



SPRAYBERRY HIGH SCHOOL

TOUCHDOWN CLUB

BYLAWS

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SPRAYBERRY HIGH SCHOOL TOUCHDOWN CLUB

BYLAWS

ARTICLE I - NAME, LOCATION and OBJECTIVE

Section 1.1. Name. The name of this organization shall be Sprayberry High School Touchdown Club, herein after referred to as the "Touchdown Club."

Section 1.2 Incorporation. The Touchdown Club is incorporated under and operates under the rules and requirements of the Georgia Nonprofit Corporation Code, the Cobb County School District Booster Club guidelines (in the current and future revisions), the Principal at Sprayberry High School, the Cobb County Board of Education, the Georgia High School Athletic Association, the Georgia State School Standards, and the Southern Association of College and Schools Accrediting Agency.

Section 1.3. Fiscal Year. The fiscal year of the Touchdown Club shall be the calendar year.

Section 1.3. Location. The Touchdown Club's principal office shall be at Sprayberry High School, in the city of Marietta, County of Cobb, State of Georgia. The mailing address shall be: 2525 Sandy Plains Rd, Marietta, Georgia, 30066.

Section 1.4. Primary Objective. The primary objective of the Touchdown Club is to provide financial support for the football programs at Sprayberry High School (SHS). The Touchdown Club aims to raise funds that are used to support the student-athletes and staff of the football program and related academic and sports programs.

Section 1.5 Further Objectives. Along with its Primary Objective of Section 1.4, the Touchdown Club will:

- a) support, encourage, and advance the football programs of Sprayberry High School, thereby cultivating clean wholesome school spirit, promoting good sportsmanship, and developing high ideals of character;
- b) support projects to improve facilities and equipment necessary to provide exceptional football programs at Sprayberry High School; and
- c) operating under these bylaws, shall not seek to influence or direct the technical activities or policies of the school administration, or of the school officials, responsible for conducting the football programs for Sprayberry High School.

Section 1.6. Operating Requirements. The purposes for which this organization is organized is exclusively charitable within the meaning of Section

501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, and to engage in any other act or activity permitted by said Code section and by the Georgia Non-Profit Corporation Code. The corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to the Board, its Chairpersons, Officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate in public office. Notwithstanding any other provision of these By-Laws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, or (b) by corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. Upon dissolution of this corporation, the Executive Board shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, as the Board shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine which organized and operated exclusively for purposes.

ARTICLE II – MEMBERSHIP

Section 2.1 Dues. Membership, other than the Donor Membership of Section 2.4 below, requires the member to be current on their Touchdown Club dues, which will be collected annually as determined by the Board. Annual dues shall be a requirement of membership. All memberships paid in a prior year expire at 12 am EDT, April 1 and renew immediately upon payment of the annual dues for the upcoming year. Any Member that is required to and has paid annual dues for the upcoming year prior to the commencement of voting during the annual meeting shall be eligible to vote during the annual meeting and be listed as an candidate for

office. Coaches shall be exempt from paying dues. The membership shall be good for the school year in which the Annual dues were owed and paid. In the instance in which a Family Member has more than one football player, the Annual dues are owed for each football player and shall entitle the Family Member to one vote per football player. The number of votes per family is limited to the number of football players under the Family Member and the Annual dues paid per football player.

Section 2.2 Current Student Members. A Current Student Member is a parent, guardian, or legal caretaker (“Family Member”) of any student that is currently enrolled in Sprayberry High School and that student is a member of the freshman football team, junior varsity football team, varsity football team, a trainer, student manager, or active student assistant to any coach or assistant coach of the freshman football team, junior varsity football team, or varsity football team. Current Student Members can vote and hold office within the Touchdown Club if the member is in good standing by paying all dues and abiding by these Bylaws. As used herein, “Family Member” means two or more persons related by blood, marriage, legal adoption, or obligated or vested with the power to care for a student at Sprayberry High School living together or separately. For example, if parents of a student are divorced or separated and living in different dwellings, only one of the parents may be a candidate for office at the same time.

Section 2.3 Past Student Members (Alumni). A Past Student Member (Alumnus) is an alumni student or a parent, guardian, or legal caretaker of an alumni student of Sprayberry High School. As used herein, an “alumnus” is a student that graduated from Sprayberry High School. Past Student Members cannot hold office within the Touchdown Club but can vote on matters presented at the Annual Meeting, serve on committees, and generally assist in the work of the Touchdown Club if the Past Student Member pays the dues for the current year.

