

**BYLAWS
OF
WOLFPACK FASTPITCH CLUB**

**ARTICLE I
OFFICES**

Section 1. Registered Office. The **Wolfpack Fastpitch Club** shall at all times maintain in the State of **Georgia** a registered agent, whose business office shall be the registered office of the **Wolfpack Fastpitch Club**.

**ARTICLE II
PURPOSES**

Section 1. Nature of Corporation. The **Wolfpack Fastpitch Club**, a nonprofit association is organized and shall be operated in accordance with the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations issued thereunder.

Section 2. Primary Purposes. The Wolfpack Fastpitch Club shall operate in full support of the school principal, athletic director and head softball coach at North Paulding High School. It will be the organization's purpose to follow the policies, methods, eligibility requirements, or other practices of the North Paulding High School athletic department or administration.

**ARTICLE III
GENERAL MEMBERSHIP**

Section 1. General Membership. There shall be two (2) classes of membership in the Booster Club: Active Members and Associate Members.

A. Active Membership is open to parents and/or legal guardians of current players. It is a voting membership category to those who have paid their annual team dues.

B. Associate Membership is open to any individual who is interested in supporting the activities of the Booster Club and has a genuine interest in the promotion of the softball program. It is a voting membership category to those who have paid their annual team dues. The Principal of the school and Director/Sponsors/Coaches of the softball program will also be considered Associate members of the Booster Club.

Section 2. Voting Privileges. Annual team dues will be used solely to promote the purpose of the Booster Club

A. Payment of team dues entitles Active and Associate Members the right to vote on Booster Club business at general meetings.

B. One vote per paying family is allowed. No more than one (1) vote shall be cast within each family.

C. Team dues will not be refunded at any time for any reason.

**ARTICLE IV
BOARD OF DIRECTORS**

Section 1. General Powers. The Board of Directors shall have the general power to manage and control

the affairs and property of the **Wolfpack Fastpitch Club**, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors.

Section 2. Number, Election, and Term of Office. The Board of Directors shall consist of no less than five (5) and no more than ten (10), members. Election to the Board of Directors shall be by majority vote of the attending paid members at a General Membership meeting, which shall occur, except in the case of filling vacancies, at each annual meeting. Each Director must have a child in the metro or high school program for one (1) year prior to hold a position on the Board of Directors. Each Director shall hold office for a term of one (1) year and until his successor is elected or re-elected.

Section 3. Qualifications. A candidate for office shall have been a member for at least one regular season prior to the time of nomination. No member shall hold more than one office at a time. A candidate for president should be the parent/legal guardian of a junior or senior player. A candidate for vice-president should be the parent/legal guardian of a junior or under player.

Section 4. Officers. The Board of Directors may nominate from among its general membership a President, Vice-President, Secretary, Treasurer and such other officers as it may consider appropriate with such duties as it may prescribe.

Section 5. Vacancies. Any vacancy occurring on the Board of Directors prior to the expiration of a term shall be filled by such person as shall be elected by the remaining members of the Board of Directors. A Director so elected to fill a vacancy shall hold office for the unexpired term of his predecessor in office.

Section 6. Annual and Regular Meetings. The Board of Directors shall hold an annual meeting at such time and place as the Board of Directors shall by resolution prescribe. The Board of Directors may by resolution prescribe the time and place of such other regular meetings. The coaching staff will be invited to all meetings. Regular business meetings will be held monthly during the fiscal year.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any reasonable date, hour, and place for holding any special meeting of the Board called by them. The coaching staff will be invited to all meetings.

Section 8. Notice. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, and the purpose of, any annual meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

Section 9. Quorum and Proxies. A majority of the total number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but, if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Proxies shall not be permitted.

Section 10. Compensation. Directors as such shall not receive any stated salaries for their services but may be reimbursed for reasonable expenses. Nothing herein shall be construed to preclude any Director from serving the **Wolfpack Fastpitch Club** in any other capacity and receiving compensation, therefore.

Section 11. Informal Action. Any action may be taken without a meeting of the Directors if consent in

writing setting forth the action so taken shall be signed by all of the Directors.

Section 12. Resignation; Removal. (a) A Director may resign from the Board of Directors at any time by giving notice of his resignation in writing addressed to the President or Secretary of the **Wolfpack Fastpitch Club** or by presenting his written resignation at an annual, regular, or special meeting of the Board of Directors. (b) Except as otherwise provided by law, at any meeting of the Board of Directors called expressly for that purpose, any Director may be removed, with or without cause, by the vote of a majority of the Directors then in office.

ARTICLE V REGULAR COMMITTEES

Section 1. Purposes. The Board of Directors may establish such regular committees to assist it in the performance of its duties as it considers appropriate.

Section 2. Number, Election, and Term of Office. The number of members of each regular committee shall be determined by the Board of Directors. Members of each regular committee shall be elected by the affirmative vote of a majority of the Board of Directors and shall serve until resignation or removal by the affirmative vote of a majority of the Board of Directors.

Section 3. Officers. The President may designate from among the members of each regular committee a Chairman and Vice Chairman of such committee, and such other officers as the President may determine. The Chairman, Vice Chairman, and any other officers of each such committee shall have such duties as the President prescribes.

