

**AMENDED BY-LAWS
OF
DACULA ATHLETIC ASSOCIATION, INC.**

ARTICLE I

NAME, PURPOSE AND DEFINITIONS

- 1.1 The name of this non-profit organization shall be **DACULA ATHLETIC ASSOCIATION, INC. aka DAA.**
- 1.2 The purpose of this non-profit, voluntary organization shall be that of Youth Development and Recreational Activities.
- 1.3 The following terms are used throughout this document and are defined as follows:

DAA Fiscal Year – November 1st through October 31st

DAA Member – (a) any person having registered a participant in a DAA sport(s) between November 1st and October 31st (annual year), or (b) any individual who has been granted DAA membership status per the Non-Participant Membership Policy and in good financial standing with DAA¹. A DAA Member is no longer a member if a participant is registered at a different Athletic Association. A DAA Member surrenders his/her membership when a participant is registered at a different athletic association **AND** has no other active participant at the park.

DAA Policy and Procedure Manual – Knowledge resource for DAA day to day operations, policies, processes and etc.

Executive Board Members – the DAA governing body, is comprised of all Officers and Sports Board Directors

Officers – President, Vice-President, Secretary, Treasurer, Co-Treasurer, Communications/Technical Director

Sports Board Directors – Basketball Director, Baseball Director, Football Director, Cheerleader Director and Softball Director

Sports Board – governing body of a DAA sport, including the Sports Board Director. Each Sports Board also consist of at least the following positions: Assistant Director, Secretary, Treasurer, Co-Treasurer, Communications, Uniforms

Sports Board Member – DAA Members who collectively serve on a Sports Board, including the Sports Board Director

¹ Outstanding debts (not including up to date payment plans) constitutes a member not in good financial standing

Special Committee – A special committee is comprised of DAA member(s) established by the Executive Board or Sports Board, but must be approved by the Officers. The committee must have a defined purpose, roles, management and end of life (i.e. justification/reason for the committee, how the committee will interact with DAA Members and/or DAA Boards), who the committee reports to and when the committees term has expired.²

Participant – Registered DAA sports athlete

Special Called Meetings – Meetings outside of regular normal meeting times. These ad-hoc meetings are used to address concerns where it is more prudent to meet prior to the regularly scheduled Executive or Sports Board meeting. These meetings can be called by the President, majority of Executive Board, Sports Director, or Majority of the sports board. A sports board member can request a special meeting with the Executive Board or Officers, such request must be in writing and approved by the majority of the requested board.

Articles of Incorporation – This document

ARTICLE II

MEMBERSHIP AND DUES

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

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

2.3 The Dacula Athletic Association, Inc. shall at all times observe all local, state and federal laws which apply to non-profit organizations as defined in Article 501(c) (3) of the Internal Revenue Code.

2.4 The Board shall have the power and authority to create special classes of membership providing certain rights and privileges for any such special class of membership created.³

2.5 The Executive Board may expel a member, a coach, a sports director, a board member, an Officer or a participant in any athletic activity upon the affirmative vote of two-thirds of the Sports Board's members in attendance at a properly called meeting for good cause shown, subject to appeal to the Executive Board where majority vote is final. Good cause for purposes of this provision shall be defined as a crime involving moral turpitude or any conduct in contravention of the purposes of the Association, the failure to adhere to Executive Board directives, or any violation of the Code of Conduct of The Dacula Athletic Association, Inc.

² Committee Members are not elected (but may be comprised of current Board Members or Officers), and possess **no voting powers** unless already serving in a position with voting powers, which in such case, shall not be interpreted as such member having (2) votes.

³ As of 3.16.15 DAA has no special class of membership other than Non-Participant Membership

ARTICLE III

MEETINGS

3.1 An annual meeting of the members for the purpose of electing the Officers and Directors (“Executive Board”) of this Association shall be held in October with the exception of Basketball, which will be held in April. Other matters may be brought to the members at either meeting. Sports Board Directors shall take office referenced in the Table 1. The November meeting shall be used as a transition meeting between outgoing and incoming Executive Board members.

