

## **Mill Creek Athletic Association at Bogan Park**

### **BY-LAWS AND CONSTITUTION**

#### **ARTICLE I - NAME AND PURPOSE**

- 1.1 The name of this non-profit organization shall be Mill Creek Athletic Association @ Bogan Park.
- 1.2 The primary purpose of this association hereinafter referred to as (MCAA) or "The Association", is to promote, encourage, direct, and operate athletic programs for the children and youth of the Bogan Park area, Gwinnett County, Georgia. The Association shall also strive to promote the physical growth, mental, social, educational, and spiritual welfare of the participants in the programs: and to promote the ideals of good citizenship as well as good sportsmanship through its athletic programs. (Refer to Article Three (3) of the Article of Incorporation).

#### **ARTICLE II – MEMBERSHIP, DUES**

- 2.1 Any person(s) having an active participation in the (MCAA) 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 MCAA 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.
- 2.2 The elected Board shall at all time 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 and/or the basic principles of this Association.
- 2.3 The (MCAA) shall at all times observe all local, state, and federal laws which apply to non-profit organizations as defined in Article 501 (cX3) of the Internal Revenue Code.
- 2.4 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 for approval. The elected Sports Board shall make a diligent effort to collect all money owed the association. The Sports Board shall suspend the membership of any person(s) with an outstanding debt. 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.

### ARTICLE III - MEETINGS

- 3.1 A meeting of the members for the election of Officers and Directors ("Board of Directors") of (MCAA) shall be held at least annually in and known as "The Annual Meeting of the Association". Elected Officials shall take office at the first meeting following the annual election. A transition period of no less than 30 Days may be used in order to make smooth exchange of Officer's responsibilities.-
- 3.2 Special meetings of the general membership may be called for any lawful purpose provided fifty percent (50%) of the active members in good standing so indicate (signed petition) their assent to such call or provided any Executive Officer or three or more Directors call the meeting.
- 3.3 Public notices of the time and place of the Annual Meeting of the Association shall be given not less than ten (10) 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, together with the posting of a notice of the meeting on the MCAA website, at the concession stand area in the ballpark, roadside sign in front of the ballpark or at any event of the Association taking place prior to the meeting.
- 3.4 Any number of active members in good standing present in excess of fifty percent (50) at any Special 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 for a quorum. No proxy voting shall be allowed.**

- 3.5 Regular meeting of the Board of Directors shall take place at least once a month. These meetings shall be open to the membership at large for attendance. Working sessions of the board shall not require membership access.
- 3.6 Special meeting 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.
- 3.7.1 A majority of the membership of the Board of Directors shall constitute a quorum for the transaction of business at a physical meeting. 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. The Secretary at the next meeting of the Board shall make a written report of the business transacted at each Board meeting.
- 3.8 All officers of the MCAA and its Directors will be responsible for all board meetings. In the case of absence, the absent member will be required to notify the Executive Secretary prior to the meeting. A representative from that sport will be asked by the Director to attend. If a board member fails to notify the Board of their absence, or does not attend) three (3) sequential meetings, the Board of Directors will have the authority to remove that officer by vote after proper notification. Proper notification to the pending member will include:
- One verbal notice of the next meeting date and time after the first absence.

- ❑ One written notice of the next meeting date and time by mail or courier.
- ❑ Written notification of removal of the Officer must be received seventy-two (72) hours after the vote.

It will be required that after Officer termination, all correspondence, material, Receipts, financial data, equipment, monies due, etc. with respect to the MCAA must be returned to the association within seven days. Returns must be made to a member of the Executive Board.

- 3.9 All meeting of the Association and its committees shall be conducted pursuant to Roberts Rules of Order with the President or the President's delegate responsible for the implementation of parliamentary necessary for the orderly conduct of any meeting.

#### **ARTICLE IV – GOVERNANCE**

- 4.1 Ten Board Members, five (5) of whom shall be elected officers, will be elected on an annual basis. Officers shall consist of President, Vice President, Secretary, Treasurer, and Director of Communications. For the first year following the implementation of these new By-Laws, the officers presently serving shall remain in their capacity until such time as their replaced by the newly elected officers. A list of names, addresses and phone numbers of all Board members shall be send to Gwinnett County Parks and Recreation Division Area Supervisor within thirty (30) days of the election.
- 4.2a If a Board member or officer resigns during their term; they may not be appointed or elected to the Board, as an officer, or to a committee until one calendar year has passed from the date of their resignation, unless first approved by the Board to stand for election.
- 4.2b 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 if approved by this Board. This section shall not apply to serving in any executive capacity or being a board member of the Gwinnett Football League (GFL), Dixie Youth, or any sport officials association as well as any other professional organization not in direct competition with the Mill Creek Athletic Association at Bogan Park (MCAA)
- 4.3 The ten-member Board of Directors (Executive Board) shall be a policy-making Board and will have the responsibility for setting policy as it pertains to field assignments, coach selection, approval of all fund-raisers, the approval of the Association's affiliation with such sports organizations or leagues as the Gwinnett Football League (GFL), Dixie Youth, and ADA Softball, establishing the rules and regulations for the concession and gate receipts, the implementation of budget approval process of each sport, shall act as the appeals board should anyone's right to participate in the Association be terminated for one or more seasons.
- 4.4 The Executive Board shall act as a liaison with Gwinnett County in all field assignment and other matters relevant to the operation of the Association. They shall approve all contracts entered into by any member of the association for any reason, shall make final decisions regarding any changes in sport affiliation, and shall otherwise vest in the President, Vice-President, Secretary, and Treasurer (CFO) their responsibilities of the

