



# **Mountain View Athletic Association**

## **By-Laws**

*Revised December 2018*

# **TABLE OF CONTENTS**

ARTICLE I – NAME AND PURPOSE.....	3
ARTICLE II – GOVERNANCE.....	3
ARTICLE III – MEMBERSHIP AND DUES .....	10
ARTICLE IV – CODE OF CONDUCT.....	12
ARTICLE V – MEETINGS .....	12
ARTICLE VI – ELECTION OF OFFICERS AND TERMS .....	14
ARTICLE VII – BOARD MEMBER ATTENDANCE.....	15
ARTICLE VIII – AUDIT COMMITTEE .....	16
ARTICLE IX – REMOTE & ELECTRONIC VOTING .....	17
ARTICLE X – COMPENSATION.....	17
ARTICLE XI – GWINNETT COUNTY .....	17
ARTICLE XII – LIABILITY INSURANCE .....	17
ARTICLE XIII – AMENDMENTS MVAA OPERATING DOCUMENTS.....	18
ARTICLE XIV – RECORDS .....	18
ARTICLE XV – DISSOLUTIONS CLAUSE .....	18

## ***AMENDMENTS / REVISIONS LOG***

12/2014 – Annual Meeting

12/2015 – Annual Meeting

12/2018 – Annual Meeting

# **MOUNTAIN VIEW ATHLETIC ASSOCIATION BY-LAWS**

## **ARTICLE I – NAME AND PURPOSE**

- 1.0 The name of this non-profit organization shall be **Mountain View Athletic Association, (MVAA)**.
- 1.1 The primary purpose of this association hereinafter referred to as MVAA or "The Association," is to promote, encourage, direct, and operate athletic programs for the children and youth of the Mountain View Community in Gwinnett County, Georgia. The Association will strive to promote good sportsmanship through its athletic programs and activities. MVAA's goals include the teaching of proper skills and techniques, practicing the principles of good sportsmanship, emphasizing physical fitness, and providing an opportunity for fun and enjoyment. The Association will not discriminate against any persons wanting to participate in an offered activity. The recreational and athletic activities will include, but will not be limited to, the operation of Baseball, Basketball, Cheerleading, Football, Lacrosse, Softball and Special Populations.
- 1.2 It should always be realized by all adults associated with MVAA that its programs are designed as a recreational outlet solely for the enjoyment of its youth. It is not intended as a hobby for adults seeking to inflate egos or to live vicariously through the child. MVAA's emphasis is on participation rather than on perfection.
- 1.3 In keeping with the community tradition, the official colors of MVAA will be Black and Vegas Gold with an accent of White. The Official mascot will be the Bear; the Executive Board of Directors will uphold the current logo and colors.

## **ARTICLE II – GOVERNANCE**

- 2.0 Executive Board Members shall consist of President, Vice President, Secretary, Treasurer, Director of Communications and Director of Fundraising. These (6) officers shall be referred to as the Executive Board. Each sport shall have one (1) elected Director and a minimum of five (5), but no more than fifteen (15) elected sports board members of each sport offered by MVAA to assist with the day to day operation of that sport. The Executive Board and Sports Directors shall constitute The Board of Directors. A list of names, addresses and phone numbers of all Board members shall be sent to Gwinnett County Parks and Recreation Division Area Supervisor within thirty (30) days of the election.

- 2.1 If an Executive Board Officer or a Sport Board Officer resigns during their term; they may not be appointed or elected to a Board position unless approved by the Board of Directors. No board member shall serve in any governing capacity in any other youth recreational athletic association in direct competition with the MVAA without prior approval from the Board of Directors whose decision is final. No one will serve in an official capacity with MVAA and also serve on an executive board of an affiliated MVAA league, to include but not limited to Gwinnett Football League, Gwinnett Basketball League, Greater Gwinnett Baseball League, Georgia Youth Soccer Association, Gwinnett Lacrosse League or any other organizational league in which MVAA is a participating member.
- 2.2 The Board of Directors shall act as a liaison with the County and Gwinnett County Board of Education and administer association funds in coordination with individual sports boards, execute consent forms, process sponsorship receipt request, obtain liability insurance for each sport, and other matters relevant to the operation of MVAA. Final decisions regarding any changes in day to day operations of the Sports Boards shall otherwise rest with the Sports Board officers using policies set by the individual sports boards. The Board of Directors specifically reserves the right to approve all expenditures in excess of approved annual budget for each individual sport area; all contracts entered into by the Sports Boards will require approval from the Board of Directors. Board of Directors shall make all final decisions regarding any changes in the sports affiliation.
- 2.3 The Executive Board shall be comprised of the President, Vice-President, Secretary, Treasurer, Director of Communications, Director of Fundraising and Immediate Past President.
- 2.4 **Executive Board President**
- A. Shall be the Chief Executive Officer of the Association and Chairman of the Board of
  - B. Directors charged with the duty of supervising all its functions subject to the orders of the Board of Directors.
  - C. The President shall vote only in the event of a tie.
  - D. Implementation of the total Association program and shall see that the policies set by the
  - E. Board of Directors and Sports Boards be carried out by each participant in the Association.

