

HIRAM BASKETBALL BOOSTER CLUB, INC.
A GEORGIA NONPROFIT CORPORATION

CONSTITUTION

ARTICLE I

NAME

The Articles of Incorporation of this Corporation fix its name as HIRAM BASKETBALL BOOSTER CLUB, INC., (hereinafter referred to as the "Club") and provide that the principal office of the corporation shall be in Paulding County, Georgia. The initial registered office of the Corporation in the State of Georgia shall be located at **P.O. Box 1853 Hiram, Ga 30141**. The Registered Agent in charge thereof is **Keisa Hoffman**. The corporation shall have such additional offices in such other places as the Board of Directors of the Corporation may from time to time determine.

ARTICLE II

PURPOSES, OBJECTS AND POWERS

The Club is organized pursuant to the Georgia Nonprofit Corporation Code. The purposes for which the Club is organized are for providing financial and educational support and training facilities for young women pursuing athletics with a preference toward the sport of basketball within meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

- A. Provide the equipment, services, and facilities which are not provided for by the school.
- B. Support the coaching staff to help produce teams of the highest competitive level. No member of the Club will have the authority to dictate policies normally within the coaches' area of responsibility.
- C. Promote the pursuit of excellence in all athletic and scholastic endeavors.
- D. Promote parent/student involvement by coordinating all supporting activities of the Club.
- E. Encourage attendance at basketball-related functions and total community support of program.
- F. Ensure recognition for the basketball program, its athletes, and coaches.
- G. Raise money through various activities to support the purposes of the Club.

ARTICLE III

MEMBERSHIP:

Membership shall be open to any person who subscribes to the purpose and function of the Hiram Basketball Booster Club, Inc.

ARTICLE IV

OFFICERS:

The affairs of the club shall be managed by the Executive Board, who shall comply with the Constitution and By-Laws of the Hiram Basketball Booster Club, Inc. The officers of the club shall be adult members and shall consist of the (1) President, (2) Vice Presidents, (1) Secretary, (1) Treasurer, Head Coaches (Boys & Girls). Specialized committees, to include concession and social, banquet, and fundraising, at a minimum, will be utilized. Others will be formed as needed.

ARTICLE V

DUTIES OF EXECUTIVE BOARD:

President:

- The President(s) shall preside at all Hiram Basketball Booster Club meetings and any special meeting of the Board of Directors as well as Executive Board meetings.
- Shall be the liaison with the Athletic Director and administration for all official booster club matters.
- Shall work with the Head Varsity Coaches (Boys & Girls) to develop appropriate goals for the Basketball Booster Club each year.
- Shall ensure that Basketball Booster Club representatives effectively perform their duties.
- Shall coordinate the activities of representatives and shall perform other duties normally pertaining to the office of President.
- Shall prepare and present the yearly budget and an income/expense report on each major project approved by the Executive Board

Vice President:

- The Vice President(s) shall assist the President as requested and shall preside over any meeting or event in the absence of the President.
- Duties of the General Operations VP include assisting the President in managing the daily activities of the booster club as well as major projects. In the event that the President cannot complete the designated term, the Vice President of General Operations shall complete the remainder of the term in the position of President.

- Duties of the Fundraising VP are to oversee all programs related to fundraising including coordinating club-wide sponsorship drives as well as formulating new fundraising projects.
- Duties of the Community Athletics VP include assisting the Head Varsity Coach in fostering community involvement and support of basketball. This includes increasing team visibility with local businesses and promoting fundraising and camps.

Treasurer:

- The Treasurer shall be responsible for managing the bank accounts of the Basketball Booster Club, issuing checks, reconciling disbursements and receivables, and producing accounting statements. The books of account shall be open to inspection by any member of the Executive Board and/or the Head Varsity Coaches (Boys & Girls) at all reasonable times.
- Shall prepare and present a financial transaction report of the Basketball Booster Club monies at each Basketball Booster Club meeting.
- Shall insure that the money handling guidelines established by the Executive Board will be followed.

Secretary:

- Duties of the Special Projects Secretary include assisting with the planning of Pre and Post season banquets, Senior Night, Sponsor Night, and other team projects as they arise.
- Duties of the Secretary of General Operations include keeping a written record of all Basketball Booster Club meetings, presenting minutes of all meetings on a monthly basis for review and approval of the Basketball Booster Club Board, maintaining a copy of the Bylaws, and adding any amendments to the Bylaws.

