

BYLAWS OF CAMPBELL HS SPARTANS WRESTLING BOOSTER CLUB, INC.

Revised and Adopted September 30th, 2019

Ratified August 10th, 2021

ARTICLE I

NAME

The name of this organization shall be commonly known as the Spartans Wrestling Booster Club and hereafter referred to as the “Booster Club.”

In addition, the bylaws for the Booster Club also establishes the Spartans Wrestling Club. The name of this organization shall be commonly known as the “Wrestling Club”. The Wrestling Club will be governed a managed by the Booster Club.

ARTICLE II

PURPOSES AND MISSION

- A. The Booster Club is organized pursuant to the Georgia Nonprofit Corporation Code exclusively for the purpose of providing financial and educational support and training facilities for Campbell High School students and members of the Wrestling Club pursuing the sport of wrestling within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.
- B. The Spartans Wrestling Club (aka “the Wrestling Club) is being established to serve as a junior feeder program for the Campbell High School wrestling program. It is the mission of the Wrestling Club to provide wrestling athletes and the coaching staff with training and developmental support, resourcing that assures competitive excellence, and an environment that fosters sportsmanship, teamwork, commitment, and integrity. The Wrestling Club will focus on teaching proper wrestling, strength, and conditioning techniques with an end goal of producing competitive athletes. The Wrestling Club will provide experiences that contribute positively to the personal, physical, and psychological development of all athletes, we teach important life skills by instilling work ethic, discipline, and character that our athletes will carry with them throughout their lives. At the 4th thru 8th grade levels, emphasis will be placed on recruitment of athletes, teaching technical skills, and team building. The goal of the Spartans Wrestling Club is to produce competition-ready athletes for the Campbell High School wrestling program when the athlete enters ninth grade.
- C. The Booster Club will provide the following support to the Campbell High School Wrestling program and the Wrestling Club:
 - 1. Provide wrestling equipment, services, and facilities that are not provided for by Campbell High School.
 - 2. 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.
 - 3. Promote the pursuit of excellence in all athletic and scholastic endeavors.
 - 4. Promote parent/student involvement by coordinating all supporting activities of the Club.

5. Encourage attendance at wrestling-related functions and community support of the wrestling program.
6. Promote recognition for the wrestling program, its athletes, and coaches.
7. Raise money through various activities to support the purposes of the Club.

ARTICLE III BASIC POLICIES

- A. The following are the basic policies of the Booster Club:
- B. The Booster Club shall be incorporated in the state of Georgia and run under business name Campbell HS Spartans Wrestling Booster Club, Inc. This business shall be registered with the Secretary of State's office in Georgia.
- C. The Booster Club shall be noncommercial, nonsectarian, and nonpartisan.
- D. No part of the net earnings of the Booster Club shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers, or other private persons, except that the Booster Club 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 in Article II hereof. No director, officer, member, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Booster Club.
- E. Notwithstanding any other provision of these articles, the Booster Club shall not conduct or carry on any activities not permitted to be conducted or carried on by (1) an organization exempt from taxation under Code Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (2) an organization, contributions to which are deductible under Code Section 170(c)(2) or Code Section 2055(a)(2) and Regulations thereunder as such section now exists or as such section may hereafter be amended.
- F. The Booster Club and/or its directors, officers, or members in their official capacities shall not, directly or indirectly, participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise. The Booster Club shall be politically non-partisan. This shall not prohibit the Booster Club from taking a stand on proposed tax assessments and/or bond issues.
- G. The Booster Club shall be subject to the policies and approval of the Principal of Campbell High School, the Cobb County Board of Education, the Georgia High School Association, the Georgia State School Standards, and the Southern Association of Colleges and School Accrediting Agency.
- H. The directors and officers of the Booster Club shall be immune from liability to the Booster Club to the fullest extent permitted from time to time by the Georgia Nonprofit Corporation Code or any applicable successor law or laws.
- I. The Booster Club shall obtain and pay for appropriate insurance and/or bonds enough to indemnify directors and officers of the Club for and against any claims related to actions taken in the course of their duties as directors or officers.
- J. As provided in the bylaws of the Georgia High School Association, the Booster Club will be responsive to the policies of the Principal of Campbell High School. Any provision, herein contained, which conflicts with the bylaws of the Georgia High School Association shall be null and void, and the provisions of the aforesaid Georgia High School Association Bylaws shall

govern. The Booster Club will adhere to the policies, regulations, and recommendations of the Cobb County Schools Booster Organizations Resource Guide.