Section 2.4 Donor Members. A Donor Member is any sponsor (individual or entity) that does not qualify under Sections 2.2 or Section 2.3 and is a current sponsor of the football programs at Sprayberry High School. Donor Members do not hold office or vote in any meeting of the Touchdown Club; however, Donor Members are eligible to serve on committees or generally assist in the work of the Touchdown Club.

Section 2.4 Requirements of Members. Each member in fulfilling his or her responsibility to the Touchdown Club shall act in good faith with respect to his or her fiduciary responsibility to the Touchdown Club.

Section 2.5 Conflicts of Interest/Influence Peddling. All Members and Officers shall:

- a) disclose any interest, financial or otherwise, which might be adverse to his or her responsibility or his relationship with the Touchdown Club;
- b) not influence, participate, be present, or vote on any matter which may be in conflict with his responsibility or relationship with the Touchdown Club;
- c) not accept any gift or gratuity from any third party, including a vendor or competitor, which raises a concern as to the individual's fulfilling this responsibility or relationship with the Touchdown Club; and
- d) not attempt to use their position as a Member or Officer of the Touchdown Club to influence any decision or action by any administrator of Sprayberry High School or any coach, assistant, or any other individual associated with any football program of Sprayberry High School.

Section 2.6 Membership termination. Membership may be terminated or suspended by the Executive Board by written notice for any violation of the terms and conditions these Bylaws; and may be denied or terminated or suspended for "conduct unbecoming" which shall be defined as behavior which is inconsistent or incompatible with the interest of the public and the Touchdown Club, or which tends or threatens to harm the standing or reputation of the Touchdown Club or Sprayberry High School in the community. Any individual receiving written notice for termination shall be permitted to hear all evidence against him or her and be afforded the opportunity to provide evidence in his or her defense. The Executive Board shall hear the evidence and determine what sanction, if any, shall be imposed, and such decision shall be final.

ARTICLE III – THE EXECUTIVE BOARD

Section 3.1 Purpose and authority. General business of the Touchdown shall be carried out by the Executive Board. The Executive Board shall be responsible for meeting the requirements of the entities listed in Section 1.2, above. No more than two Family Members of a current Sprayberry High School student may be on the Executive Board at any one time. Only one Family Member may serve as the President or Treasurer at any one time.

Section 3.2 Makeup of the Executive Board. The Executive Board shall be comprised of both voting and non-voting positions.

Section 3.2(a) - voting positions:

- a) President
- b) Co-Vice President Director of Fundraising and Corporate Sponsorships
- c) Co-Vice President / Director of Fundraising and Corporate Sponsorships
- d) Vice President of Facilities Maintenance and Team Support
- e) Secretary

- f) Treasurer
- g) Vice President / Director of Concessions
- h) Vice President / fundraising and corporate sponsorships

Section 3.2(b) - non-voting positions:

- a) Junior Jacket Liaison
- b) Ex-Officio Board Members as required by the Cobb County School District

Section 3.3 Duties and Responsibilities – Officers.

- a) President
 - i. The President shall preside at all meetings of the Touchdown Club membership and the Executive Board, preserve order, and regulate discussion.
 - ii. The President shall have general supervision of the Touchdown Club and attend its executive matters.
 - iii. The President will have authority to co-sign all purchase orders and other financial obligations of the Touchdown Club as established under Article VII - Financial.
 - iv. The President shall be the Touchdown Club's liaison with the Athletic Director, Athletic Coordinator and Administration of Sprayberry High School and shall serve as the Touchdown Club's representative to the Sprayberry High School Facility Improvement Campaign.
 - v. The President, with the advice and consent of the Executive Board, approves the Committees and appoints the Committee Chairpersons.
- b) Vice President - Director of Fundraising and Corporate Sponsorships
 - i. Preside at all Board or club meetings at the request of the President.
 - ii. Acts in the capacity of the President when the President is unable to perform the duties of the President.
 - iii. Prepare a Marketing Plan outlining all fundraising activities for the club.
 - iv. Assist in securing major corporate and other sponsors for the Sprayberry Football Program.
 - v. Approve budgets and plans for fundraising events and activities.
 - vi. With committees Chairpersons and club Treasurers, help to ensure that projects will provide appropriate return on investment, and that all monies are collected.

