

**MINUTES OF THE AUGUST 13, 2018 MEETING OF THE
WHEELER JUNIOR WILDCAT LACROSSE ASSOCIATION, INC.**

WHEREAS, the Board of Directors has called a special meeting and a quorum is present; and

WHEREAS, the Board of Directors has determined that the By-Laws of the Corporation to not adequately reflect the typical operation of a youth lacrosse organization in the region, do not meet the standards for a community organization authorized to obtain field use agreements with Cobb County PARKS, do not afford the Corporation with flexibility to choose leagues in which to participate that meet the needs of current players and parents, and do not adequately reflect current trends in player and parent participation within the organization; and

WHEREAS, the Board of Directors desires to repeal and replace the By-Laws; and

WHEREAS, the Board of Directors desires to waive the requirements of Section 9.01 of the existing By-Laws to consider and immediate replacement of by-laws so that players may commence with league play immediately; and

WHEREAS, the Board of Directors must account of for the end of term of Directors and the imminent resignation of certain Directors, and as such desires to name replacement directors to finish their terms and to act as the initial Board of Directors under the proposed revised by-laws;

NOW THEREFORE, the Board of Directors unanimously agrees as follows:

1. The current By-Laws are hereby repealed, and shall be immediately replaced by the revised by-laws attached as Exhibit "A".
2. The terms of the existing Directors shall end immediately upon this adoption of the revised by-laws, and the following are appointed as the initial Directors of the Corporation under the revised by-laws: Charles Bonds (President), Marko Bugar (Vice President), Cathy Smith (Treasurer) and JULIE GILCHRIST (Secretary).

3. Marko L. Bugar is appointed as the registered agent for service of the Corporation, and the Corporation's records with the Secretary of State shall be amended accordingly.

ADOPTED, this 13th day of August, 2018.

WHEELER JUNIOR WILDCAT
LACROSSE ASSOCIATION, INC.



JAY WATTS, President



GRETCHEN BUCHANAN, Secretary

EXHIBIT "A"

REVISED BY-LAWS OF THE
WHEELER JUNIOR WILDCAT LACROSSE ASSOCIATION, INC.

WHEELER JUNIOR WILDCAT LACROSSE ASSOCIATION, INC.

REVISED BY-LAWS

ADOPTED AUGUST 13, 2018

Article I - Name of Organization

The organization shall be known as the WHEELER JUNIOR WILDCAT LACROSSE ASSOCIATION, INC, (hereinafter in these by-laws as "WHEELER JR." or "Association"). The organization shall be a not-for-profit organization maintaining its principal place of business in Cobb County, Georgia.

Article II - Purpose of the Organization

The purpose of the Association shall be to provide an opportunity for elementary and middle school children within the attendance boundaries of Wheeler High School in Cobb County, an opportunity to learn and play the sport of **LACROSSE**. WHEELER JR. shall work in cooperation with Wheeler High School, the Cobb County School District, US LACROSSE, Cobb County Parks, Recreation and Cultural Affairs Department, and any similar community or governmental organizations in obtaining opportunities to learn and play the sport of lacrosse. WHEELER JR.'s objective is to provide Spring and Fall lacrosse programs for boys and girls up to and including 8th grade who reside in the Wheeler High School attendance area and East Cobb County generally. The purpose of the Association shall be carried out by the Board of Directors in a manner that shall enable the Association to qualify as an organization exempt from taxation under section 501(c)(3) of the Internal Revenue Code and the regulations promulgated thereunder, and any State or Local law of similar purpose. The Board is authorized to undertake any acts that are in furtherance of the above purposes.

Article III - Membership

Section 1. Association Membership. Membership shall include parents or legal guardians that have registered a player or players for play (and who have paid fees or its equivalent as determined by the Association), Association-approved coaches, and all approved volunteers performing services for WHEELER JR.