- F. D. Shall sign all checks along with the Treasurer and shall be bonded for at least \$25,000.

## 2.5 **Executive Board Vice President (VP)**

- A. Shall have all such powers and duties as generally are incidental to the position of the Vice President as may be assigned to him by the Executive Board President or the Board of Directors.
- B. Shall assume all duties of the Executive Board President when the President cannot perform them.
- C. Shall assist the Executive Board President in the furtherance of his duties as may be requested by the President.
- D. Shall oversee and coordinate selection of all vendors used by MVAA, making sure they have the proper insurance and are approved by the county.
- E. Shall ensure that all sports directors are following the Operational Guidelines for those sports and in accordance with the By-laws of MVAA.
- F. Shall serve as a Parliamentarian at these meetings or shall appoint someone to so serve.
- G. May sign checks for the Association and shall be bonded for at least \$25,000.

## 2.6 **Executive Board Secretary**

- A. Shall be responsible for keeping all books and records of the Association in an organized, concise fashion, including the minutes of meetings of all the Executive Board and Executive Board of Directors.
- B. Shall be responsible for coordinating the time and location of Board of Executive Board, Board of Directors and General Membership meetings.
- C. Shall maintain a membership roster.
- D. Shall maintain the current Executive Board officer information and Sport Board officer information and make sure Gwinnett County Parks and Recreation is kept updated.
- E. Shall be responsible for all insurance requirements for the Association.
- F. Provide written copies of the minutes at all regular, executive and special meetings.
- G. Record all votes
- H. Check the post office box on a regular basis.
- I. Maintain all files of correspondence.

- J. Shall be responsible for making sure that all volunteers have a background check run and a database is created.
- K. Shall collect and keep an updated and accurate record of receipts of all money received by the Association.
- L. Provide receipts of all money received by the Executive Board
- M. Turn all money collected over the Treasurer to deposit.
- N. Shall be bonded for at least \$25,000.

## 2.7 **Executive Board Treasurer**

- A. Shall be the Chief Financial Officer of the Association and will be responsible for keeping accurate financial records of disbursements and receipts of all money received by the Association from any and all sources.
- B. Shall be the Chief Financial Officer of the Association, shall deposit all monies received by the Executive Board.
- C. Shall submit financial reports to the Executive Board, Board of Directors, and Sports Boards and their Directors on a monthly basis.
- D. Shall provide financial reports at the Annual Meetings of the Association.
- E. Shall have audited all financial records of the Association by the Audit Committee semi-annually and by an Independent Auditor at the end of each fiscal year.
- F. Shall review and approve along with the Executive Board all budgets submitted by the individual Sports Boards.
- G. May sign checks and other legal instruments for the Association and shall be bonded for at least \$25,000.

## 2.8 **Director of Communications**

- A. Shall be responsible for public and community relations.
- B. Shall assist the Executive Board Vice President in the furtherance of his duties as may be requested by the Vice-President in relations to the community.
- C. Shall be responsible for maintaining the Association's website.
- D. Shall assist with all sports sign-ups.

## 2.9 **Director of Fundraising**

- A. Shall be responsible for the fundraising programs of the Association.

- B. Shall be responsible for Assisting the Director of Communications with public and community relations.
- C. Shall provide assistance with day to day operations of fundraising to all sports boards.
- D. Shall provide assistance as required to the Executive Board President, Vice President, Secretary and Treasurer.