Table 1

Groups	Elections	Term Begins	Term Ends
Officers	October	January Meeting	December Meeting
Sports Boards Directors ⁴	October	December 1 st	November 30 th
Basketball Director	April	May Meeting	April Meeting

3.2 Special Called Meetings for Sports Boards or Executive Boards shall be held on an as-needed basis. Official meetings may be called by the President and one other Officer; or by the majority of the Executive Board for Executive Board matters. For sports board matters official meetings may be called by the Sports Director and Assistant Director or by the majority of the Sports Board.

3.3 Special Called Meetings of the general membership may be called for any lawful purpose provided twenty-five (25) petitioning active members in good standing so indicate their assent to such call or provided the President or four or more Executive Board Members call for such a meeting.

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

3.5 Any number of members present in excess of twenty-five (25) at either annual meeting of the general membership constitutes a quorum. Voting shall be by majority vote cast in person. No proxy voting is allowed.

3.6 Regular meetings of the Executive Board and Sports Board shall take place on a monthly basis, or additional as needed. These meetings may take place in person or via teleconference.

3.7 A majority of attendance for Executive Board and Sports Board meetings shall constitute a quorum for the transaction of business at a meeting. Business and acts conducted at a meeting in which a quorum exists shall be considered an act of the entire Board. A written report of the business transacted at each Board meeting shall be made by the Secretary and distributed at the next meeting of the Board respectively.

3.8 All meetings of the Association and its committees shall be conducted pursuant to Roberts Rules of Order with the President or the President’s delegate, Director or the Director’s delegate, responsible for the implementation of parliamentary procedure necessary for the orderly conduct of any meeting.

⁴ Including Sports Board Members

ARTICLE IV

GOVERNANCE

4.1 Eleven (11) Executive Board members, six (6) of whom shall be Officers, will be elected to serve for one year⁵. Officers shall consist of President, Vice President, Secretary, Treasurer, Assistant Treasurer and Director of Communications. A list of names, addresses and phone numbers of all Executive Board Members shall be sent to Gwinnett County Parks and Recreation Division Area Supervisor within thirty (30) days of the election.

4.2 If an Officer, Sports Board Director or Sports Board Member resigns, or is removed during their term, he/she may not be appointed or elected to any Board (Sports or Executive), or any committee until three (3) years has passed from the date of their resignation or removal, unless approved by the Executive Board. No board member shall serve in any governing capacity in any other recreational athletic association, except that a board member may serve in such capacity at a high school athletic association or college athletic association or as approved by the Executive Board. This section shall not apply to serving in any executive capacity or being a board member of the GFL, Dixie Youth, or any sport officials association as well as any other professional organization not in direct “competition”⁶ with the Dacula Athletic Association, Inc.

4.3 The eleven-member Executive Board shall be a policy-making Board and will have the responsibility for setting policy as it pertains to field assignment, coach selection, approval of all fund-raisers, the approval of the Association’s role in such organizations as the Gwinnett Football League, Dixie Youth and ASA Softball, establishing the rules and regulations for concession and gate receipts, the implementation of a budget approval process for each sport, and the implementation of an equipment manager process for each sport and all items referenced in section 4.12(d). All policies, processes and procedures shall not conflict with Gwinnett County Parks and Recreation.

The Executive Board shall act as the appeals board should any Executive Board, Sports Board or Committee Member, Coaches, etc. right to serve and/or participate in the Association be terminated for one or more seasons, shall act as a liaison with the County in all field assignments and other matters relevant to the operation of the Association, shall approve all contracts entered into by any member of the Association for any reason, and shall make a final decision regarding any changes in sport affiliation.

The Executive Board shall have the responsibility of the day-to-day implementation of the policies set by the Executive Board. The Executive Board specifically reserves the right to approve all capital expenditures in excess of \$2,500.00, all contracts of employment, any contracts for taking pictures or any fund raising, and all other expenditures on behalf of any individual Sports Board.

