

**BYLAWS
OF
HARRISON HS XC BOOSTER CLUB, INC.**

These bylaws ("Bylaws") are subject to, and governed by, the Georgia Nonprofit Corporation Code (the "Code") and the Articles of Incorporation (the "Articles") of Harrison HS XC Booster Club, Inc., a Georgia nonprofit corporation (the "Corporation"). In the event of a direct conflict between the provisions of these Bylaws and the mandatory provisions of the Code or the provisions of the Articles, such provisions of the Code or the Articles, as the case may be, will be controlling.

ARTICLE I: PURPOSE

The Corporation is organized and shall be operated exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Tax Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Tax Code or the corresponding section of any future federal tax code.

The Corporation is formed for the following purposes: (i) cooperate with the administration, faculty, staff, and students of Harrison High School to promote and support cross country athletics and related activities; (ii) to raise funds for the cross country programs at Harrison High School (the "Cross Country Team") and other activities approved by the Executive Board of the Corporation; (iii) to lend moral and financial support to all phases of the Cross Country Team at Harrison High School; (iv) to increase school spirit among students, faculty, staff, administration, parents, and the community at large; (v) to foster and promote the general welfare of student athletes at Harrison High School; (vi) to cooperate and work in all possible ways with the coaches and staff of Harrison High School; (vii) to promote excellence in all athletic and scholastic endeavors at Harrison High School; and (viii) to do nothing to violate the Rules of The Georgia High School Athletic Association.

Notwithstanding anything to the contrary contained in these Bylaws, it is intended that the Corporation shall have, and continue to have, the: (i) status of an organization that is exempt from federal income taxation under Section 501(c)(3) of the Tax Code and that is other than a private foundation within the meaning of Section 509(a) of the Tax Code, and all terms and provisions of these Bylaws and the Articles of the Corporation, and all authority and operations of the Corporation, shall be construed, applied, and carried out in accordance with such intent, and (ii) power to engage in any lawful activities and perform all acts necessary or incidental to the purposes set forth above, including, but not limited to, exercising all rights, powers, and privileges that may now or hereafter be conferred upon corporations organized pursuant to the Code, subject to such limitations under Section 501(c)(3) of the Tax Code that may be applicable.

ARTICLE II: REGISTERED OFFICE AND REGISTERED AGENT; FISCAL YEAR

Section 2.1 Registered Office and Registered Agent. The Corporation shall continuously maintain in Georgia (i) a registered agent and (ii) a registered office with the same address as that of the registered agent. The address of the initial registered office is 4500 Due West Road, Kennesaw, Georgia 30152. The initial registered agent at that office shall be Jason Scott. The county of the initial registered office shall be Cobb. The Executive Board may from time to time change the registered agent and/or the address of the registered office by filing the appropriate statement in the Office of the Secretary of State of Georgia in accordance with Section 14-3-502 of the Code.

Section 2.2 Principal Office. The principal office of the Corporation shall be located at 4500 Due West Road, Kennesaw, Georgia 30152 or such place as the Executive Board may fix from time to time.

Section 2.3 Other Offices. The Corporation may have other offices at such place or places, both within or without the State of Georgia, as the Executive Board may designate from time to time or the business of the Corporation may require.

Section 2.4 Fiscal Year. The Corporation shall maintain a fiscal year that begins on January 1 and ends on December 31.

ARTICLE III: MEMBERSHIP AND DUES

Section 3.1 Membership; Annual Dues. Membership shall be open to all parents of Harrison High School students, all Harrison High School alumni, and friends of Harrison High School. Dues shall be paid annually, and assessed per household based on the number of students participating on the Cross Country Team, and will cover membership from August 1 – July 31 ("Membership Period"). The annual dues amount shall be determined by the Executive Board of the Corporation and shall be the same for each member. No member will have the authority to dictate policies normally within the Head Coach/coaches area of responsibility. Any member may be censured or removed from the Corporation for cause, by two-thirds vote of those present, after a recommendation to the membership by the Executive Board, and after notice is given to the affected member in writing.

Section 3.2 General Membership Meetings. Meetings are open to all members. The membership present at a regular meeting shall constitute a quorum for the transaction of business. The same rule applies to a special meeting; provided the members have been duly notified of the meeting and its purpose one week in advance. There shall be a general membership meeting at the beginning of the cross country season and at the end of the cross country season. The date for each meeting shall be selected by the Head Coach/coaches and the President of the Corporation. The President and Head Coach/coaches may call other general membership meetings at their discretion. All such meetings of the general membership shall be held at Harrison High School unless otherwise notified.

Section 3.3 Special Meetings. Special meetings may be called by the President, a majority of the Executive Board, the Head Coach/coaches, or the Principal or his/her designee. Only such business for which said special meeting was called shall be transacted at such meetings. Special meetings may be called with one week's notification to members.