2.10 **Immediate Past President**

- A. The Past President will take office at the end of their President term. If past President elects to not serve or resigns his position, it will go vacant until the next President elect takes the position.
- B. The Past President will provide an historical perspective and assist in the transition of the new Board.
- C. The Past President will vote in all Board matters.
- D. The Past President may be assigned specific duties and functions as directed by the Board of Directors and/or Executive Board
- E. The Past President will serve a term of one year or may be asked to remain if the position is vacant, by a majority vote of the Executive Board of Directors.

2.11 The Sports Boards shall be the day-to-day decision-making board for their sport and have voting rights on their respective board. Each Board can make appointments to their Boards based on the individual sport needs. All appointments to the Sports Board shall be approved by the Sports Director and the Executive Board of Directors. Only the Sports Director shall have voting privileges on the Executive Board of Directors.

2.12 **Director of Baseball, the Director of Basketball, the Director of Cheerleading, the Director of Football, the Director of Lacrosse, the Director of Softball and the Director of Special Populations** shall consult with their respective boards.

- A. Shall be responsible for all matters related to the playing or scheduling of their respective sports. This includes establishing and maintaining the rules and regulations for that sport, handling issues of field utilization, fund-raising events, uniform purchases, tournaments and All-Star participation.
- B. Shall be responsible for coordinating All-Stars.
- C. Shall attend all necessary district and state sport meetings.
- D. Shall be the sports representative on the Board of Directors.

- E. Shall have the responsibility for coordinating with the Board of Directors the policy for field assignments, the coach selection process, budget approval process, equipment manager process, as well as the implementation of other policy asking decisions rendered by the Board.
- F. Shall act as Chief Executive Officer for that sport and shall have the right to make day to day decisions regarding that sport subject to the policy making decisions set by the Board of Directors.
- G. Shall be responsible for training all coaches for their respective sports.
- G. Shall prepare the annual budget for their respective sport within ninety (90) days upon the completion of their sport and submit to the Executive Board for approval.
- H. Shall be authorized to co-sign checks, with their Board Treasurer for expenditures on their individual Sports Committee only.
- I. Shall have responsibility for maintaining Operational Guidelines and Rules and Regulations for their respective sport.
- J. Sports Directors and Treasurers shall be bonded for at least \$25,000.

## 2.13 **Voting Privileges**

### **A. Executive Board: (Executive Level)**

1. President-(Voting rights on all subjects in case of a tie); Executive level and Sports Board local level on issues brought before the Executive Board.
2. Vice President-(Voting rights on all subjects); Executive level and Sports Board local level on issues brought before the Executive Board.
3. Secretary-(Voting rights on all subjects); Executive level and Sports Board local level on issues brought before the Executive Board.
4. Treasurer-(Voting rights on all subjects); Executive level and Sports Board local level on issues brought before the Executive Board.
5. Director of Fundraising-(Voting rights on all subjects); Executive level
6. Director of Communications-(Voting rights on all subjects); Executive level
7. Immediate Past President-(Voting rights on all subjects); Executive level

### **B. Sports Board: (Local Level)**

- Sport Director-(Voting rights on all subjects) Executive level and Sports Board local level.

### **C. Sports Board**

Minimum (5) voting on Sports Board local level.

- 2.14 Any Board member who is directly affected by a decision of the Board shall not vote on that matter. This rule applies to both the Executive Board and to the respective governing boards of each sport. Direct affect 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 coaching position or coaching position of the immediate family is directly affected by the vote of the Board. As used in this paragraph, a member of the immediate family includes but is not limited to spouse, children, stepchildren, siblings, and parents.
- 2.15 The 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 expenses of the Board or in order to insure the continued operation of all programs. The Board is also specifically authorized to establish a capital reserve fund to require each sport to have its participants pay into the capital reserve fund such funds as may be voted on by the 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.
- 2.16 The Association shall indemnify each person who acts as an Officer or Director of the Association against expenses actually and necessarily incurred in the defense of any action, suit or proceeding in which such Officer or Director is made party by virtue or service as such Officer or Director. This provision does not indemnify Officers in the event of fraud, embezzlement, or any other breach of fiduciary duty.
- 2.17 The Board of Directors shall fill any vacancy on the Board by appointment and this appointment shall stand for the remainder of the unexpired term. The appointment must be voted on by a majority of the Board of Directors.
- 2.18 Each Sport shall include in their Operating Guidelines a detailed process for uniform bidding, coaching eligibility and selection, and draft procedures for their respective Sport.
- A. The uniform bidding process must include quotes from at least three (3) vendors each season, and the Sports Board must review and vote on the uniform selection.
  - B. For coaching eligibility and selection, the Sports Board must review and vote on the slate of coaches.