ARTICLE IV MEMBERSHIP, DUES, AND PLAYER FEES

- A. Membership in the Booster Club shall be open, without discrimination, to anyone who believes in and supports the Mission and Purposes of the Booster Club.
- B. Membership dues must be paid in full in order to be considered a member in good standing. Only members in good standing are eligible to vote and hold office. Each member shall be entitled to one vote; provided, however, that, regardless of the number of members, each family is entitled to no more than one (1) vote.
- C. Membership dues will be collected annually before the first scheduled match of the wrestling season. The amount of annual dues shall be established by the officers of the Booster Club prior to the first scheduled match.
- D. Membership dues are necessary to support player activities, cover expenses of the wrestling program, and fulfill the mission and purposes of the Booster Club.

ARTICLE V OFFICERS AND THEIR ELECTION

- A. The officers of the Booster Club shall be a President, a Vice President, a Secretary, a Treasurer, and a Resource Development Officer. The officers of this Booster Club, at any time necessary, could be elected as co-officers.
- B. Officers shall serve a term of one (1) year from October 1st to September 30th.
- C. Elections:
 - 1. Officers shall be elected annually by the Booster Club membership at the September general meeting at the end of the wrestling season.
 - 2. The vote shall be conducted by written ballot based on nominations presented from all nominations received by the Secretary following communication made by the Secretary to all members and any direct outreach made by the Head Coach/coaches or the Principal or his/her designee.
 - 3. However, when there is but one candidate for an office, the ballot for that office may be dispensed with and election held by voice vote.
 - 4. The Head Coach shall present the slate of nominations for officers compiled by the Secretary. Other candidates may be nominated from the floor at that time.
 - 5. A majority vote is required for election. If more than two candidates are running for the same office and no majority vote is obtained, the candidate receiving the least number of votes shall be eliminated and the vote retaken. This procedure shall be repeated until a candidate has been elected.
 - 6. Those not elected may be nominated again for remaining positions.
 - 7. The newly elected officers shall be installed at the general membership meeting and shall assume all duties on the first of October following such election, and shall serve until September 30th.
 - 8. during the interim period, outgoing officers shall be expected to confer with and advise their successors as to their new duties.

9. Outgoing officers are responsible to turn over all records pertaining to the operation of the Corporation at the end of their term.
- D. The following provisions shall govern the qualifications and eligibility of individuals to be officers of the Booster Club:
 1. An officer must be a member in good standing with the Booster Club.
 2. No officer may serve more than two consecutive terms in the same office.
 3. A person who has served in an office for more than one-half of a full term shall be deemed to have served a full term in such office.
- E. A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the Board of Directors, notice of such election having been given to the Board of Directors. If a vacancy occurs in the office of the president, the vice-president shall serve notice of the election.
- F. An officer may be removed from office by a vote of two-thirds majority of the Booster Club membership in attendance and voting at a General Membership meeting. A quorum must be present before a vote may be conducted regarding officer removal. At least one week's notice must be given to an officer subjected to removal proceedings.

ARTICLE VI DUTIES OF OFFICERS

The officers and duties are generally described as follows:

1. **President:** The President shall serve as Chief Executive Officer, preside at all Booster Club meetings, and appoint or approve the appointment of all Committees, hereinafter specified. At the September General Membership meeting, he/she shall present to the membership an annual report on the affairs of the Booster Club. In addition, the President shall be the liaison with the Athletic Director and school administration for all official Booster Club matters and will work with the Head Wrestling Coach to develop appropriate goals for the Booster Club each year. The President shall serve as Chairman of the Board of Directors and as an ex-officio member of all committees. The President shall submit to the membership for approval at the first General Membership meeting of the fiscal year a budget for any and all items of forecast expenditure. Funds for these activities may be raised by fund-raising efforts and/or by contributions from players or their families. The President has signatory authority for all bank accounts related to Booster club activities as a secondary agent of the Booster Club.
2. **Vice President:** The Vice President shall act as aide to the President and shall perform such other duties as may be provided for by these bylaws or as directed by the President or the Board of Directors. With the President's approval, the Vice President shall manage the Booster Club's committees and may appoint chairpersons to assist in the performance of duties. The Vice President shall have all the powers, authority, and duties of the President during the President's absence or inability to act. The Vice President has signatory authority for all bank accounts related to Booster club activities as a secondary agent of the Booster Club.
3. **Secretary:** The Secretary shall keep and report the minutes of the membership, the Board of Directors, and any other meetings that the Secretary is designated by the President to attend. Such minutes shall be kept in a legible and orderly manner and shall be committed to the hands of each newly elected Secretary to provide a running history of the affairs of the Booster Club. Further, he/she shall, by examination of these minutes, keep the membership advised of previous transactions, which by their context, require continuing

