

AMENDED BY-LAWS
OF
DACULA ATHLETIC ASSOCIATION, INC.

ARTICLE I

NAME AND PURPOSE

1.1 The name of this non-profit organization shall be **DACULA ATHLETIC ASSOCIATION, INC.**

1.2 The purpose of this non-profit, voluntary organization shall be that of Youth Development and Recreational Activities.

ARTICLE II

MEMBERSHIP AND DUES

2.1 Any person(s) having an active participant in Dacula Athletic Association, Inc. is eligible for membership. In the absence of having an active participant, eligibility for membership rests with the Board of Directors. An annual fee may be assessed by the Board for those persons approved for membership.

2.2 The elected Board shall at all times have the full power and authority to expel from membership any person or persons whose actions are determined to be detrimental to, or inconsistent with, the purpose of the Association, the by-laws, Code of Conduct, and/or is determined by the Board to be in the best interest of the Association.

2.3 The Dacula 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.

2.4 The Board shall have the power and authority to create special classes of membership providing certain rights and privileges for any such special class of membership created.

2.5 The Board of Directors may expel a member, a coach, a sports director or sports committee member, or a participant in any athletic activity upon the affirmative

vote of two-thirds of the Board's members in attendance at a properly called meeting for good cause shown. Good cause for purposes of this provision shall be defined as a crime involving moral turpitude or any conduct in contravention of the purposes of the Association, the failure to adhere to the Board of Directors, or any violation of the -Code of Conduct of The Dacula Athletic Association, Inc.

ARTICLE III

MEETINGS

3.1 An annual meeting of the members for the purpose of electing the Officers and Directors ("Board of Directors") of this Association shall be held in October with the exception of Basketball, which will be held in April. Other matters may be brought to the members at such meeting. Directors shall take office at the first meeting in November with the exception of the Basketball Director who shall take office at the first meeting in May. Officers shall take office at the first meeting in January.

3.2 Special called meetings for the sports committee or boards of baseball, softball, football, cheerleading and basketball shall be held on an as-needed basis or as called for by the President and one other officer or by the majority of the Board.

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 call or provided the President or three or more directors call for such a meeting.

3.4 Public notice of the time and place of all annual meetings shall be given not less than thirty (30) days prior to the date set for such annual 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 is allowed.

3.6 Regular meetings of the Board of Directors shall take place on an as-needed basis, at least four (4) times per year.

3.7 A majority of the membership of the Board of Directors shall constitute a quorum for the transaction of business at a meeting. The act of a majority of the Directors at a meeting in which 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 and distributed at the next meeting of the Board.

3.8 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.

ARTICLE IV

GOVERNANCE

4.1 Eleven (11) Board members, six (6) of whom shall be Officers, will be elected on an annual basis. Officers shall consist of President, President Elect, Secretary, Treasurer, Assistant Treasurer and Director of Communications. 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.

4.2 If a board member, Director or Officer resigns or is removed during their term, they may not be appointed or elected to the Board, as an officer, or to a committee until three (3) years has passed from the date of their resignation or removal, unless approved by the Board to stand for election. No board member shall serve in any governing capacity in any other recreational athletic association, except that a board member may serve in such capacity at a high school athletic association or college athletic association or as approved by this Board. This section shall not apply to serving in any executive capacity or being a board member of the GFL, Dixie Youth, or any sport officials association as well as any other professional organization not in direct competition with the Dacula Athletic Association, Inc.

4.3 The eleven-member Board of Directors (“Executive Board”) shall be a policy-making Board and will have the responsibility for setting policy as it pertains to field assignment, coach selection, approval of all fund-raisers, the approval of the Association’s role in such organizations as the Gwinnett Football League, Dixie Youth and ASA Softball, establishing the rules and regulations for concession and gate receipts, the implementation of a budget approval process for each sport, and 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 seasons, 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, and shall make a final decision regarding any changes in sport affiliation.

The Board of Directors shall have the responsibility 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 \$1,000.00, all contracts of employment, any contracts for taking pictures or any fund raising, and all other expenditures on behalf

of any individual sport.

4.4 Officers (“Executive Committee”) will have the power to act in the place of the Board on policy matters on an emergency basis that require immediate action without a Board meeting.

4.5 The President:

- a. 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.
- b. 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.
- c. shall have the power to appoint Standing and Special Committees and shall serve as an ex-officio member of all committees except the Nominating Committee.
- e. shall serve a one-year term.
- f. may co-sign checks.

4.6 The President Elect:

- a. shall assume the duties of the President when the President cannot perform them.
- b. shall assist the President in the furtherance of the Presidential duties as might be requested by the President.
- c. may co-sign checks.
- d. shall serve a one-year term
- e. shall become President if the office of President is vacated for any reason.
- f. shall serve a one-year term.