C. For draft procedures, the Sports Board must review and approve the draft process.

- 2.19 Background checks will be conducted on all Executive Board members, Sports Boards officers, coaches and team moms per the background screening policy. Each individual shall be checked at least once every three (3) years in order to ensure the safety and integrity of the members of MVAA is protected. Records of all background checks shall be maintained for a period of three (3) years by the MVAA Secretary and shall be kept completely confidential.
- 2.20 If a coach is suspended for a year, that person will lose the right to serve any current volunteer position elected or appointed that they may hold. This person will also be ineligible to run for any volunteer positions elected or appointed board positions for the duration of the suspension. All suspensions to include any suspension administered by MVAA or any other sports governing organization recognized by MVAA to include but not limited to; GGBL, GFL, GLL, ASA, Dixie Youth.
- 2.21 An Officer of the Association may be removed by a two-thirds vote of the Executive Board of Directors whenever in their judgment the best interest of the Association will be served by the removal. Reinstatement to the Board must be voted on by a majority vote of the Board of Directors.
- 2.22 Operation of all fundraising efforts for MVAA shall be decided by the Board of Directors.

### **ARTICLE III – MEMBERSHIP AND DUES**

- 3.0 Any person(s) having an active participation in the (MVAA) is eligible for membership. The term of a membership shall be for the Calendar Year (January-December) active participation occurs within. In the absence of having an active participation, membership rests with the Board of Directors. A member is any person that has paid a registration fee to MVAA in the previous 12 months. The Executive Board can make exceptions for those that have volunteered their time as a coach or board member, in that same time period, and vote them in as a member.
- 3.1 Mountain View Athletic Association 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.
- 3.2 A registration fee shall be charged for participation in each sport and/or activity at the rate specified by the respective Sport Board based on budget requirements and approved by the Executive Board of Directors. All registration fees collected from all programs and activities

shall be deposited in that Sports Board general fund. Expenditures must remain within the budget guidelines approved by the Executive Board of Directors. Expenditures exceeding this budget must be approved by the Executive Board of Directors, which will be based on the present overall financial position of the Association. All registrations after posted dates will be approved on a case-by-case basis by each sports board and placement will be determined at that time.

- 3.3 The Sports Directors and their Boards will establish registration fees, to include a late registration fee, and other ancillary requirements prior to registration commencement of any offered sports and submit to the Executive Board of Directors for approval. The elected Sports Board shall make a diligent effort to collect all money owed the association. The Sports Board shall recommend the suspension of membership of any person(s) with an outstanding debt and submit their recommendation to the Executive Board of Directors for approval. The suspension of membership will result in the loss of all rights and privileges of membership. These include: but not limited to, the right to vote, hold an elected office, register a child, or children, for any future activities. The Sports Board, upon the affirmative vote by a majority of the Board's members, has the right to waive this rule in cases of financial hardship.
- 3.4 Each Sports Director shall conduct an annual review of that sport's Operational Guidelines and Rules and Regulations and update them accordingly. In order to make any changes to the Operational Guidelines official, the changes must first be approved by a majority vote of the Sports Board, and then by a majority vote of the Executive Board. Should it be determined that during the course of the year that specific issues need to be addressed in a Sport's Operational Guidelines, individual items can be voted on by the Sport's Board but must be approved by a majority vote of the Executive Board in order to be implemented. Rules and Regulations will be managed by and subject to a majority vote of the governing body of the sport, with oversight by the Executive Board only if an item is in dispute by a member of the organization.
- 3.5 The refund policy shall be as follows: MVAA has adopted a **NO REFUND** policy. All appeals must be submitted in writing to the Executive Board of Directors.
- 3.6 All elected board members shall have their registration fee waived by a percentage up to 100% set annual by each Sports Board in appreciation for their volunteered time. No other discounts shall apply. This privilege can be revoked at any time the Board of Directors deems the privilege is detrimental to the advancement of MVAA.