attention of the Booster Club. He/She shall perform such duties as designated by the President.

4. **Treasurer:** The Treasurer shall collect all dues and other moneys raised by the Booster Club and give receipts for the same. No funds of the treasury shall be disbursed unless the account balance is sufficient to cover the expenditure. No check shall be written without receipt of paid invoice or proof of expenditure. The Treasurer shall keep accurate records of income and expenditures for the wrestling program and shall make disbursements authorized by Board of Directors in accordance with the budget. The Treasurer is responsible for the management of all bank accounts related to the activities of the Booster Club and has primary signatory authority.
5. **Resource Development Officer:** The Resource Development Officer shall oversee all programs related to marketing, public relations, fundraising, and community involvement, including coordinating club-wide sponsorship drives as well as formulating new fundraising projects. He/she shall also assist in fostering community involvement and support of wrestling. This includes increasing team visibility with local businesses, promoting fundraising and camps, and overseeing all Committees related to fund generation.

ARTICLE VII BOARD OF DIRECTORS

- A. During intervals between the General Membership meetings, the Board of Directors shall manage the day-to-day affairs of the Booster Club. Duties of the Board shall be to:
 1. Oversee the day-to-day activities of the Booster Club;
 2. Establish the amount of annual membership dues.
 3. Establish policies and procedures for collection and payment of membership dues.
 4. Carry out fundraising activities necessary to support the Spartan High School Wrestling and Wrestling Club Programs;
 5. Create or dissolve special committees;
 6. Present a report at the regular General Membership meetings of the Booster Club;
 7. Select an auditor or an auditing committee to audit the treasurer's accounts;
 8. Prepare and submit an annual budget to the General Membership for adoption; and
 9. Fill all vacancies in office.
- B. Members:
 1. The elected officers of the Booster Club shall be members of the Board of Directors.
 2. The Head Wrestling Coach(es) shall serve as an ex-officio board member. The Head Wrestling Coach(es) shall not vote on official Board decisions or count for purposes of determining quorum.
- C. Regular meetings of the Board shall be held with the dates and times to be fixed by the Board at its first meeting of the year. Three (3) days' notice shall be given of a cancellation or change of date or time unless emergency conditions prevent such notice being given. Meetings by videoconference or teleconference are permitted with the following provisions:
 1. The meeting must be conducted by a technology that allows all participants simultaneous communication;
 2. A quorum must be achieved and maintained in order to conduct business;
 3. Speakers must identify themselves;

4. Minutes of the meeting must be taken and ratified at the next regular board meeting;
 5. An election to fill a vacancy in office shall not be conducted by videoconference or teleconference; and
 6. Any action regarding the process for removal from office shall not be conducted by videoconference or teleconference.
- D. At all meetings of the Board, a majority of the members of the Board shall constitute a quorum for the transaction of business.
- E. Any vote taken by the Board shall be by majority vote. The President shall determine the method of voting. Special meetings of the Board may be called by the President, or by a majority of the members of the Board, upon three (3) days written notice to each Board member. The same quorum rules shall apply to special meetings.

ARTICLE VIII COMMITTEES

Committees shall be established by the Board of Directors to meet the needs of the Booster Club. The Board shall provide a description of the committee's purpose and guidelines, including its financial authority and/or budget, if any. The Chair of the committee will provide a status report at the next regular Board meeting. Committees may include coaches and any other interested members of the Booster Club.