4.7 The Secretary:

- a. shall be responsible for keeping all books and records of the Association in an organized, concise fashion, including the minutes of

all meetings

- b. shall be responsible for coordinating the time and location of Board of Directors meetings and membership meetings.
- c. shall serve as a parliamentarian at these meetings or shall appoint someone to serve.
- d. shall provide such other assistance to the President and President Elect as may from time to time be required.
- e. may co-sign checks.
- f. shall serve a one-year term.

4.8 The Treasurer:

- a. shall be the Chief Financial Officer of the Association
- b. shall have and keep accurate financial reports of disbursements and receipts of all money had and received by the Association or its committees from whatever sources
- c. shall coordinate the receiving and depositing of all fund-raising, registration, and sponsor money
- d. shall submit an updated financial report to the Board at least four times per year, as well as at the Annual Meeting of the Members
- e. shall financially have audited the concessions, fund raisers, and other money-raising events sponsored by the Association on an as-needed basis or on a random basis as determined by the Board
- f. shall provide such other assistance to the President, President Elect and Secretary as may from time to time be requested.
- g. shall serve a one-year term.

4.9 The Director of Communications:

- a. shall be responsible for the association communication and develop all communication tools including, association newsletter, web page and press notices.

- b. shall provide such other assistance to the President, President Elect, Treasurer and Secretary as may from time to time be requested.
- c. shall serve a two-year term.

4.10 The Treasurer Elect

- a. shall assume the duties of the Treasurer if the office is vacated for any reason.
- b. shall assist the Treasurer in the furtherance of any financial duties as might be requested by the Board.
- c. shall serve a one-year term.

4.11 The Director of Baseball, the Director of Football, the Director of Softball, the Director of Basketball, the Director of Cheerleading:

- a. shall, in consult with their respective committees, be responsible for all matters related to the playing or scheduling of their respective sports.
- b. shall be responsible for coordinating All Stars.
- c. shall attend all necessary district and state sports meetings.
- d. shall be that sports representative on the Board of Directors.
- e. 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, concession stand operation, as well as the implementation of other policy-making decisions rendered by the Board.
- f. shall act as the Chief Executive Officer for that sport committee 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.
- g. shall, based upon direction by the Board, be authorized to co-sign checks pertaining to expenditures for their individual Sports Committee only.

4.12 Sports Committees:

- a. Baseball, Basketball, Softball, Football, and Cheerleading are each authorized to formulate a committee consisting of no more than the

following number of members:

- Baseball - twenty (20) members
- Basketball - twelve (12) members
- Cheerleading – twelve (12) members
- Football – sixteen (16) members
- Softball – twelve (12) members

excluding the Sports Director who will act as the Chief Executive Officer of that Committee for the purposes of carrying out the responsibilities associated with the respective sport. Members of the Sports Committee shall be elected by the Members of the Association at the Annual Meeting. If a committee member resigns or is removed during their term, they may not be appointed or elected to the Board, as an Officer, or to a committee until three (3) years has passed from the date of their resignation or removal, unless approved by the Board to stand for election. Up to one-half of each Sports Committee's members shall be elected on a staggered-term basis with one-half retiring each year.

- b. each Committee Member will serve a two-year term, but may be removed from office by the affirmative vote of the Board of Directors.
- c. shall be responsible for selecting and training the coaches for their respective sports.
- d. The Director of each Sports Committee shall fill any vacancy on the Committee subject to Board approval. Appointments shall be allowed to vote and will stand until the next general election. Anyone may serve on a Sports Committee for more than one term but must run for election at the conclusion of their previous appointed term. The various Sports Committees of Football, Baseball, Softball Basketball and Cheerleading shall have the responsibility for selecting coaches, determining playing time, selecting uniforms, assigning fields, establishing rules of their game, establishing participating rules, and otherwise conducting the affairs and governing their sport in conformance with the rules and regulations that may be enacted by the Board of Directors of the Athletic Association or the rules and regulations that may be promulgated from time to time from the Gwinnett County Parks and Recreation Department.

4.13 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 the day-to-day sport decisions, it retains 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 absent specific Board approval.

4.14 Any Board member who is directly affected by a decision of the Board shall not vote on that matter. Direct effect as used herein means receives any monetary consideration as a result of the decision of the Board, or any member of his immediate family receives monetary consideration as a result of the decision of the Board, or his coaching position or a coaching position of the immediate family is directly affected by the vote of the Board. As used in this paragraph, member of the immediate family includes but is not limited to spouse, children, step children, siblings and parents.