## **ARTICLE IV – CODE OF CONDUCT**

- 4.0 Members of MVAA, including all Coaches, Assistant Coaches, Board Members, Directors, Age Group Coordinators, Officials, Parents, Spectators, and Participants shall at all times conduct themselves in such a manner so as not to discredit MVAA or any of its members. Conduct by spectators or coaches, including but not limited to outbursts that demean or belittle the players, coaches, board members or those officiating the game, has no place in the MVAA program and will not be tolerated. All who are associated with MVAA, including Coaches, Assistant Coaches, Board Members, Directors, Age Group Coordinators, Officials, Parents, Spectators, and Participants hereby agree that conflict with this Code of Conduct may in the sole discretion of MVAA Board of Directors, constitute grounds for suspension or expulsion of the Coach, Assistant Coach, Board Member, Director, Age Group Coordinator, Official, Parent(s), Spectators, and Participants.
- 4.1 Each Sport may review Code of Conduct violations within their Sport according to the Judicial Review process included in their Operational Guidelines.
- 4.2 The Board of Directors shall at all times have the full power and authority to expel from membership any person(s) whose activities might be termed detrimental to or inconsistent with; the By-laws, Code of Conduct, and/or the basic principles of this Association. Reinstatement to MVAA in any capacity must be voted on by the Executive Board of Directors.

## **ARTICLE V – MEETINGS**

- 5.0 A meeting of the members for the election of Executive Board and Sports Board Officers shall be held annually. This annual meeting, known as the Annual Meeting of the Association, shall be held on the 1<sup>st</sup> or 2<sup>nd</sup> Saturday of December. All elected officers shall take office beginning the 2<sup>nd</sup> Saturday of January with the exception of the basketball officers who shall take office beginning the 3<sup>rd</sup> Saturday of March and lacrosse officers who shall take office beginning the 2<sup>nd</sup> Saturday in June. A transition period of no less than 30 days must be utilized in order to ensure a smooth exchange of Officer responsibilities.

- 5.1 Special called meetings for any Sports Board shall be held on an as-needed basis or as called for by the President and one other Executive Board Member or by the majority of the Executive Board of Directors.
- 5.2 Public notice of the time and place of the Annual Meeting of the Association shall be given not less than thirty (30) days prior to the date set for such meeting. Public notice shall include the publication of the meeting date, place, and time in Gwinnett County's legal organ, emails to all members on the current roll, and the posting of a notice of the meeting on the MVAA website, at the concession stand area in the ballpark, roadside sign in front of the ballpark, on any roadside sign in front of the ballpark, or at any event of the Association taking place prior to the meeting.
- 5.3 Any number of active members in good standing present in excess of twenty-five (25) at any called Association meeting of the general membership constitutes a quorum. Voting shall be by majority vote cast in person. No proxy voting shall be allowed.
- Note: Annual Election meetings shall not require a minimum membership representation or a quorum. No proxy voting shall be allowed.**
- 5.4 Regular meetings of the Board of Directors shall take place on an as needed basis, at least four (4) times per year. These meetings will be open to the membership at large for attendance. Working sessions of the board shall not allow membership access.
- 5.5 Special meetings of the Board of Directors may be called by the President or by a majority of the Board upon notice to all members of the Board.
- 5.6 A quorum for the transaction of business at any regular or special meeting of the Board of Directors shall consist of one more than half of the voting members of the Board of Directors. The act of a majority of the Directors at a physical meeting in which a quorum exists shall be considered an act of the entire Board of Directors. The Secretary shall make a written report of the business transacted at each Board meeting and present it at the next meeting of the Board.
- 5.7 All meetings of the Association and its committees shall be conducted pursuant to Roberts Rules of Order with the Vice-President or the Vice-President's delegate responsible for the implementation of parliamentary procedure necessary for the orderly conduct of any meeting.
- 5.8 The secretary must bring a copy of these By-laws to every Board of Directors meeting.