Section 2. Annual Meeting. The "Annual Meeting" of WHEELER JR. shall be announced by the Board of Directors. The meeting will be held prior to the conclusion of the Spring playing season and shall be for the purpose of electing the Board of Directors and for the transaction of such other business as may come before the membership. If the election of Directors shall not be held during the period designated herein for any Annual Meeting of the Association, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Association as soon thereafter as conveniently may be arranged. It shall be considered a best practice to provide a financial statement of the Association to all participants at the Annual Meeting.

Section 3. Special Meetings. Special meetings of the Association, for any purpose or purposes, may be called by the President, by the Board of Directors, or by the President at the request of the Association.

Section 4. Place of Meeting. The Board of Directors may designate any place in Cobb County for the Annual Meeting or any special meetings of the Association. In the event no place for the meeting is designated, such meeting shall be held at East Cobb Middle School or Wheeler High School.

Section 5. Notice of Meeting. Written notice stating the place, day and hour of the Annual Meeting shall be advertised to the membership and to the community by electronic mail at least one week prior to the meeting. The Board of Directors may also post notices of the meeting in a local newspaper or mail notices to the membership, on any website maintained by WHEELER JR., or by any other means.

Section 6. Voting. A simple majority of those members present shall be required to pass any actions presented to the membership. There shall be a minimum of

50% of the Board of Directors present unless specifically stated otherwise in any announcement of such meeting.

Article IV - Board of Directors

Section 1. General Powers. The business and affairs of the Association shall be managed by its Board of Directors (hereinafter "Board of Directors" or "Board").

Section 2. Number, Tenure, and Qualifications. The number of Directors of the Association shall be fixed by the Board of Directors, but in no event shall be less than four. Each Director shall hold office until the conclusion of the Spring playing season following the Annual Meeting and until his successor has been elected and qualified.

Section 3. Elections. Members of the Board of Directors shall be elected to the Board in the following manner:

1. The Board shall solicit nominations at the beginning of the Spring playing season, preferably at the initial meeting of parents and coaches that customarily occurs at the start of the Spring playing season.
2. The nominees shall accept responsibilities of the office prior to the election.
3. The slate of nominees shall be presented to the membership at the Annual Meeting and the floor open for additional nominees from the Association members present.
4. The slate of officers shall be voted on at the annual meeting and a majority vote of those members present is required for acceptance.
5. Should a Board position become vacant for any reason, the President shall appoint, with advice and consent from the executive officers, a member of the Association to assume the office until the next election.

Section 4. Meetings. Meetings are called by or at the request of the President, a member of the Executive Board, or any two Directors.

Section 5. Notice. Notice of any meeting shall be given at least one day prior to the meeting and may be given by written notice delivered personally, or mailed to each Director at his or her business address, by email, or by telephone. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed, with postage thereon prepaid. If notice is given by telephone, such notice shall be deemed to be delivered when a message is delivered to the Board member, a member of the person's household, or to an answering message device. Special or emergency meetings may be called with less notice where conditions warrant such action.

Section 6. Quorum. A majority of the number of Directors fixed shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 7. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. Action Without a Meeting. Any Board-required action that may be taken by the Board of Directors at a meeting may be taken without a meeting if consent is given in writing, stating action to be taken, and is agreed to by a majority or directors. A vote may also be taken by telephone or e-mail of the full Board and that vote is so duly noted in writing.

Section 9. Compensation. Board members are volunteers and shall receive no compensation or favoritism for their participation on the Board. Board members must pay registration fees for their children the same as any other member of the Association. Board members are prohibited from doing business at a profit or for more than others may provide the service with the Association to avoid any appearance of a conflict of interest. Services performed at cost, a reduced cost or free will be accepted with Board approval. Bids may be secured to assure the cost is reasonable, fair, and equitable.

Section 10. Rules of Order. The rules contained in Robert's Rules of Order, revised, shall govern all meetings of the Association in all cases to which they are applicable, and in which they are not in conflict with the rules of the Association or these By-Laws.

Section 11. Presumption of Assent. A director of the Association who is present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to any Director who voted in favor of such action.

Article V - Officers

Section 1. Number and Positions. The Board of Directors shall have an Executive Committee that consists of at a minimum a President, Vice President, Treasurer, and Secretary. In addition, at the discretion of the President and at the President's appointment, a position of Past Officer may be created and added to the Board and the Executive Committee, if desired.

