**BYLAWS OF**

**CAMPBELL CHEERLEADING CLUB, INC.**

ARTICLE I

NAME

The name of this organization shall be Campbell Cheerleading Club, Inc., commonly known as the Campbell Cheerleading Booster Club and hereafter referred to as the “Squad.”

ARTICLE II

PURPOSES AND MISSION

1. The Squad 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 pursuing the sport of cheerleading 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. Additionally, the Squad will:
   1. Support the coaching staff to help produce teams of the highest competitive level. No member of the Squad will have the authority to dictate policies normally within the coaches’ area of responsibility.
   2. Promote the pursuit of excellence in all athletic and scholastic endeavors.
   3. Promote parent/student involvement by coordinating all supporting activities of the Squad.
   4. Encourage attendance at cheerleading-related functions and community support of the cheerleading program.
   5. Promote recognition for the Cheerleading program, its athletes, and coaches.
   6. Raise money through various activities to support the purposes of the Squad.
2. It is the mission of the Squad to provide Campbell High School cheerleaders and the coaching staff with training and developmental support, resourcing that assures competitive excellence, and an environment that fosters sportsmanship, teamwork, commitment, and integrity.

ARTICLE III

BASIC POLICIES

The following are the basic policies of the Squad:

1. The Squad shall be noncommercial, nonsectarian, and nonpartisan.
2. No part of the net earnings of the Squad shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers, or other private persons, except that the Squad 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 Squad.
3. Notwithstanding any other provision of these articles, the Squad 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.
4. The Squad 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 Squad shall be politically non-partisan. This shall not prohibit the Club from taking a stand on proposed tax assessments and/or bond issues.
5. The Squad 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.
6. The directors and officers of the Squad shall be immune from liability to the Club to the fullest extent permitted from time to time by the Georgia Nonprofit Corporation Code or any applicable successor law or laws.
7. As provided in the bylaws of the Georgia High School Association, the Squad 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 Squad will adhere to the policies, regulations, and recommendations of the Cobb County Schools Booster Organizations Resource Guide.

ARTICLE IV

MEMBERSHIP, DUES, AND CHEER FEES

1. Membership in the Squad shall be open, without discrimination, to anyone who believes in and supports the Mission and Purposes of the Squad.
2. 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.
3. Membership dues will be collected annually before the first scheduled practice. The amount of annual dues shall be established by the officers of the Squad prior to the first scheduled practice.
4. Membership dues are separate from cheer fees. Each cheerleader must pay or account for cheer fees to participate in the Campbell High School Cheerleading program, regardless of whether the cheerleader or the cheerleader’s parents or guardians join the Squad. Yearly fees shall be determined by the officers of the Squad, in consultation with the coaching staff, and shall be paid or accounted for by each cheerleader prior to the first scheduled practice.
5. Membership dues and cheer fees are necessary to support cheer activities, cover expenses of the cheer program, and fulfill the mission and purposes of the Squad.

ARTICLE V

OFFICERS AND THEIR ELECTION

1. The officers of the Squad shall be a President, a Vice President, a Secretary, and a Treasurer. The officers of this Squad, at any time necessary, could be elected as co-officers.
2. Officers shall serve a term of one (1) year from July 1 to June 30. Inaugural officers of this Squad shall serve 2 terms.
3. Elections:
   1. For the Squad’s first year, officers shall be appointed by the “Incorporator” listed in the Squad’s Articles of Incorporation.
   2. Thereafter, officers shall be elected annually by the Squad membership at the April general meeting. The vote shall be conducted by written ballot. 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.
   3. A majority vote shall be required for election.
4. The following provisions shall govern the qualifications and eligibility of individuals to be officers of the Squad:
   1. An officer must be a member in good standing with the Squad.
   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.
5. 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.
6. An officer may be removed from office by a vote of two-thirds majority of the Squad membership in attendance and voting at a General Membership meeting. A quorum of 5 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

A. The officers and duties are generally described as follows:

1. **President**: The President shall serve as Chief Executive Officer, preside at all Squad meetings, and appoint or approve the appointment of all Committees, hereinafter specified. At the April General Membership meeting, he/she shall present to the membership an annual report on the affairs of the Squad. 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 Cheerleading Coach to develop appropriate goals for the Squad 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 April General Membership meeting a budget for any and all items of forecast expenditure. Funds for these activities may be raised by fund-raising efforts and/or by assessing cheerleaders an appropriate amount in fees.
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 Squad’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.
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 Squad. 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 Squad. He/She shall perform such duties as designated by the President. The Secretary has signatory authority for all bank accounts related to club activities as a secondary agent of the Squad.
4. **Treasurer**: The Treasurer shall collect all dues and other moneys raised by the Squad 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 cheerleading 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 Squad and has primary signatory authority.