ARTICLE IX GENERAL MEMBERSHIP MEETINGS

- A. General Membership meetings of the Booster Club will be held as necessary throughout the year, with a minimum of two (2) meetings per year, one in the Fall and one in May. Dates and times of meetings shall be determined by the Board of Directors and announced prior to the first regular General Membership meeting of the fiscal year. In addition, written notice of each meeting, or of any change in the meeting date or time, shall be provided to Booster Club members at least three (3) days before the scheduled meeting, unless emergency conditions prevent such notice being given. The notice provisions of this section may be satisfied by email to the address provided to the Booster Club by each member.
- B. During the September meeting, Booster Club officers for the following year will be elected.
- C. During the first regular General Membership meeting of the year, the Booster Club's budget for that fiscal year shall be approved.
- D. Special meetings of the Booster Club may be called by the President or upon written request of a majority of the Board of Directors, with three (3) days' written notice to each Booster Club member.
- E. Attendance of five (5) Booster Club members in good standing shall constitute a quorum for the transaction of business at a General Membership meeting.

ARTICLE X FINANCES

- A. The fiscal year of the Booster Club shall run from January 1 through December 31 of each year.

- B. All funds of the Club shall be deposited into a designated Bank account to the credit of Campbell HS Spartans Wrestling Booster Club, Inc.
- C. At each meeting of the general membership, the Treasurer shall make a report of the amount and source of funds collected, all expenses, and the cash balance in the Club's Bank account.
- D. No loans shall be taken out in the Booster Club's name except with the approval of the Board of Directors and the express written permission of the Principal of Campbell High School.
- E. Expenditures:
 - 1. The President and Treasurer must approve all expenditures. Approval may be obtained by email. Any expenses approved by email shall be reported at the next Board of Directors meeting and recorded in the minutes.
 - 2. Any disbursement over \$1000 must be approved by the Board of Directors.
 - 3. Anyone seeking reimbursement of expenditures must submit a reimbursement request and proper supporting documentation (such as a receipt for items purchased) to the Treasurer.
- F. An accountant will be retained to review the Booster Club's financial records at the end of each fiscal year. The accountant's report will be presented to the general membership at the first General Meeting following receipt of such report.
- G. A budget will be presented each year at the first General Membership Meeting of the fiscal year for approval by the general membership.

ARTICLE XI CONFLICT OF INTEREST

- A. Purpose

The purpose of the Conflict of Interest policy is to protect the Booster Club's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Booster Club 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 conflicts of interest applicable to non-profit and charitable organizations.
- B. Definitions:
 - 1. Interested Person - Any director, officer, or member of a committee with Board-delegated governing powers, who has a direct or indirect financial interest, as defined below.
 - 2. Financial Interest - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family;
 - 3. An ownership or investment interest in any entity with which the Booster Club has a transaction or arrangement;
 - 4. A compensation arrangement with the Booster Club or with any entity or individual with which the Booster Club has a transaction or arrangement; or
 - 5. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Booster Club 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.
- C. 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 Board of Directors.
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, the interested person shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board 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 Board 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 Booster Club President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - C. After exercising due diligence, the Board shall determine whether the Booster Club 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 Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Booster Club’s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, the Board 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 Board has reasonable cause to believe an officer, director, or member of a committee with Board-delegated governing powers has failed to disclose actual or possible conflicts of interest, it shall inform that person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.
 - B. If, after hearing the person’s response and after making further investigation as warranted by the circumstances, the Board determines the person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE XII CORPORATE POWERS

- A. Duration: The Booster Club shall have perpetual duration and succession in its corporate name.
- B. Powers:
 1. The Booster Club has the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, including without limitation those powers enumerated in and by Section 14-3-302 of the Georgia Nonprofit Corporation Code, Official Code of Georgia Annotated (O.C.G.A.), in

effect on the date of ratification of these bylaws, or as expanded by amendment thereafter by the Georgia General Assembly, which powers are incorporated hereby by reference.

2. In anticipation of or during an emergency, the Booster Club's Board of Directors shall also have the powers enumerated in and by O.C.G.A. § 14-3-303, in effect on the date of ratification of these bylaws, or as expanded by amendment thereafter by the Georgia General Assembly, which powers are incorporated herein by reference. In accordance with O.C.G.A. § 14-3-303 (d), an "emergency" exists for the purpose of this sub-section if a quorum of the Booster Club's directors cannot readily be assembled because of some catastrophic event.
- A. Indemnification: The Booster Club shall indemnify its officers, directors, and Board of Directors to the extent authorized by O.C.G.A. §§ 14-3-850 et seq.
 - B. Insurance: Liability insurance may be purchased by the Booster Club on behalf of those persons for whom it is entitled to purchase and maintain such coverage under, and to the extent permitted by, O.C.G.A. § 14-3-857.