4.4 Officers will have the authority to act on behalf of a Sports Board in the event a Sports Board does not have a Sports Director⁷, or by a majority vote of the Officers. The action of a majority vote of the Officers to manage a Sports Board shall be accompanied by specific details defining why such action is necessary and the duration the Officers will manage the Sports Board. The President will act as ex officio of the Sports Board unless otherwise designated by majority vote of the Officers.

⁵ Modification from a one year term requires a unanimous vote of the Executive Board.

⁶ Hebron, MVAA, AAA, etc.

⁷ For example Director is removed, he/she has vacated the position, no one is elected to the position, etc.

4.5 The President: (must have at least 2 completed terms serving on the Executive Board to be eligible for this position)

- a. shall be the Chief Executive Officer of the Association and Chairman of the Executive Board charged with the duty of supervising all its functions subject to policy direction from the Executive Board.
- b. shall be responsible for the implementation of the Association objectives and shall see that the policies set by the Executive Board be carried out by each Executive Board, Sports Board or Committee member in the Association.
- c. shall have the power to appoint Standing and Special Committees and shall serve as an ex-officio member of all committees except the Nominating Committee.
- d. shall serve a one-year term.
- e. may co-sign checks.

4.6

The Vice President: (must have at least 2 completed terms serving on the Executive Board to be eligible for this position)

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

4.7

The Secretary:

- a. shall be responsible for keeping all books and records of the Association in an organized, concise fashion, including the minutes of all meetings
- b. shall be responsible for coordinating the time and location of Executive Board meetings and membership meetings.
- c. shall serve as a parliamentarian at these meetings or shall appoint someone to serve.
- d. shall provide such other assistance to the President and Vice-President as may from time to time be required.
- e. may co-sign checks.
- f. shall serve a one year term.

4.8

The Treasurer: (must have at least 1 year of professional accounting experience i.e. accountant, banker, etc. to be eligible for this position, TBD by the Executive Board)

- a. shall be the Chief Financial Officer of the Association
- b. shall be responsible for presenting and reporting accurate and timely financial information (present and historical) for the association.
- c. shall ensure that sport treasurers adhere to the financial policy, specifically but limited to all financial transactions associated with fund-raising, registration, and sponsor money.
- d. shall develop, maintain and present a seasonal budget for their respective sport.
- e. shall execute audits of the concessions, fund raisers, and other money-raising events sponsored by the Association on a regular and/or random basis or as requested by the President
- f. shall provide such other assistance to the Executive Board as needed
- g. shall serve a one year term

4.9

The Director of Communications:

- a. shall be responsible for the association communication and develop & maintain all communication tools including, association newsletter, web page and press notices and etc.
- b. shall be responsible and the administrator of the associations sports management tool (i.e. registrations, email blast, and etc.)⁸
- c. shall provide such other assistance to the President, President Elect, Treasurer and Secretary as may from time to time be requested.
- d. Shall serve a one year term.

4.10

The Treasurer Elect

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

4.11

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

- a. shall consult with their respective board members, be responsible for all matters related to the operations their respective sports.
- b. shall attend all necessary district and state sports meetings or designate a representative
- c. shall be that sports representative on the Executive Board.
- d. shall have the responsibility for coordinating with the Executive Board the policy for field assignment, coach selection process, budget approval process, equipment manager process, concession stand operation, as well as the implementation of other policy-making decisions agreed by the respective Sports Board.
- e. shall have the right to make day-to-day decisions regarding that sport subject to the policy-making decisions set by the Executive Board and respective Sports Board.
- f. shall, based upon direction by the Board, be authorized to co-sign checks pertaining to expenditures for their individual Sports Board.
- g. shall server a one year term

4.12 Sports Boards:

- a. Baseball, Basketball, Softball, Football, and Cheerleading are each authorized to formulate a Sports Board consisting of no more than the following number of members:
 - Baseball - twenty (20) members
 - Basketball - twelve (12) members
 - Cheerleading – twelve (12) members
 - Football – sixteen (16) members
 - Softball – twelve (12) members

excluding the Sports Director who will serve as the Director of the Sports Board for the purposes of carrying out the responsibilities associated with the sport. Sports Board Members shall be elected by the Members of the Association at an Annual Meeting. If a committee member resigns or is removed during their term, they may not be appointed or elected to any Board or any Committee until three (3) years has

⁸ Aka Sportsmanager

passed from the date of their resignation or removal, unless approved by the Executive Board majority during a properly called meeting. Up to one-half of each Sports Boards members shall be elected on a staggered-term basis with one-half retiring each year.