- vii. Work with announcers and administrators of Sprayberry High School so that all sponsors and donors are recognized and thanked appropriately for their support.
- c) Vice President of Facilities Maintenance and Team Support
 - i. Provide for the maintenance, repair, and renovation of all grounds and grounds equipment and facilities utilized by the various football programs.
 - ii. Oversee game day preparations for all home games for all teams including lining of the fields, mowing of the fields, trimming of the hedges, making sure lights and power, PA system and game clock equipment are all in working condition, and that secured areas are opened and then secured again after the game.
 - iii. Make sure game officials have access to their room before, at halftime, and after the game.
 - iv. Make sure the official's room is clean and in good working order.
 - v. Make sure chains and a crew are assigned to all games.
- d) Secretary
 - i. Keep and report minutes of all meetings, and any special meetings called by the President.
 - ii. At the direction of the President, shall be responsible for all official correspondence from the Touchdown Club to external organizations or individuals including but not limited to the high school administration, sponsors, donors, and others as warranted.
 - iii. Maintain a current and complete list of all parents of players, all club members, and officers, including their names, addresses, phone numbers, and email addresses. Shall maintain the database records.
 - iv. Shall be responsible for notifying all members and officers of Touchdown Club meetings.
 - v. Make sure all parents are notified of all significant dates, activities deadlines, requirements, and schedules affecting them and their players.
- e) Treasurer
 - i. The Treasurer shall be bonded at the expense of the Touchdown Club.
 - ii. The Treasurer shall collect and receive all monies of the Touchdown Club and shall deposit the same in the name of the Touchdown Club in an insured account.
 - iii. The Treasurer will, at the Touchdown Club's expense, license an accounting software suite.

- iv. The Treasurer shall provide payment of the bills of the Touchdown Club and will have authority to initiate payments, and sign/co-sign checks and other financial obligations of the Touchdown Club as established under Article VII - Financial.
- v. The Treasurer will obtain the President's signature (as noted in Article VII - Section 5) and another signature on all check in the excess of \$500. For checks written to the same entity or individual for the same purposes, the \$500 requirement shall be cumulative. For example, two checks in an amount \$400 for a total of 800 for a t-shirt purchase shall require the President's signature and another signature because the total, cumulative amount is greater than \$500 even though each check is less than \$500.
- vi. The Treasurer will provide a quarterly financial report for the Sprayberry High School Principal as mandated by the Cobb County School District policies.
- vii. The Treasurer will provide a financial report for the membership at each Touchdown Club meeting.
- viii. The Treasurer will supervise the completion of all tax filings and budget preparation for the season. The tax filings include, but may not be limited to, Form 1099-NEC, due January 31 of the year following the fiscal year and Form 990 (version to be determined by revenues) due May 15 (with the possibility to extend to November 15) of the year following the fiscal year.
- f) Vice President - Director of Concessions
 - i. Manage the home and visitor concession stands for all home games.
 - ii. Purchase all food, beverage, supplies and equipment needed to operate the concession stands.
 - iii. Document all cash sales, and monies to the Treasurer following all games.
 - iv. Maintain complete and proper receipts for all purchases.
 - v. Prepare a financial recap of each game's receipts. Submit recap with monies received to Treasurer after each game.
- g) Vice President I Junior Jacket Liaison
 - i. Work with the Junior Jacket football program director to determine the needs of the Junior Jacket football program.
 - ii. Assist in collecting player's fees for all participants.
- h) Ex Officio Executive Board Members – The Head Coach of the Sprayberry High School Varsity Team (or his or her designee);

The Athletic Director of Sprayberry High School (or his or her designee); and/or the Principal of Sprayberry High School (or his or her designee). Ex-Officio members shall have no voting rights but are authorized to attend all meetings of the Executive Board and the Touchdown Club. Ex-Officio members are not elected by the membership of the Touchdown Club.

ARTICLE IV- OFFICER TERMS AND ELECTIONS

Section 4.1 Term and Timing. Officers are elected at the annual meeting (Section 6.2) and take office by May 25. The terms of all Officers shall commence on May 25 and continue until the officers elected at the annual meeting take office. Because a member must have a child attending Sprayberry during at least a portion of their term, if the candidate does not have a child continuing with Sprayberry into the next year following the elections, the member cannot be a candidate or hold office. Prior to taking office, each member is encouraged to learn from the current officer of the role to which they will assume. The current Officers are encouraged to work with incoming officers.