Section 2. Removal. Any officer, agent, or coordinator may be removed by the Board of Directors whenever, in its judgment, the best interests of the Association will be served thereby. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled in accordance with Article IV, Section 3.

Section 3. President. The President is the principle executive officer of the Association and shall preside at all meetings of the Association. If unable to preside at a meeting for any reason, the President shall delegate his or her authority to the Vice President. The President shall represent the membership and the Board of the Association at all meetings called or scheduled by the Parks, Recreation and Cultural Affairs Department and in whatever other capacity arises. The President shall have the authority to appoint all committees as needed. In general, the President shall supervise and control all of the business and affairs of the Association. The President may sign contracts or other instruments which the Board of Directors has authorized to be executed. The President in general shall perform all duties incidental to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 4. Vice President. In the absence of the President or in event of his death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall seek a broad knowledge of Association operations so as to assume the role of President upon the departure of the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President.

Section 5. Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the Board of Directors; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized; (d) keep a register of the post office address of each Board member to be furnished to the Secretary by such Board member; and, (e) in general perform all duties incidental to the office of the Secretary and such other duties as from time to time may be assigned to him or her by the President.

Section 6. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds of the Association; (b) receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Associations in such banks, trust companies or other depositories as shall be selected; and (c) in general perform all of the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him by the President. To maintain best practices, the Treasurer shall require that all disbursements over \$250 dollars require either a second signature when made by check, or require a recorded consent of a second Board member to the transaction if done by other means, such as electronically. The Treasurer shall also prepare financial statements as directed by Cobb County PARKS for certification as a community organization authorized to reserve fields.

Section 7. Wheeler High School Representative. To facilitate continuity between WHEELER JR. and the Wheeler High School, and to assist WHEELER JR. with organizational advice, the athletic department of Wheeler High School and the Wheeler High School lacrosse teams may designate a person to serve, *pro forma*, as the Wheeler High School Representative on the Board of Directors, who shall

be a voting member of the Board. Wheeler High School is not required to designate a representative, but may appoint one by written communication to the President.

Section 8. Community Representatives. WHEELER JR. is encouraged to have two non-executive community members on its Board of Directors. The preferred process is to have such community members nominated and voted upon at the annual meeting, but in the absence of volunteers for the role, the President may nominate two community members to participate as voting members of the Board of Directors, whose role it shall be to advise the executive members of the Board. Nominations by the President shall be approved by a majority vote of the Board.

Section 9. Other Directors. The Board of Directors may create additional director positions as the needs of the organization may require. Such additional director positions shall be approved upon the affirmative vote of three-fourths of the Directors.

Section 12. Past Officer. At the discretion of the President, a former officer of the Association may be appointed to the executive position of Past Officer. The position is to serve as an advisor to the President and the Board. The Past Officer may perform such duties as required by the President.

Article VI - Liability and Indemnification

The Association shall, to the extent legally permissible and consistent with Section 501(c)(3) of the Internal Revenue Code, shall indemnify and hold harmless each of the Directors, Officers, and Employees of the Associations against all liabilities and expenses, including attorney fees, and the Association shall maintain insurance to effectuate these indemnities. The Board of Directors, coaches, volunteers and employees shall not be liable for the debts and liabilities of the Association. The Association, the Board of Directors, the County, the managers and coaches shall not be held liable for actions taken in the course of carrying out the business of the Association. Parental permission for participation shall be acquired for all players. The parents or legal guardians shall assume all risk and hazards incidental to the conduct of the activities and transportation to and from the activities of the Association. Further, the parents shall release, absolve, indemnify and hold harmless the activity, sponsor, the Board of the Association, the supervisors, any or

all of them. Parents shall give permission to take the child to the doctor or hospital in case of injury. The assets of the Association shall be protected through the purchase of insurance coverage. The Board of Directors shall direct the purchase of liability insurance. The Board shall register all of its teams with US Lacrosse and purchase insurance for teams where required.