Section 3.4 Voting. At all meetings of the Corporation, each member who is present and has paid the annual dues for the then-current Membership Period, shall have one vote. No member of the Corporation may vote by proxy or absentee ballot. All decisions requiring general membership approval shall be decided by a simple majority vote of those members present. Except as otherwise provided in the Code, the Articles, or these Bylaws, the members shall be entitled to vote on the election of the officers, the annual budget for the upcoming fiscal year, and only those other matters, that, in the Executive Board's discretion, shall be submitted to the members for a vote.

Section 3.5 Procedural Rules. The procedural rules contained in the current edition of the Robert's Rules of Order Newly Revised shall govern conduct of meetings.

Section 3.6 Gifts. The Corporation may accept gifts of money or property from individuals or entities, over and above the amount of annual dues, to carry out the purposes of the Corporation; however, no individual or entity who has made such a gift may vote at meetings of the Corporation unless such individual or entity has paid annual membership dues for the then-current fiscal year.

ARTICLE IV: DIRECTORS

Section 4.1 Authority. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, an Executive Board (herein referred to as the "Executive Board," "Board," "Directors," or "directors"), subject to any limitation set forth in the Articles, these Bylaws, or the Code.

Section 4.2 Number. The Executive Board, none of whom need be a resident of Georgia, shall consist of six (6) individuals. The Executive Board shall be comprised of the Head Coach of the Cross Country Team or his or her designee (as an ex-officio and non-voting member), the Principal of Harrison High School or his or her designee (as an ex-officio and non-voting member), and the following duly elected officers: President, Vice-President, Secretary and Treasurer.

Section 4.3 Term. Each Director shall hold office for a term of one (1) fiscal year or until the earlier of his or her resignation, removal from office, or death. Notwithstanding the above, a Director appointed to fill a vacancy on the Executive Board pursuant to Section 4.4, below, shall serve for the remaining term of his or her predecessor.

Section 4.4 Vacancies. Unless the Articles or these Bylaws provide otherwise, if a vacancy occurs on the Executive Board for any reason, the remaining members of the Executive Board of the Corporation may fill the vacancy. In the event the Director position that is vacant was held by a duly-elected officer, then such individual appointed to fill the vacancy on the Board shall also be appointed to fill the corresponding vacancy in the officer position. Any Director (and officer, if applicable) appointed to fill a vacancy shall serve for the remaining term of his or her predecessor. No decrease in the number of authorized Directors constituting the entire Executive Board shall shorten the term of any incumbent Director.

Section 4.5 Removal. A Director who is a duly-elected officer, may be removed upon a motion duly made by a member of the Executive Board and approved by the affirmative vote of a majority of those members present at the meeting and entitled to vote (excluding the vote of the Director who is the subject of such motion). Upon the removal of a Director, such Director also shall be deemed to have been automatically removed from his or her officer position.

Section 4.6 Resignation. Any Director who is a duly-elected officer, may, at any time, resign as a Director by delivering notice of his or her resignation in writing or by electronic transmission to Head Coach/coaches, the President, or the Secretary, and such resignation shall be effective when the notice is delivered unless it specifies a later effective date (not more than thirty (30) days after delivery of such resignation). Upon the resignation of a Director, such Director also shall be deemed to have automatically resigned from his or her officer position.

Section 4.7 Familial Relationship. No two (2) or more persons may simultaneously serve as voting members of the Board if they are related either by birth or marriage.

Section 4.8 Meetings.

(a) Time. The Board shall meet as deemed necessary to enhance and support the Cross Country Team (no less than four (4) times per fiscal year). Regular and special meetings of the Executive Board shall be held on such dates and at such times as is designated by the Executive Board. Regular and special meetings may be called by any two (2) Directors or by the President upon giving two (2) days' notice, either written or verbal, to each Director unless such notice be waived in writing and the method of such notice shall be entered in the minutes of such special meeting.

(b) Place. Regular and special meetings shall be held inside or outside the State of Georgia at such places as the Executive Board may from time to time designate. Whenever the Executive Board shall fail to designate the place of a meeting, the meeting shall be held at the registered office of the Corporation in the State of Georgia.

(c) Conduct of Meeting. Meetings of the Executive Board shall be presided over by a chairman who shall be one (1) of the following officers in the following order

of seniority, if present and acting: the President, the Vice-President, or if neither of the foregoing is in office and present and acting, by a chairman of the meeting chosen by a majority vote of the Executive Board. Unless otherwise determined by the Executive Board, the Secretary of the Corporation, or in the Secretary's absence, an Assistant Secretary of the Corporation shall act as secretary of every meeting, but if neither the Secretary nor an Assistant Secretary is present, the chairman of each meeting shall designate a person to act as Secretary of the meeting, who may or may not be a Director or officer of the Corporation.

(d) Meetings by Telecommunication. Any or all Directors may participate in any meeting by any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by these means is deemed to be present in person at the meeting.