4.15 The Association shall indemnify each person who acts as an Officer or Director of the Association against expenses actually and necessarily incurred in the defense of any action, suit or proceeding in which such Officer or Director is made party by virtue of service as such Officer or Director.

4.16 The Board of Directors shall fill any vacancy on the Board and this appointment shall stand until the next general election. If, however, the President Elect position is vacated, the President Elect shall be replaced by a vote of the members of the Association.

4.17 Each Sports Director in conjunction with the 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 and 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.

4.18 Each Sports Director in conjunction with the Treasurer shall prepare a budget for the operation of the concession stand, if applicable, for their appropriate sport. Each Sports Director shall implement a cash control program as established by the Treasurer, shall limit access to receipts as may be directed by the Treasurer, shall work diligently to minimize all expenses associated with the operation of the concession stand, it being the intent that the concession stand operation should recognize a substantial profit. The Treasurer is specifically authorized to take over the operation of the concession stand, if in the Board's opinion, the concession stand is not being operated in an appropriate manner. Nothing contained herein shall prevent the Board from outsourcing the operation of the concession stand.

ARTICLE V

AMENDMENTS

The Articles of Incorporation of the Association may be amended by a majority vote less abstentions of the membership present at any annual or special meeting of the Association, provided the proposed amendment to the Articles of Incorporation shall have been submitted in writing to the Board of Directors at least two (2) weeks prior to the meeting.

ARTICLE VI

DISSOLUTIONS CLAUSE

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

ARTICLE VII

BOARD MEMBER ATTENDANCE

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 an Officer cannot attend a meeting, he/she must notify the President or President Elect or Secretary at least eight (8) hours before the meeting begins. If a Director cannot attend he/she may send a representative from that sport and the Director may proxy their vote to that representative. Failure to notify the above people, and failure to attend the meetings, may be handled by the Board of Directors as follows:

First Offense: The member shall 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 shall 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 may be removed from his/her position on the Board.

It will be required that after an Officer or Director termination, all correspondence, material, receipts, financial data, equipment, monies due, etc. with respect to DAA must

be returned to the association within seven (7) days. Returns must be made to a member of the Board of Directors.

ARTICLE VII

The Board shall be governed by Roberts Rules of Order, as revised.

ARTICLE IX

The Dacula 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 X

ELECTION OF OFFICERS

The President 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 five (5) days prior to the annual meeting. Nominations will also be accepted from the floor at the annual membership meeting. The names of all nominees for each office will be entered on a single ballot and submitted to the membership present at the annual meeting. Those nominees for each office 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 one vote only. There is no fractional voting. A minimum of two-thirds (2/3) of the Board of Director members must reside within Gwinnett County. A list of the names, addresses, email addresses, and phone numbers of the newly elected Board of Directors must be sent to the Facilitator within thirty (30) days of the election.

If you want to be on or are currently on a sports committee and you have a child of age that plays that sport then they must play all seasons of that sport for DAA. To be an Officer you have to have a child that plays in the park.

Board members may serve on up to two (2) DAA boards. This excludes a Director serving as another sport Director or an Officer serving as a Director, unless otherwise approved by the Board of Directors.

ARTICLE XI

All checks over a \$1,000.00 signed by anyone on behalf of The Dacula Athletic Association, Inc. must bear two (2) signatures, one of which must be an officer of the Association and the other a Board member or Officer. All Board Members of the Association must be bonded in the minimum amount of \$25,000.00.

ARTICLE XII

WAIVER OF NOTICE

Attendance of a member at a meeting shall of itself constitute waiver of notice and waiver of any and all objection to the place of the meeting and the time of the meeting or the manner in which the meeting has been called or convened except when a member attends a meeting solely for the purpose of stating at the beginning of the meeting that such objection or objections to the transaction of business.

ARTICLE XIII

All Directors shall serve without compensation or financial remuneration in any regard. Each Director and his immediate family are prohibited specifically from profiting personally in any transaction with the Association. In order to avoid any appearance of impropriety, any member of a 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 Director or member of his immediate family as defined herein.

ARTICLE XIV

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.

Action by telephone call: Members of the Board of Directors or any committee designated by the Board of Directors may participate in a meeting of the Board or such committee by means of a conference telephone 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.

Whenever an officer is absent or whenever for any reason the Board of Directors may deem it desirable, the Board may delegate the powers and duties of an Officer to any other Officer or Officers or any Director or Directors.

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

ARTICLE XV

The President 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.

ARTICLE XVI

LIABILITY INSURANCE

Liability insurance in an amount no less than \$1 million affording coverage to directors, officers, coaches, and their assistants, as well as to the Association and the Gwinnett County Parks and Recreation Department shall be maintained by the Association on a claims-made basis.

Revised 07/17/2010