day-to-day implementation of the policies set by the Board. The Board specifically reserves the right to approve all capital expenditure in excess of \$500.00, all contracts of employment and all other expenditures of any individual sport.

4.5 The Executive Committee shall be composed of the President, Vice President, Secretary, Treasurer, and Director of Communications and shall act in the place of the Board on policy matters on an emergency basis that requires immediate action.

4.6 **The President**

- ❑ Shall be the Chief Executive Officer of the Association and Chairman of the Board of Directors charged with the responsibility of supervising all of its functions subject to the orders of the Board of Directors.
- ❑ Shall be responsible for each participant in the Association carry out the implementation of the total Association program and see that the policies set by the Board are implemented.
- ❑ Shall have the power to appoint Standing and Special Committees and serve as an ex officio member of all committees except the Nominating Committee.
- ❑ Shall vote on Board business only as a tiebreaker. All Board Members shall be bonded for \$25,000.00.
- ❑ Shall sign all check with the Treasurer.
- ❑ Shall oversee that all members of the Executive Board except Sports Directors are acting in accordance with these by-laws of MCAA

4.7 **The Vice President (VP)**

- ❑ Shall assume the duties of the President when the President cannot perform them and
- ❑ Assist the President in the furtherance of his duties as might be required by the President.
- ❑ Shall be responsible for the purchasing and maintaining of the concession stand. The VP shall oversee the registration of all sports.. The VP shall coordinate fundraisers for all the sponsored sports of (MCAA).
- ❑ Shall oversee and coordinate selection of all vendors used by MCAA, making sure they have the proper insurance and are approved by the county.
- ❑ Shall ensure that all Sports Directors are following the Operational Guidelines for those sports and in accordance with the By-laws of MCAA.

4.8 **The Secretary**

- ❑ Shall be responsible for keeping all books and records of the Association in an organized, concise fashion, including the minutes of meetings of the Board and Executive Committee.
- ❑ Shall be responsible for coordinating the time and location of Board of Directors meeting and membership meetings. Shall serve as a Parliamentarian at these meetings or shall appoint someone to so serve
- ❑ Shall provide such other assistance to the President and Vice President as

- may from time to time be required
- ❑ Shall be responsible for the updating of the Website Calendar. Working closely with the Sports Directors on dates
- ❑ Shall be responsible for the booking of meeting places for all Sports Directors
- ❑ Shall be responsible for making sure that all volunteers have a background check run and a database is created (once a background check is done it is good for three years)
- ❑ May cosign checks

#### 4.9 The **Treasurer**

- ❑ Shall be the Chief Financial Officer of the Association, shall collect all monies and shall have the care and custody of all funds and property of the Association.
- ❑ Shall have and keep accurate financial records of disbursements and receipts of any money had and received by the Association or its committees from whatever sources.
- ❑ Shall coordinate the receiving and depositing of all fund-raising, registration and sponsor money, and co-sign checks with the President.
- ❑ Shall submit an updated financial report to the board at least four times per year, as well as at the Annual Meeting of the Members, audited the concessions, fundraisers, and other money-raising events sponsored by the Association on an as needed basis.
- ❑ Shall assist the President, Vice President, and Secretary as may from time to time be requested.

#### 4.10 The **Director of Communications**

- ❑ Shall be responsible for the association communication and developing all communication tools including association newsletter, web page, and press notices.