- b. Each Sports Board Member will serve a two-year term, but may be removed from office by the affirmative vote (majority) of the Executive Board.
- c. Shall be responsible for selecting and training the coaches for their respective sports.
- d. The Director of each Sports Board shall fill any vacancy on the Board subject to Board approval. Appointments shall be allowed to vote and will stand until the next general election. Anyone may serve on a Sports Board for more than one term but must run for election at the conclusion of their previous appointed term. The various Sports Boards of Football, Baseball, Softball Basketball and Cheerleading shall have the responsibility of implementing and executing policies and procedures drafted by the Executive Board for the following operational processes:
 - Selecting coaches
 - Determining playing time
 - Selecting uniforms
 - Assigning fields
 - Establishing rules of their game⁹
 - Establishing participating rules
 - And any other affairs and/or topics pertaining to operations of their sport

4.13 Nothing contained herein is intended to abrogate the powers of the Executive Board to set policy, approve budgets and make decisions for the Association. While the Executive Board is a policy-making Board and should not become involved in the day-to-day sport decisions, it retains the right to do so should an action by the Sports Boards be in material and/or direct contradiction to any documented DAA policy. The Sports Boards, subject to the direction provided by the Sports Director are responsible for decisions affecting their individual sport. No Sports Board shall have the power to contract with any entity absent specific Board approval.

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

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

4.16 The Executive Board, with a majority vote, shall fill any vacancy on the Executive Board (Officer or Director) and this appointment shall stand until the next general election. These appointments shall possess all voting and other responsibilities associated with the position.

⁹ This is not to be construed as the Executive Board drafts the rules of a sport. It allows the Executive Board the opportunity to provide consistent processes across all sports and/or specific concerns brought to the Executive Boards attention.

4.17 Each Sports Director in conjunction with the Treasurer will prepare an annual budget for each sport for approval by the Executive Board. The Executive Board is authorized to assess each sport a general administrative expense or other such fees and expenses in order to maintain sufficient operating revenue for the administrative expense of the Executive Board or in order to insure the continued operation of all programs. The Executive Board is also specifically authorized to establish a capital reserve fund and to require each sport to have its participants pay into the capital reserve fund such funds as may be voted on by the Executive Board from time to time in order to ultimately reserve enough funds to acquire on behalf of the Association such practice facilities as may be in the Association's best interest.

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

ARTICLE V

AMENDMENTS

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

ARTICLE VI

DISSOLUTIONS CLAUSE

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

ARTICLE VII

BOARD MEMBER ATTENDANCE

7.1 All members of the Executive Board are expected to be in attendance at all Board meetings whether it is a regularly scheduled meeting or a Special Meeting. If an Officer or Sports Director can't attend a meeting, he/she must notify the President, Vice President or Secretary at least eight (8) hours before the meeting begins. If a Sports Director cannot attend he/she must send a representative from that sport and may proxy their vote to the substitute representative. Failure to notify the above people, and/or failure to attend properly scheduled meetings, may be addressed by the Executive Board as follows:

First Offense: The Executive Board member shall submit in writing to the Executive Board the reason for his/her absence and intentions whether he/she intends to serve on the Executive Board.

Second Offense: The member shall state his/her reason for absence to the Board in person at the next scheduled Board meeting and request permission to remain on the Board (subject to majority vote).

Third Offense: The member may be removed from his/her position on the Board (subject to majority vote)

7.2 It is required that after an Officer or Sports Director termination, all correspondence, material, Receipts, financial data, equipment, monies due, etc. with respect to DAA must be returned to the association within seven (7) days. Returns must be made to a member of the Executive Board.