Section 4. Vacancies. Vacancies in the membership of any committee shall be filled by the Board of Directors.

Section 5. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules. Each committee may adopt rules for its own government not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

Section 7. Powers. Each regular committee shall have such powers as the Board of Directors may grant it consistent with law, the Articles of Incorporation, and the Bylaws.

ARTICLE VI OFFICERS

Section 1. Officers. The Officers of the **Wolfpack Fastpitch Club** shall be a President, Vice President, Secretary, Treasurer, and such other Officers as may be elected in accordance with the provisions of this Article. Not more than one office may be held simultaneously by the same person.

Section 2. Election and Term of Office. The Board of Directors shall consist of no less than five (5) and no more than ten (10), members. Election to the Board of Directors shall be by majority vote of the attending paid members at a General Membership meeting, which shall occur, except in the case of filling

vacancies, at each annual meeting. Each Director must have a child in the metro or high school program for one (1) year prior to hold a position on the Board of Directors. Each Director shall hold office for a term of one (1) year and until his successor is elected and qualified.

Section 3. Qualifications. A candidate for office shall have been a member for at least one regular season prior to the time of nomination. No member shall hold more than one office at a time. A candidate for president should be the parent/legal guardian of a junior or senior player. A candidate for vice-president should be the parent/legal guardian of a junior or under player.

Section 4. Removal. Any Officer may be removed upon an affirmative vote of two-thirds of the entire Board of Directors, whenever in its judgment the best interests of the **Wolfpack Fastpitch Club** would be served thereby.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. President. The President shall be the chief executive officer of the Wolfpack Fastpitch Club and, in general, shall supervise and control all of the business and affairs of the Wolfpack Fastpitch Club. He/she may sign, with the Secretary or any other proper Officer of the Wolfpack Fastpitch Club authorized by the Board of Directors, any documents which the Board of Directors has authorized to be executed; and he/she shall perform all such other duties as may be prescribed by the Board of Directors from time to time. The President will be the official liaison between the Wolfpack Fastpitch Club and the Head Softball Coach and North Paulding High School.

Section 7. Vice President. In the event the resignation or removal of the President, the person who serves as Vice President shall assume the office of President until the Board of Directors elects a successor to the President and shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

Section 8. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; be custodian of the corporate records and seal; and perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 9. Treasurer. The Treasurer shall be responsible for all funds and securities of the Wolfpack Fastpitch Club; receive and give receipts for monies due and payable to Wolfpack Fastpitch Club and deposit all such monies in the name of the Wolfpack Fastpitch Club in such banks or other depositories as shall be selected in accordance with the provisions of the Bylaws; and perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. The Treasurer will prepare an annual budget each year with input from the head softball coach and the school's administration and present a budget for the fiscal year at the Meet The Pack meeting.

Section 10. Metro Program Coordinator. The Metro Program Coordinator shall serve as the primary point of contact to the Board of Directors for coaches, parents and players participating in that program; represent their interest(s) in matters brought before the **Wolfpack Fastpitch Club** Board of Directors; and perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 11. Volunteer Coordinator. The Volunteer Coordinator shall serve as the primary point of contact to the Board of Directors and parents participating in the committees set up by the program; and perform such other duties as from time to time may be assigned to him/her by the President or by the

Board of Directors.

**ARTICLE VII
CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 1. Contracts. The Board of Directors may **not** authorize any Officer or Officers, agent or agents of the **Wolfpack Fastpitch Club**, in addition to or in place of the Officers so authorized by the Bylaws, to enter into a contract or execute and deliver any instrument or document in the name and on behalf of the **Wolfpack Fastpitch Club**, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, and Similar Documents. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the **Wolfpack Fastpitch Club**, shall be signed by President or Treasurer of **Wolfpack Fastpitch Club** and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of the **Wolfpack Fastpitch Club** shall be deposited from time to time to the credit of the **Wolfpack Fastpitch Club** in such banks or other depositories as the Board of Directors may select.

Section 4. Gifts and Contributions. The Board of Directors may accept on behalf of the **Wolfpack Fastpitch Club** any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the **Wolfpack Fastpitch Club**. Such contributions, gifts, bequests, or devises shall be in conformity with the laws of the United States, the State of **Georgia**, and any other relevant jurisdiction.

**ARTICLE VIII
BOOKS AND RECORDS**

The **Wolfpack Fastpitch Club** shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. "Roberts" Rules of Order shall generally apply to all meetings, in all cases in which they are applicable and not inconsistent with these bylaws.

**ARTICLE IX
FISCAL YEAR**

The fiscal year of **Wolfpack Fastpitch Club** shall begin in the month of May and end in the month of November in each year.

**ARTICLE X
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the law of the **State of Georgia** or under the provisions of the Articles of Incorporation or the Bylaws of the **Wolfpack Fastpitch Club**, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XI
AMENDMENTS TO BYLAWS**

The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by majority vote of the General Membership present at any annual, regular or special meeting, if at least fifteen (15) days written notice is given of intention to alter, amend or repeal the Bylaws or to adopt new Bylaws at such meeting.

**ARTICLE XII
DISSOLUTION OF ORGANIZATION PURSUANT TO 501(C)(3) REQUIREMENTS**

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.