Section 4.2 The notice for the spring Annual Parents Meeting shall present the appointed members of the upcoming Executive Board as approved by the current Executive Board. The Secretary shall confirm by March 1st each member as eligible for office by checking dues payments. If a member is not eligible for office because of the failure to pay dues, the Secretary shall work with the member to become current on dues with the understanding that all unpaid dues will need to be paid by March 1st. Only one Member per family may serve in the President or Treasurer positions and only one Member per Family Member may be a candidate for office at the same time.

Section 4.3 Certification and Election. Members of the Executive Board are elected by a majority vote of the Members present in person or by proxy at the Annual Parents Meeting (Section 6.2). Officers of the Executive Board shall serve for a term of one year and may be appointed and elected for successive years. With the exception of those serving out the remainder of unexpired terms, members shall serve for a term of one year and may be appointed and elected for successive years. Ex-Officio Members are appointed by the Executive Board and do not require election or confirmation by members. They serve terms(s) at the discretion of the Executive Board.

Section 4.4 Transition. On or around February 1st near the end of their term, the current officers and the elected officers for the next term shall meet to discuss the transition from the current officers to the elected officers. All bank accounts, contracts, policies, procedures, operational issues (e.g. concessions, field,

etc.), fundraising, budgets, and the like shall be discussed so that on March 1st, the elected officers are able to move forward.

ARTICLE V – ATTENDANCE/RESIGNATION/REMOVAL/VACANCIES/RESOLUTION OF DISPUTES

Section 5.1 Attendance. Executive Board members are expected to attend a majority of all Board and Club meetings.

Section 5.2 Resignation. Executive Board members may resign at any time by giving written notice to the President or the Secretary of the Club. Resignation shall take effect upon receipt of the written notice and does not require acceptance or confirmation. The resulting vacancy shall be filled as set forth in Section 5.4, below.

Section 5.3 Removal. Members of the Executive Board may be removed for or without cause. Requests for removal must be presented in writing to the President or if the request comes from the President or concerns the President, to the Secretary. Upon receipt, a copy thereof will be forwarded to the Athletic Director and Principal of Sprayberry High School. The Executive Board shall then schedule a special meeting with the officer of the Executive Board that is the subject of the request and the requesting member to allow discussion and rebuttal regarding the request for removal. An approval by 2/3^{rs} of the Executive Committee attending the meeting in person or by proxy is required to remove the officer. A quorum for the special meeting shall be no less than 9/10s in person or by proxy of the entire Executive Committee.

Section 5.4 Vacancies. If a member of the Executive Board resigns, is removed or otherwise cannot complete his/her term, a successor shall be appointed by a majority vote of the Executive Board present in person or by proxy at the next Executive Board meeting. He /she shall hold office for the remainder of the unexpired term.

Section 5.5 Resolution of Disputes. Any claim or dispute relating to the Articles of Incorporation or the By-Laws shall be settled by mediation and if that is unsuccessful by arbitration. The methods described herein are the sole remedy for any dispute arising hereunder.

ARTICLE VI – MEETINGS.

Section 6.1 Monthly Executive Board meetings. There shall be scheduled monthly meetings of the Executive Board. All Officers will be notified and expected to attend the monthly Executive Board meetings. The minutes from the last meeting will be approved and a financial report will be provided for all Touchdown members. The act of a majority of Executive Board members present in person at

any regularly scheduled Monthly Executive Board meeting shall constitute an action by the Executive Board. A quorum shall be satisfied with three (3) Executive Board members present.

Section 6.2 Annual Parents Meetings. The Coaching staff in cooperation with the Executive Board shall schedule an annual meeting in the early spring for attendance by the members of the Touchdown Club. The Annual Parents Meeting shall be used as an opportunity to recap the prior year's events and accomplishments, as well as a presentation of the budget and financials of the Touchdown club. Additionally, the election of the new officers of the Touchdown club shall be conducted at the Annual Parents Meeting.

ARTICLE VII. – FINANCIAL

Section 7.1 Monies collected. All monies collected by and for the Touchdown Club shall be for the express purpose of supporting the Football programs of Sprayberry High School.

Section 7.2 Purchase Requests. The Treasurer, and President if required, shall approve all payments, checks and other financial obligations of the Touchdown Club.