#### 4.11 The **Director of Baseball, the Director of Softball, the Director of Football, the Director of Basketball, the Director of Cheerleading** shall consult with their respective committees,

- ❑ 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 purchase, tournaments, and All-Star participation
- ❑ Shall be responsible for coordinating All Stars
- ❑ Shall attend all necessary district and state sports meetings
- ❑ Shall be that sports representative on the Board of Directors
- ❑ Shall have the responsibility for coordinating with the Board of Directors the policy for field assignment, coach selection process, budget approval process, equipment manager process, as well as the implementation of other policy asking decision rendered by the Board
- ❑ Shall act as the 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.
- ❑ Shall be responsible for training coaches for their respective sports

- ❑ Shall, based up direction by the Board, be authorized to cosign checks pertaining to expenditures for heir individual Sports Committee only.
  - ❑ Shall have responsibility for maintaining Operational Guidelines and Rules and Regulations for their respective sport.
- 4.12 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.
- 4.13 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.
- 4.14 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.
- 4.15 The Board of Directors shall fill any vacancy on the Board and this appointment shall stand until the next general election. If, however, the President or Vice President position is vacated, the President or Vice President shall be replaced by a vote of the Members of the Association.
- 4.16 Each Sports Director, in conjunction with the Treasurer, shall prepare an annual budget for each sport for approval by the Board. 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.

## **ARTICLE V – ELECTION OF OFFICERS**

- 5.1 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.

- 5.2 Additional nominations may be made from the floor at the annual meeting.
- 5.3 The names of all nominees will be entered on a single ballot and submitted to the membership present at the annual meeting. Only current members will be allowed to vote. The nominees getting the greatest number of votes will be deemed to have been elected as the new Board of Directors. No proxy voting shall be allowed during the General Elections. All members of the Association, in good standing, shall be entitled to one vote only.
- 5.4 The Elected Executive Board and Directors and respective elected boards shall serve for 12 months, with some exceptions made for start up sports. They shall serve without compensation or financial remuneration in any regard. The terms any individual shall not be limited by the Constitution but by General Election results. All elected members of the executive board shall have their registration fees waived in appreciation for their volunteered time.
- 5.5 In order to be placed on the ballot for a Sport's Director position, a person must have previously held a position (either elected or appointed) on that sport's board within the MCAA or on the Executive Board at MCAA. In order to be placed on the ballot for President of MCAA, 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 MCAA 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 sport, individuals with board level experience at MCAA, 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 VI-FINANCES AND RECORDS**

- 6.1 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.
- 6.2 Any member may inspect all books and records of the Association 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 it.
- 6.3 All checks signed by anyone on behalf of the Mill Creek Athletic Association at Bogan Park must bare two (2) signatures, one of which must be a member of the Executive Committee or other Board member and the other, which may be a member of the Sports Committee approved by the Treasurer. Both the President and the Treasurer of the Association must be bonded in the minimum amount of \$25,000.
- 6.4 Each sport shall establish and maintain its own financial accounts. Policies and procedures for utilization of the funds for that sport are subject to approval of the Executive Board, and shall be reviewed by the MCAA Treasurer on a regular basis. All expenses incurred on behalf of a particular sport that are less than \$2500 must be approved by Sport's Director prior to being incurred. Expenses greater than \$2500 must have the approval of the

respective Sport's Board. All expenses greater than \$10000 must have the approval of the MCAA Executive Board after being approved by the Sport's Board.

- 6.5 All day-to-day activities for that sport should be addressed through this account. Upon conclusion of the season any excess funds, not earmarked for operating expenses, that remain in the account should be allocated to a "Park Improvement Fund" for each sport and reinvested in the Bogan Park facility in order to improve the playing experience for the membership.
- 6.6 All elected and appointed officials of MCAA or one of its sports boards, and all official Head Coaches and Assistant Coaches of any sport shall have a background check completed per the MCAA Background Check Policy. Each individual shall be checked at least every 3 years in order to ensure the safety and integrity of the members of MCAA is protected. Records of all background checks shall be maintained for a period of 3 years by the MCAA Secretary, and shall be kept completely confidential.
- 6.7 "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 MCAA or any other sports governing organization recognized by MCAA to include but not limited to; GGBL, GFL, ASA, Dixie Youth."

## **ARTICLE VII - AMENDMENTS MCAA OPERATING DOCUMENTS**

### **The By-Laws**

- 7.1 The By-Laws of the Association may be subjected to amendment, by the membership during any General meeting. Passage of the amendment must be by a membership majority vote. It shall be required that any proposed amendment to the Constitution, regardless of sponsor, be submitted in writing to the Board of Directors at least two (2) weeks prior to the meeting. During any operating year, the Board of Directors may make Constitutional amendments by majority vote, provided proposed amendments do not undermine the expressed purpose of MCAA.
- 7.2 The Articles of Incorporation of the Association may be amended by a majority, less Abstentions of the membership present at any annual meeting of the Association, provided the proposed amendment to the Articles of Incorporation shall have been submitted in writing to the Board of Directors at least two weeks prior to the meeting.
- 7.3 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.

## **ARTICLE VIII – DISSOLUTIONS CLAUSE**

- 8.1 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 Mill Creek area or to a successor association that may be formed to take the place of this Association

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