconduct

4. Indemnification permitted under this Section in connection with a proceeding by or in the right of the Association is limited to reasonable expenses incurred in connection with the proceeding.

Section 2. Expenses. Unless limited by the Articles of Incorporation of the Association, to the extent that a director has been successful, on the merits or otherwise, in the defense of any proceeding to which he/she was a party, or in defense of any claim, issue, or matter therein, because he/she is or was a director of the Association, the Association shall indemnify the Director against reasonable expenses incurred by the Director in connection therewith.

Section 3. Advance Expenses.

1. The Association shall pay for or reimburse the reasonable expenses incurred by a Director who is a party to a proceeding in advance of final disposition of the proceeding if:
 - a. The Director furnishes the Association a written affirmation of his/her good faith has met the standard of conduct set forth in Section I; and
 - b. The Director furnishes the Association a written undertaking executed personally or on his/her behalf, to repay any advances if it is ultimately determined that he/she is not entitled to indemnification under this part.
2. The undertaking required by Section 3(1) must be an unlimited general obligation of the Director but need not be secured (unless otherwise required by the Board; and may be accepted without reference to financial ability to make repayment.

Section 4. Limitations.

1. The Association may not indemnify a Director under Section 1 unless authorized thereunder and a determination has been made in the specific case that indemnification of the Director is permissible in the circumstances because he/she has met the standard of conduct set forth in subsection (1) of Section 1.
2. The determination shall be made:
 - a. By the Board of Directors, by a vote of Directors, not at the time parties to the proceeding, equal to sixty percent (60%) of all Directors;
 - b. If a (60%) number cannot be obtained under Section 4(2)(a), by majority vote of a committee duly designated by the Board of Directors (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding.
 - c. By special legal council:
 1. Selected by the Board of Directors or its committee in the manner prescribed in Section 4(2)(a) or (b); or
 2. If such number of the Board of Directors cannot be obtained under Section IV (2)(a), selected by majority vote of the full Board of Directors (in which selection directors who are parties may participate); or
 - d. By the members, but directors who are at the time parties to the proceeding may not vote as members on the determination.

3. Authorization of indemnification or an obligation to indemnify and evaluation as to reasonableness of expenses shall be made in the same manner as the determination than indemnification is permissible, except that id the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under Section 4(2)(c) to select counsel.

Section 5. Committee Members.

1. A committee member of the Association who is not a Director is entitled to mandatory indemnification under Section 2 to the same extend as a Director.
2. The Association may, by contract or other action of the Board of Directors, indemnify and advance expenses to an officer, employee or agent of the Association who is not a Director, to the extent consistent with public policy.

Section 6. Insurance.

The Association may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee, or agent of the Association or who, while a director, office, employee, or agent of the Association, is or was serving at the request of the Association as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against liability asserted against or incurred by him/her in that capacity, or arising from his/her status as a director, officer, employee, or agent, whether or not the Association would have power to indemnify him/her against the same liability under Section I or Section II.

Section 7. Validity.

1. The provision for indemnification of or advance for expenses to directors contained in these By-laws, a resolution of the Association's members or Board of Directors, or in a contract or otherwise is valid only if and to the extent the provision of indemnification is consistent with applicable federal and state law.
2. This ARTICLE SEVEN does not limit the Association's power to pay or reimburse expenses incurred by a director in connection with his or her appearance as a witness in a proceeding at a time when he or she has not been made a named defendant or respondent to the proceeding.

Section 8. Judicial Review. In the event that any of the provisions of this ARTICLE FOUR (including any provisions within a single sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

Section 9. Amendments. If the Georgia Nonprofit Association Code hereafter is amended to authorize broader indemnification of directors, officers, agents and employees, then the indemnification of such directors, officers, agents and employees of Association may be expanded to the fullest extent permitted by the amended Georgia Nonprofit Association Code.

Article VIII

EFFECTIVE DATE, TRANSITION RULES

These By-laws shall be effective as of the date of adoption by the Board of Directors unless a later date is specified by the Board in its action adopting these By-laws. The individuals, if any, acting as Officers and Directors of WSBC, as of the effective date of these By-laws shall continue to hold such office until his or her successor is elected and qualified in accordance with these By-laws or until such person is removed or otherwise leaves office in accordance with these By-laws.

CERTIFICATION

The undersigned, being Secretary of Walton Soccer Booster Club, Inc., hereby certifies that the foregoing By-laws were duly adopted by the Board of Directors as of the 1st day of December, 2003, and amended May 19, 2004.

Judy Lilley