Section 7.3 Budget. A budget for the fiscal year running from January 1 until December 31 will be prepared by the Head Coach, President, and Treasurer. Upon approval by the Principal of Sprayberry High School and the Executive Board, the budget will be submitted to the general membership of the Touchdown Club for approval at the Annual Parents Meeting.

Section 7.4 Approval for Budgeted Expenses. Purchase requests and other financial obligations for items which have been set forth by the approved budget can be approved by the President or Treasurer. If at any time during the year, cumulative expenditures for any budgeted category exceeds the amount budgeted, future expenses for items in that category must be approved by the Executive Board.

Section 7.5 Approval for Non-budgeted expenses. For non-budgeted expenses, a majority vote of the Executive Board can approve a single expenditure for up to \$500 or for a multiple of expenditures not to exceed \$1,000. Any expenditure above that shall be brought before the Executive Board and approved by a majority vote by the Executive Board. The President can call a special meeting of the Executive Board with one week's emailed notice to vote on any expenditure above the aforementioned amounts if such action is needed before the next regularly scheduled Executive Board meeting.

ARTICLE VIII – COMMITTEES

Section 8.1 The President of the Touchdown Club is authorized to form the following committees:

- Fundraising
- Freshman Class Parent's Club
- Sophomore Class Parent's Club
- Junior Class Parent's Club
- Senior Class Parent's Club
- Junior Jackets Club
- Volunteers
- Concessions
- Team Meals
- Spirit Wear
- Banquet
- Corporate Sponsors
- Food Sponsors
- Coaching compensation
- Uniform or equipment purchases

Section 8.2 The number and type of committees shall be determined on an annual basis by the Executive Board or the President. A Committee Chair may be shared by more than one member, but such members will only be entitled to one collective vote per committee on all matters to be voted on. The President has the sole responsibility to resolve any disagreements in a committee, including removal of any members or officers.

ARTICLE IX. DISSOLUTION AND DECISION TO DISBANDMENT

Section 9.1 Dissolution. Dissolution of the Touchdown Club will occur in the event Cobb County School District or Sprayberry High School disassociates with the Touchdown Club.

Section 9.2 Disbandment. Disbandment will occur in the event the Touchdown Club gives written notice to Cobb County School District and/or Sprayberry High School that the Touchdown Club no longer will continue to exist as a legal entity as set forth in these By-Laws.

Section 9.3 Notice to members upon Dissolution or Disbandment. The Touchdown Club will give written notice to members of any notice received by Cobb County School District and/or Sprayberry High School directing the Touchdown Club to dissolve or any decision made by the Touchdown Club to disband. Notice is to be made to members by posting on the Touchdown Club's web site. Any notice of direction for dissolution or decision to disband posted on the web site shall include the statement that the Touchdown Club has made a full accounting of all funds in

its possession and has or will transfer all such funds to Cobb County School District and/or Sprayberry High School as directed.

Section 9.4 Disbursement of Funds on Dissolution or Disbandment. Upon notice of Dissolution or Disbandment, the Touchdown Club shall make all of its financial records immediately available for review to Cobb County School District and/or Sprayberry High School including but not limited to the latest bank statement and a complete accounting of all outstanding debts and monies due to the Touchdown Club. Cobb County School District and/or Sprayberry High School shall determine the manner of distribution and usage of treasury monies and other assets that were maintained and controlled by the Touchdown Club and shall ensure that excess funds are distributed within the framework of the Touchdown Club's original purpose.

Section 9.5 Use of name and facilities after dissolution. In the event Cobb County School District and/or Sprayberry High School disassociates with the Touchdown Club, the Touchdown Club agrees to not use Cobb County School District's or Sprayberry High School's name for its activities, conduct any fundraising in the name of Cobb County School District and/or Sprayberry High School and shall not use Cobb County School District and/or Sprayberry High School facilities to conduct its activities.

ARTICLE X. AMENDMENTS

These Bylaws may be amended by two thirds vote of the members of the Executive Board present at a regularly scheduled board meeting, or at a special meeting of the Executive Board, provided notice of the proposed amendment has been provided to each Director, and approved by the Principal and Athletic Director prior to the meeting.

NON-DISCRIMINATION POLICY

Sprayberry Touchdown Club, Inc. is an equal opportunity organization and will not allow discrimination based upon age, ethnicity, ancestry, gender, national origin, disability, race, size, religion, sexual orientation, socioeconomic background, or any other status prohibited by applicable law.

ADOPTED BY UNANIMOUS CONSENT on 5.26.2022