Article VII - Audits and Fiscal Year

The fiscal year of the Association shall begin on the first day of August and end on the last day of July of each year. The books of the Association may be audited by a duly licensed firm as directed by the Board of Directors and the audit reviewed and accepted by the Board of Directors. Any Director may demand the opportunity to review the financial records of the Association at any time, and it shall be considered a best practice for the Treasurer to provide the financial records of the Association for review to the Directors from time-to-time to maintain transparency.

Article VIII - Corporate Seal

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Association and the State of incorporation and the words, "Corporate Seal."

Article IX - Representation

All teams that represent the Association shall wear on their uniform the name of the WHEELER JR. or "Wheeler", or have the uniform approved by the Board. In circumstances where joint teams are fielded with neighboring organizations, flexibility is permitted in the naming of the team, but identity of the players as members of WHEELER JR. shall be a point of emphasis in any agreement to field joint teams. All teams, coaches, managers and parents shall represent the Association in the best light possible and encourage a healthy environment in which children may engage in athletic competition, develop athletic skills, and learn proper sportsmanship. It is acknowledged that the Association operates at all times to promote the best interests of its youth participants and, to the fullest extent possible, to ensure that all participants, regardless of their skill level, have a rewarding and enjoyable experience. While it is the goal of WHEELER JR. to organize and provide teams for both boys and girls across all grade levels, the

Association may choose not to field certain teams, or to provide opportunities in neighboring leagues, if low registration numbers or coaching limitations do not make it practical to field certain teams.

Article X - Special Purpose Fund-Raising

It is recognized by the Association that it may need to engage in fund-raising activities. Activities shall be done in the name of the Association. All fund-raising activities shall be in good taste, reflect positively on the children and the Association, and provide a healthy, growth-oriented opportunity to the participants. Teams that raise funds shall remit funds to the Treasurer who shall keep an accounting of the funds raised by the team.

Article XI- Affiliations

The Association shall affiliate with US Lacrosse, and for the purposes of play may affiliate with whichever local league provides the best opportunity for the Association's children.

Article XII – Coaches

The Association shall provide its children players with qualified and sufficient coaches. It is the best practice identified by US Lacrosse for at least one coach to be certified as Level 1 or above, and all participating coaches shall be encouraged to participate in opportunities for certification. The Board shall make certification of coaches a point of emphasis. Coaches may serve on the Board, but they are not members of the Board by virtue of their role as coaches alone. Coaches serve at the pleasure of the Board, and the Board may compensate coaches who are not otherwise prevented from being compensated by these by-laws. All coaches shall read and implement concussion protocols, for example, those provided by Cobb County PARKS.

Article XIII- Dispute Mediation

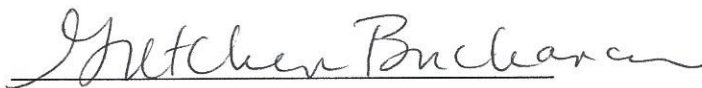
It is the unfortunate tendency of youth sports for disputes to arise on a variety of subjects, including playing time, coaching philosophy, refereeing, playing roles, and a variety of other topics. All stakeholders in WHEELER JR. are encouraged to make their concerns known to the Board. However, the Board may require

adherence with best practices, including not voicing disputes in the presence of children, showing respect to referees, coaches, and opposing players at all times, and not interfering with the execution of games and practices. The Board may exclude from participation any person not observing these best practices, however, such exclusion may only occur after thorough and good-faith efforts at mediation. WHEELER JR. specifically adopts the US Lacrosse Youth Development Model as its core player development philosophy, and the Board, coaches, players and parents are encouraged to align their efforts and expectations to that player development model.

Article XIV - Amendments

These by-laws may be altered, amended, or repealed and new By-Laws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors with an affirmative vote by three-fourths of the Directors.

The above Revised By-Laws are certified as adopted by the Board of Directors of the Association on the 13th day of August, 2018.

A handwritten signature in cursive script, reading "Gretchen Buchanan", written over a horizontal line.

Gretchen Buchanan, Secretary

Wheeler Junior Wildcat Lacrosse Association, Inc,