ARTICLE VII

BOARD OF DIRECTORS

1. During intervals between the General Membership meetings, the Board of Directors shall manage the day-to-day affairs of the Squad. Duties of the Board shall be to:
   1. Oversee the day-to-day activities of the Squad;
   2. Establish the amount of annual membership dues and, in consultation with the cheerleading coaching staff, the yearly cheer fees.
   3. Establish policies and procedures for collection and payment of membership dues and cheer fees.
   4. Carry out fundraising activities necessary to support the Campbell Cheerleading Program;
   5. Create or dissolve special committees;
   6. Present a report at the regular General Membership meetings of the Squad;
   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.
2. Members:
3. The elected officers of the Squad shall be members of the Board of Directors;
4. The Principal, or his/her designee and Head Cheerleading Coach shall serve as ex-officio board members. The Principal, or his/her designee and Head Cheerleading Coach shall not vote on official Board decisions or count for purposes of determining quorum.
5. 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.
6. At all meetings of the Board, a majority of the members of the Board shall constitute a quorum for the transaction of business.
7. Any vote taken by the Board shall be by majority vote. The President shall determine the method of voting.
8. 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  
CAMPBELL HIGH SCHOOL GOVERNING BODY

**TBD**

ARTICLE IX

COMMITTEES

Committees shall be established by the Board of Directors to meet the needs of the Squad. 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 Squad.

ARTICLE X

GENERAL MEMBERSHP MEETINGS

1. General Membership meetings of the Squad will be held as necessary throughout the year, with a minimum of two (2) meetings per year, one in the Fall and one in April. Dates and times of meetings shall be determined by the Board of Directors and announced at the first regular General Membership meeting of the year. In addition, written notice of each meeting, or of any change in the meeting date or time, shall be provided to Squad members at least three (3) days before the scheduled meeting, unless emergency conditions prevent such notice being given.
2. During the April meeting, the Squad’s budget for the upcoming school year shall be approved, and Squad’s officers will be elected.
3. Special meetings of the Squad 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 Squad member.
4. Attendance of five (5) Squad members in good standing shall constitute a quorum for the transaction of business at a General Membership meeting.

ARTICLE XI

FINANCES

1. The fiscal year of the Squad shall run from July 1 through June 30 of each year.
2. All funds of the Squad shall be deposited into a designated Bank account to the credit of Campbell Cheerleading Club, Inc.
3. 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 Squad’s Bank account.
4. No loans shall be taken out in the Squad’s name except with the approval of the Board of Directors and the express written permission of the Principal of Campbell High School.
5. Upon dissolution of the Squad, after paying or adequately providing for the debts and obligations of the Squad, the Board of Directors shall transfer the remaining assets to the Cheerleading Account within the General Athletic Account of Campbell High School.
6. Expenditures:
   1. The President and/or Head Cheerleading Coach 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. Anyone seeking reimbursement of expenditures must submit a reimbursement request and proper supporting documentation (such as a receipt for items purchased) to the Treasurer.
7. An accountant will be retained to review the Squad’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.
8. For the Squad’s first year, the budget for the Squad shall be approved by the Board of Directors.
9. Thereafter, a budget will be presented each year at the April General Membership Meeting for approval by the general membership.
10. Signatory authority shall be designated as Treasurer, Secretary and President.

ARTICLE XII

CONFLICT OF INTEREST

1. Purpose

The purpose of the Conflict of Interest policy is to protect the Squad’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 Squad 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.

1. Definitions:
2. 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.
3. Financial Interest - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family;
4. An ownership or investment interest in any entity with which the Squad has a transaction or arrangement;
5. A compensation arrangement with the Squad or with any entity or individual with which the Squad has a transaction or arrangement; or
6. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Squad 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.
7. Procedures:
8. 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.
9. 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.
10. Procedure for Addressing the Conflict of Interest:
    1. 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.
    2. The Squad President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
    3. After exercising due diligence, the Board shall determine whether the Squad 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.
    4. 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 Squad’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.
11. Violations of the Conflicts of Interest Policy
    1. 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.
    2. 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 XIII

CORPORATE POWERS

1. Duration: The Squad shall have perpetual duration and succession in its corporate name.
2. Powers:
3. The Squad 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.
4. In anticipation of or during an emergency, the 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 Squad’s directors cannot readily be assembled because of some catastrophic event.
5. Indemnification: The Squad shall indemnify its officers, directors, and Board of Directors to the extent authorized by O.C.G.A. §§ 14-3-850 et seq.
6. Insurance: Liability insurance may be purchased by the Squad 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 XIV

RESOLUTION OF DISPUTES

1. Any claim, controversy or disputes arising from or relating to the Articles of Incorporation or bylaws of Campbell Cheerleading Club, Inc., or the breach thereof (hereinafter “dispute”, which term is to be interpreted expansively), shall be settled by mediation.
2. 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 Club, even after such membership is terminated for any reason.

ARTICLE XV

PARLIAMENTARY AUTHORITY

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

ARTICLE XVI

AMENDMENT OF BYLAWS

1. 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.
2. Approved changes to any of the Squad’s bylaws shall be announced to the general membership at the next regularly scheduled General Membership meeting.
3. Upon request, members of the Squad shall be entitled to a copy of the bylaws and any changes thereto.

ARTICLE XVII

ADOPTION OF BYLAWS

1. All members of the Squad at the time of adoption of these bylaws shall remain members.
2. The officers of the Squad at the time of the adoption of these bylaws shall remain the officers of the Squad and shall continue to serve in such offices for their designated terms.
3. These bylaws shall take effect immediately upon approval by the general membership.

These bylaws were ratified by the general membership of Campbell Cheerleading Club, Inc. on this 21st day of September, 2016.

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**Tarlecia Floyd Teresa Mott**

**Tiffany Simmons**

Co-Presidents Secretary

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