ARTICLE VI

DUTIES OF OTHER CLUB REPRESENTATIVES:

- A. The Spirit Wear Chair shall oversee ordering, distributing, and securing payment (assisted by the Treasurer) for all spirit wear ordered for players, coaches, and fans.
- B. The Concession Chair shall oversee the scheduling, stocking, set-up, oversee operations during contests.
- C. Fundraising/Sponsorship Chair shall oversee execute fundraising events and helps prioritize fundraising strategies. To develop prospective sponsorship contact list and reach out to and secure local business sponsors
- D. Banquet Chair shall oversee contacting and reserving banquet facilities, arrange food, drinks & decorations. Chair will work with coach to establish the banquet program.

- E. Junior League Program Representative shall be the liaison between the Junior League Parents, Booster Club Board Members, and Coaching Staff.
- F. Recreational League Representative shall be the liaison between the Recreational League Parents, Booster Club Board Members & Coaching Staff.

ARTICLE VII

MEETINGS:

Meetings of Board of Directors shall occur once a month. A day should be determined by elect board members of that year. A special board meeting may be called by President or Head Basketball Coaches.

General Membership Meeting shall occur: on the 2nd Wednesday of the following months: August, October, November, January, March, & April.

QUORUM:

- 1. A quorum for the annual meeting shall be those members present.
- 2. A quorum for a regular or special meeting shall be those present.
- 3. A quorum for a regular or special meeting of the Board of Directors shall be those present.

Voting:

- 1. Any vote taken by the membership or board of directors shall be by majority vote.
- 2. The method of voting shall be determined by the President.
- 3. No votes will be taken by email, phone or proxy.

ARTICLE VIII

MEMBERSHIP:

Membership:

- 1. 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 as paid all dues and assessments as established by the Board Of Directors.
- 2. Honorary or hardship membership in the club may be granted by the Head Basketball Coaches of Hiram High School.
- 3. Each member shall have the right to vote. To vote member must be present and all dues paid in full.
- 4. Any member may be suspended in accordance to the by-laws.

Election of Board of Directors/Executive Officers:

The Board of Directors/Executive Officers will be elected for one year with term beginning August 1 and ending July 31 at midnight. The Board of Directors/ Executive Board shall open the nomination up for members on during March Meeting to submit

new nominations for the upcoming board. The election will be held the second Wednesday of April. The new board will take over August 1. Nothing in this provision shall prohibit any person from serving multiple terms on the Board of Directors/Executive Board in the same office or a different office, provided that they have the consent of the Head Basketball Coaches to do so.

ARTICLE IV

POLICIES AND PROCEDURES

The Club shall adhere to the following policies and procedures:

- A. Upon dissolution of the Club, the Executive Committee shall dispose of the Club's assets by transferring them to the General Account of Hiram High School.
- B. The organization shall be politically non-partisan. This shall not prohibit the Club from taking a stand on proposed tax assessments and/or bond issues.
- C. The activities of the Club shall be conducted on a strictly non-profit basis.
- D. This Club shall be subject to the policies and approval of the Principal of Hiram High School, The Paulding County Board of Education, the Georgia High School Association, the Georgia State School Standards, and the Southern Association of Colleges and School Accrediting Agency.
- E. All activities shall adhere to section 501(c)(3) and section 170(c) of the Internal Revenue Code dealing with tax-exempt status for charitable or educational organizations.

Fiscal Policies:

- F. 1. Fiscal Year: The fiscal year of the club shall coincide with the school system fiscal year.
- G. 2. Loans: No loans shall be taking out in the clubs name except by the approval of the executive committee and the express written permission of the Principal of Hiram High School.
- H. 3. All deposits of the Club not otherwise employed shall be deposited in the checking account of the Club.
- I. 4. The Board of Directors shall draft a budget and present it in the February meeting.
- J. 5. Upon dissolution of this club, the Executive Committee shall dispose of the Club's assets by transferring them to the General Account of Hiram High School.

ARTICLE X

CONFLICT OF INTEREST

Purpose

The purpose of the Conflict of Interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to non-profit and charitable organizations.

Definitions:

Interested Person - Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family;

- A. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- B. A compensation arrangement with the Organization or with entity or individual with which the Organization has a transaction or arrangement, or
- C. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest.