ARTICLE XIII RESOLUTION OF DISPUTES

- A. Any claim, controversy or disputes arising from or relating to the Articles of Incorporation or bylaws of Campbell HS Spartans Wrestling Booster Club, Inc., or the breach thereof (hereinafter "dispute", which term is to be interpreted expansively), shall be settled by mediation.
- B. If mediation is unsuccessful, said dispute shall be resolved through arbitration. The methods described in this Article shall be the sole remedy for any such dispute, except to enforce an arbitration decision. This Article is governed by both the U.S. Federal Arbitration Act and the Georgia Arbitration Act and shall continue to govern any dispute that may arise during or relating to any term of membership with the Booster Club, even after such membership is terminated for any reason.

ARTICLE XIV INTERPRETATION, CONFLICTS AND DISSOLUTION

- A. Interpretation:
In the event there shall be two interpretations of any part of these By-Laws, one that would be illegal or invalid, and another, which would be legal or valid, then the interpretation, which would be legal or valid, shall be used. In any legitimate controversy to the interpretation of any part of these By-Laws, the decision of the Board of Directors to the proper interpretation of those parts in controversy shall be final and binding.
- B. Conflicts:
In the event that any part of these By-Laws shall conflict with other parts of these By-Laws, then the conflicting provision containing the strictest provision shall be valid, in the event that part of these By-Laws shall conflict with the purposes of the Organization, then the conflict shall be resolved in favor of the interpretation carrying forth the purposes of the Organization. In the event that any part of these By-Laws might disqualify the Organization from maintaining the status as an organization described in Section 501(c)(3) of the Internal Revenue Code, then such part shall be null, void and of no force and effect to the extent necessary, so that the Organization will be an organization described in Section 501(c)(3).
- C. Dissolution:

If at any time the need to disband and dissolve the booster club Inc arises, The Head Coach, Principal and Executive Board shall meet and formally dissolve the organization. At the time of the dissolution any and all assets of Campbell Spartan Booster Inc shall become the property of Campbell High School for the use of the Campbell High School Wrestling program. Should there be a dissolution, the executive board will have 30 days from the date of that decision to reconcile and turn over all bank account information, documentation kept and recorded by the board and any and all information related booster club to the Head Wrestling Coach and Principal of Campbell High School.

**ARTICLE XV
PARLIAMENTARY AUTHORITY**

“Roberts Rules of Order, Revised” shall govern Booster Club proceedings in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

**ARTICLE XVI
AMENDMENT OF BYLAWS**

- A. The bylaws may be amended at any scheduled meeting of the general membership by a majority vote of members present if there is a quorum in attendance.
- B. Approved changes to any of the Booster Club’s bylaws shall be announced to the general membership at the next regularly scheduled General Membership meeting.
- C. Upon request, members of the Booster Club shall be entitled to a copy of the bylaws and any changes thereto.

**ARTICLE XVII
ADOPTION OF BYLAWS**

- A. The officers of the Booster Club at the time of the adoption of these bylaws shall remain the officers of the Booster Club and shall continue to serve in such offices for their designated terms.
- B. These bylaws shall take effect immediately upon approval by the general membership.

These bylaws were adopted by the general membership of Campbell HS Spartans Wrestling Booster Club, Inc. on this 30th day of September, 2019.

The following changes and ratifications have been approved by the general membership of the booster club:

Revision	Change Date	Ratification Date	Change Log
.1.001	08/08/2021	08/10/2021	<ul style="list-style-type: none"> 1. Change incorporated name from Spartans Wrestling Booster Club, Inc. to Campbell HS Spartans Wrestling Booster Club, Inc. 2. Added change log

PRESIDENTS PRINTED NAME HERE

SECRETARIES PRINTED NAME HERE

PRESIDENTS SIGNATURE HERE

President
Spartan Wrestling Club, Inc.

SECRETARIES SIGNATURE HERE

Secretary
Spartan Wrestling Club, Inc