## ARTICLE VI – ELECTION OF OFFICERS AND TERMS

- 6.0 The President shall appoint a nominating committee of five (5) members, three (3) from the general membership and two (2) from the current board. This committee shall present a slate of Officers and Directors to fill expiring terms to the Executive Board no later than ten (10) days prior to the annual meeting. The Executive Board shall make public the slate of nominees no later than seven (7) days prior to the annual meeting. Only current members, in good standing, are allowed to be placed on the ballot, with exceptions being made by the Executive Board, if there is a shortage of nominees. Any member under current suspension is not allowed to run for an elected position.
- 6.1 Election of Executive Board and Sports Board officers shall be held at the Annual Meeting of the Association. The nominee that receives the most votes will be considered the winners of the election. Members interested in running for a position on the Executive Board or Sports Boards must notify the Nominating Committee, in writing (14) days prior to the election. A ballot will be set six (6) days prior to the election by the nominating committee. The request should be a brief personal history, their qualifications and interests in regard to the position for which they wish to run. All elected officers must pass a background check prior to taking office. If any officer fails the background check criteria for MVAA, they will not be eligible to hold office. If this occurs, the person receiving the next most votes at the election will be elected. Two-thirds of the Board must reside in Gwinnett County.
- 6.2 Nominations from the floor will be allowed, but the nominee must be present to accept the nomination.
- 6.3 Elected offices of MVAA include the Executive Board which is comprised of the President, Vice President, Secretary, Treasurer, Director of Communications, and Director of Fundraising as well as the Sports Boards which are comprised of a Director of each sport being offered.
- 6.4 Each sport shall have a governing board, which is established in its Operational Guidelines. This governing board shall consist of both elected and appointed officials. Election of officials for each sport will be conducted during the same election as the director for that particular sport. Appointed officials must be reviewed and approved by a majority vote of that sport's elected board, with oversight by the Executive Board only if an item is in dispute by a member of the association.

- 6.5 Executive Board Terms: President, Vice President, Secretary, Treasurer, Director of Communications and Director of Fundraising will serve a two-year term without any compensation or financial remuneration in any regard.
- 6.6 Sports Board Terms: Director of each sport board and sport board members will serve a two-year term without any compensation or financial remuneration in any regard.
- 6.7 Executive Board and Sports Board Officers may run for re-election.
- 6.8 In order to be placed on the ballot for a Sports Director position, a person must have previously held a position (either elected or appointed) on that sport's board within the MVAA or on the Executive Board at MVAA. In order to be placed on the ballot for President of MVAA, a person must have previously been an elected member of the Executive Board or been a Director or Assistant Director of a sport in the MVAA program. Should someone with these qualifications not be interested in running for the position, it shall be opened up to include Head Coaches of the sports, individuals with board level experience at MVAA, or individuals who have held a similar position in other associations. Exceptions may be made by the Executive Board for unopposed positions after the nomination deadline has passed.

## **ARTICLE VII – BOARD MEMBER ATTENDANCE**

- 7.0 All members of the Executive Board of Directors and Sports Boards are expected to be in attendance at all Board of Director meetings, their respective Sport Board meetings whether it is a regularly scheduled meeting, or a meeting called by the President/Director. If a Board Member cannot attend a meeting, they must notify the President or Director of their respective Sport Board, the Vice-President, or Secretary at least eight (8) hours before the start of the meeting. Failure to notify the above people and failure to attend the meetings will be handled by the President or Board Direct as follows:
- First Offense: The member must submit in writing to the Board of Directors or respective Sport Board the reason for his/her absence and intentions in serving as a Board of Directors or Sports Board member.
  - Second Offense: The member must state their reason for absence to the Board of Directors or respective Sport Board in person at the next scheduled Board meeting and request permission to remain on the Board.

- Third Offense: The member will be removed from their position on the Board of Directors and/or the Sports Board within seventy-two (72) hours. It will be required that after removal from office, all correspondence, material, receipts, financial data, equipment, and monies due to the Association must be returned to a member of the Executive Board within seven (7) days. It will be required that after Officer termination, all correspondence, material, Receipts, financial data, equipment, monies due, etc. with respect to the MVAA must be returned to the association within seven (7) days. Returns must be made to a member of the Executive Board.