ARTICLE VIII

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

ARTICLE IX

9.1 The Dacula Athletic Association, Inc. agrees to adhere to any rules and regulations set forth by the Gwinnett County Parks and Recreation Division as may be from time to time amended.

ARTICLE X

ELECTION OF EXECUTIVE & SPORTS BOARDS

10.1 It is the Executive Security responsibility to confirm any applicant is eligible and meets the minimum qualification for an open Executive or Sports Board position. Interested members must submit their application to the Secretary at least five (5) days prior to the annual meeting. The Secretary will vet the applications and forward those eligible and qualified to the ballot.

10.2 Nominations will be accepted from the floor at the annual membership meeting¹⁰.

¹⁰ Floor nominees must meet current qualifications, if Executive Board approval is required the individual is not eligible.

10.3 Any member interested in applying for an open Executive Board or Sports Board position should complete an application and submit them to the Secretary no later than (5) days prior to the election. Applications are located on the Dacula Athletic Association website.

10.4 In order to serve as a Sports Director, you must have served two or more years on that Sports Board. Sports Board members who have a child of age and the child plays the sport in which the Sports Board member serves, the child must play for DAA. In order to serve as an Officer you must have a child that plays at DAA. DAA Members may serve on a maximum of two Boards simultaneously. This excludes a Sports Director serving as another Sports Director or an Officer serving as a Sports Director.¹¹

10.5 The names of all nominees for each open position will be entered on a single ballot and submitted to the membership present at the annual meeting. Those nominees for each office getting the greatest number of votes will be deemed elected in the open position. There is no proxy voting. Each family who has children participating in the Association is entitled to one vote only. There is no fractional voting. A list of the names, addresses, email addresses, and phone numbers of the newly elected Executive Board and/or Sports Board must be sent to the Gwinnett County Parks and Rec liaison within thirty (30) days of the election.

ARTICLE XI

11.1 All checks over a \$2,500.00 signed by anyone on behalf of The Dacula Athletic Association, Inc. must bear two (2) signatures, one of which must be an Officer of the Association and the other a Sports Board member or Officer. All Board Members of the Association must be bonded in the minimum amount of \$25,000.00.

ARTICLE XII

WAIVER OF NOTICE

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

ARTICLE XIII

13.1 All Board Members (Officer, Director and Sports Board members) shall serve without direct financial compensation. This does not prevent said Board Members to participate in a DAA Discount Program.¹²

13.2 Each Board Member (Officer, Director and Sports Board members), or his/her immediate family is prohibited from profiting personally in any transaction with the Association. In order to avoid any appearance of impropriety, any member of a Director's family, including but not limited to spouse, parents, children, step children, siblings, in-laws, aunts, uncles, and cousins to the third degree are specifically prohibited from being employed by or engaged in a contractual relationship with the Association in any capacity where that employment or contractual relationship results in the payment of any compensation in whatever form or

¹¹ For Executive Board, see specific positions for further qualifications

¹² See DAA Discount Program Policy

substance payable by the Association or its respective committee to such Board Member or member of his/her immediate family as defined herein.

ARTICLE XIV

14.1 Any action required or permitted to be taken at a meeting of the Executive Board may be taken without a meeting if written consent setting forth the action so taken is signed by all Executive Board members and filed with the minutes of the next Executive Board meeting. Such consent shall have the same force and effect as a unanimous vote.

14.2 Action by telephone call: Members of the Executive Board or any committee designated by the Executive Board may participate in a meeting of the Board or such committee by means of a conference telephone call or similar communication equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

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

ARTICLE XV

15.1 The President shall establish an Audit Committee consisting of at least three (3) members of the Association. The committee's membership shall change annually. The Audit Committee shall review the financial records of the Association and shall make a report at the annual meeting regarding the financial records of the Association to its members. All books and records of the Association may be inspected by any member, sports director or agent or attorney or any proper person at any reasonable time upon written demand stating such purpose. Copies of such records shall be furnished upon the paying of the costs associated with compiling same.

ARTICLE XVI

LIABILITY INSURANCE

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