Procedures:

1. Duty to Disclose – In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists – After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determinations of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. Procedure for Addressing the Conflict of Interest
 - a) An interested person may make a presentation at the governing board of committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

- b) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstance not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Records of Proceedings:

The minutes of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transactions or arrangement, and a record of any votes taken in connection with the proceedings.

Compensation:

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Annual Statements:

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

Periodic Reviews:

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excel benefit transaction.

Use of Outside Experts:

When conducting the periodic reviews as provided for in Article IX, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XI

CORPORATE EARNINGS

Section 1. No Director of this Corporation shall be entitled to any portion of the net earnings of the Corporation. Said net earnings shall not inure to the benefit of any private person and shall be held and used only for the purposes specified in the Charter of this corporation; however, this Corporation may pay a director of this Corporation for services rendered to it.

ARTICLE XII

AUTHORITY OF DIRECTORS AS TO CONTRACTS

Section 1. All contracts shall be approved by the Executive Committee, and no loans shall be made by any officer of the Corporation or any loan secured on behalf of the Corporation without the authority of the Executive Committee; and no mortgage, deed to secure debt, deed, note, or other legal document whatsoever shall be executed except upon the authority of the Executive Committee.

ARTICLE XIII

AMENDMENTS TO GOVERNING DOCUMENTS

Section 1. The Constitution and By-Laws may be amended at any scheduled meeting of the General Membership by a majority vote of members present if there is a quorum (as defined in the Club By-Laws) in attendance.

Section 2. Approved changes to any of the Club's governing documents shall be announced to the general membership at the next regularly scheduled membership meeting.

Section 3. All approved amendments/alterations to the Constitution and By-Laws shall be dated, recorded and governing documents updated.

Section 4. Upon request, active members of the Club shall be entitled to a copy of the Constitution, By-Laws, and any changes thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.

This _____ day of _____, 2015

INSERT NAME HERE
Incorporator

HIRAM BASKETBALL BOOSTER CLUB, INC.
BY-LAWS

ROLES OF THE CLUB:

The Hiram Basketball Booster Club, Inc. is organized as a Georgia nonprofit corporation and exists as an organization of parents and community persons dedicated to:

- A. Supporting, encouraging and advancing the athletic program and related activities of the Paulding County School District, thereby cultivating clean, wholesome school spirit, promoting good sportsmanship, and developing high ideals of character.
- B. The club shall promote projects to improve facilities and equipment necessary to provide an adequate athletic program for the school district.
- C. The club shall not seek to influence or direct the technical activities or policies of the school administration or of the school officials who are charged with the responsibility of conducting the athletic program of the schools of the district.
- D. The club shall do nothing which violates the rules of the Hiram High School Athletic Association or in any way jeopardizes the membership of the school district in said athletic association.
- E. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

FINANCIAL:

The Hiram Basketball Booster Club, Inc. each year contributes money to the athletic department for the needs of the basketball program that otherwise would not be available from the athletic department. Primarily, the monies of the Booster Club will be expended for 1) capital improvements of the athletic facilities, 2) major purchases, 3) warm-ups and uniforms 4) reconditioning, and 5) awards, and any other miscellaneous needs of the ' basketball program, as voted on by the Executive Board, if over \$500.

Any major event, such as tournaments & camps, will have an individual spreadsheet showing monies in and expenses paid out. There shall always be two officers with check signing authority for the Basketball Booster Club checking account and they shall abide by the following:

- 1) Any funds that are collected will be deposited to the Basketball Booster Club checking account within seven days of receipt.

2) A signing officer shall not deposit their own cash or personal checks into the Basketball Booster Club checking account. Instead, the other officer with signing authority shall make the deposit.

RELATIONSHIP WITH COACHES:

Coaches are encouraged to take advantage of every opportunity to work with the Booster Club in their many fund-raising projects during the course of the school year. The more coaches become involved in Booster projects, the more it will strengthen the good will between the club and the athletic department. In the event a Booster Club member asks you about your athletic needs, go ahead and discuss it in general with the member, but remind him/her you will make the request officially through the Executive Board of the Booster Club for anything over \$500.

RELATIONSHIP WITH THE ATHLETIC DIRECTOR:

In August of each year, the Basketball Booster Club will submit a budget to the Athletic Director, in coordination with the coach of the program.

UPON DISSOLUTION OF HIRAM BASKETBALL BOOSTER CLUB, INC.

Upon the dissolution of the organization, assets and equipment shall be distributed to Hiram High School Basketball organization.