### **ARTICLE VIII – AUDIT COMMITTEE**

- 8.0 The Board of Directors shall establish an Audit Committee(s) consisting of at least three (3) members of the Association. At least one (1) member of the Audit Committee must be Certified Public Accountant (CPA) or be well versed in Generally Accepted Accounting Principles (GAAP). Members of the Audit Committee cannot be part of the Sports Board for which they are conducting review. The Audit Committee shall review the financial records of each Sport at the conclusion of each sports season to ensure compliance with the Association’s Financial Operating Procedures.
- 8.1 The Audit Committee will be tasked with the following:
- A. Review and recommend changes to the Financial Operating Procedures of the Association;
  - B. Review each sport’s compliance with the Financial Operating Procedures;
  - C. Review receipts/expenditures for the period;
  - D. Review Bank Account balances;
  - E. Ensure the presence of expenditure documentation (receipts, invoices, vouchers, etc.)
  - F. Review adherence of budget line items by review of Actual versus expected Income and Expenses;
  - G. Ensure adherence to separation of fiduciary responsibilities (double-sign checks, etc.);
  - H. Notify the Board of Directors of any material weaknesses in the financial reports or controls.
- 8.2 The Executive Board and Sports Board Treasurers shall submit all requested financial data to the Audit Committee no later than two (2) weeks after the sports season, or in the case of the Executive Board, within two (2) weeks of year-end.

- 8.3 The results of the Audit Committee shall be reviewed by the Board within sixty (60) days of the conclusion of the sport, or in the case of the Executive Board, within sixty (60) days of year-end.

### **ARTICLE IX – REMOTE & ELECTRONIC VOTING**

- 9.0 Any action required or permitted to be taken at a meeting of the Executive Board or MVAA Board may be taken without a meeting if written consent setting forth the action so taken is signed by all Executive Board members or MVAA Board and filed with the minutes of the next Executive Board meeting. Such consent shall have the same force and effect as a two-thirds majority vote.
- 9.1 Action by telephone call: Members of the Executive Board or any committee designed 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.

### **ARTICLE X – COMPENSATION**

- 10.0 All Executive Board Officers and Sports Board Directors shall serve without compensation of financial remuneration of any kind except as outlined in section 3.6. Each Executive Board Officer or Director is prohibited specifically from profiting personally in any transaction with the Association; however, along with all other members of MVAA, spouses and children shall be eligible for paid concessions, clean up or other such activities that may be open for hire to the general membership.

### **ARTICLE XI – GWINNETT COUNTY**

- 11.0 Mountain View Athletic Association 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 XII – LIABILITY INSURANCE**

- 12.0 Liability insurance in an amount not less than \$1 million dollars affording coverage to the Association, Gwinnett County Parks and Recreation, MVAA Directors, MVAA Officers, and all MVAA coaches shall be maintained by the Associations on a claims-made basis.

### **ARTICLE XIII – AMENDMENTS MVAA OPERATING DOCUMENTS**

13.0 Nothing contained herein is intended to abrogate the powers of the Executive Board of Directors to set policy, approve budgets, and make decisions for the Association. While the Executive Board of Directors is a policy-making Board and should not become involved in day-to-day sport decisions, the Board retains the right to do so should an action by the Sport Board be in material and direct contradiction to Board established policy. The Sport Boards, subject to the direction provided by the Sports Director, are responsible with decisions affecting their individual sport. No Sports Board shall have the power to contract with any entity without specific approval by the Executive Board of Directors.

The By-Laws of the Association may be subjected to amendment, or additional bylaws adopted by a two-thirds vote of the members present and voting. Notification of this meeting will be via an email to all members on the current roll and posted on the Association's website (A quorum shall be twenty-five (25) members as shown on the roll). The notification must specify the proposed changes to the Bylaws. The proposed amendment or new Bylaws shall be set forth verbatim. During any operating year, the Board of Directors may make Constitutional amendments by a two-thirds vote, provided proposed amendments do not undermine the expressed purpose of MVAA.

### **ARTICLE XIV – RECORDS**

14.0 All books and records of the Association may be inspected by any member, Director, Agent or attorney at any reasonable time upon written request stating such purpose. Copies of such records shall be furnished upon the paying of the cost associated with compiling same.

### **ARTICLE XV – DISSOLUTIONS CLAUSE**

15.0 In the event of DISSOLUTION of the Association all moneys and property will be donated wither to Gwinnett County Parks and Recreation to be used exclusively for the benefit of the children in the Mountain View area or to a successor association that may be formed to take the place of this Association.