(e) Quorum and Action of Directors. At all meetings of the Executive Board, a majority of the Directors in office immediately before the meeting begins shall constitute a quorum for the transaction of business by the Executive Board, unless the Articles, these Bylaws, or the Code requires a greater number of Directors to approve the business proposed to be transacted; provided that the Head Coach or his/her designee must be present at all meetings of the Executive Board. Except in the case of the Principal and the Head Coach who are ex-officio, non-voting members of the Board, each Director shall have one (1) vote. If a quorum exists, action on a matter is approved if a majority of the entire Board votes in the affirmative, unless the Articles, these Bylaws, or the Code requires the vote of a greater number of affirmative votes to approve the matter. If at any meeting of the Executive Board there is less than a quorum present, a majority of those present or any Director solely present may adjourn the meeting from time to time without further notice. For purposes of these Bylaws, any reference to a vote of, or approval by, "a majority of the entire Board" or "the entire Board" means, respectively, a majority or all of those persons elected as Directors, whether or not they are present at the meeting at which the subject vote is taken (or approval sought).

(f) Committees. The Executive Board, acting by a majority vote of the entire Board, may create one or more committees. Each committee shall have one (1) Director appointed by the President to serve as ex-officio member of the committee. Any committee so established by the Board may be dissolved and any member thereof may be removed therefrom by a majority vote of the entire Board. All provisions of the Articles, these Bylaws, and the Code governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board shall apply equally to committees of the Board and their members. To the extent specified by a majority of the entire Board, the Articles, or these Bylaws, each committee of the Board may exercise the Board's authority under the Code; provided, however, that no committee of the Board may:

- (i) Authorize distributions;
- (ii) Elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees;

- (iii) Adopt, amend, or repeal the Articles or these Bylaws; or
- (iv) Approve the dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Corporation's assets.

Section 4.9 Action Without Meeting. Unless the Articles or these Bylaws provide otherwise, any action required or permitted by the Code to be taken at a meeting of the Executive Board may be taken without a meeting, if one or more consents in writing (or an electronic transmission) describing the action shall be signed by the entire Board and the consents (and/or the electronic transmission) are delivered to the Corporation for inclusion in the minutes or filing with the Corporation's records.

Section 4.10 Compensation. Directors shall serve without compensation. A Director may also serve the Corporation in a capacity other than that of Director and may receive compensation for the services rendered in that other capacity. In the event that a Director is compensated by the Corporation for services rendered in a capacity other than that of Director, the Board shall determine the compensation of the Director in accordance with the following practices and procedures:

(a) The Board shall maintain a Conflict of Interest Policy at all times and shall follow the rules and procedures of such Conflict of Interest Policy, as it may be amended from time to time, when determining the compensation to be paid to a Director.

(b) A Director who receives compensation, directly or indirectly, from the Corporation shall not vote on matters pertaining to his or her compensation or on matters pertaining to the compensation of any other Director and shall not serve on a committee whose jurisdiction includes compensation matters.

(c) The Board shall approve a Director's compensation arrangement in advance of paying any compensation to such Director.

(d) The date and terms of approved compensation arrangements shall be documented in writing.

(e) The decision made by each Director who decided or voted on a compensation arrangement shall be recorded in writing.

(f) Compensation arrangements will be based on information about compensation paid by similarly situated taxable or tax-exempt organizations for similar services and, to the extent reasonably available, current compensation surveys compiled by independent firms and actual written offers from similarly situated organizations.

(g) The Board shall record in writing the information on which the Board relied to base its decision and the source of such information.

(h) The compensation of a Director shall be determined by a majority of the entire Board; provided that, in the event that there are not a sufficient number of

Directors permitted to vote under Section 4.10, above, to constitute a majority of the entire Board, such compensation shall be determined by a majority of all of the Directors permitted to vote on such compensation matter.

ARTICLE V: OFFICERS

Section 5.1 Officers. The officers of the Corporation shall consist of the President, Vice President, Treasurer, and Secretary and such other officers as may be determined by the Board. The President, Vice-President, Secretary and Treasurer shall each be a member of the Board of Directors of the Corporation and shall each have such authority, powers, duties, functions, and privileges as provided herein and as the Board may determine from time to time.

Section 5.2 Election. At a general membership meeting held at the end of the cross country season based on nominations presented from all nominations received by the Secretary following communication made by the Secretary to all members and any direct outreach made by the Head Coach/coaches or the Principal or his/her designee. The Head Coach shall present the slate of nominations for officers compiled by the Secretary. Other candidates may be nominated from the floor at that time. A majority vote is required for election. If more than two candidates are running for the same office and no majority vote is obtained, the candidate receiving the least number of votes shall be eliminated and the vote retaken. This procedure shall be repeated until a candidate has been elected. Those not elected may be nominated again for remaining positions. The newly elected officers shall be installed at the general membership meeting and shall assume all duties on the first of January following such election, and shall serve until December 31st. During the interim period, outgoing officers shall be expected to confer with and advise their successors as to their new duties. Outgoing officers are responsible to turn over all records pertaining to the operation of the Corporation at the end of their term.

Section 5.3 President. The duties of the President shall include but are not limited to, the following:

- a) preside at all meetings of the general membership;
- b) report his/her activities with regard to the Corporation at all meetings of the Board;
- c) compile a preliminary budget with the assistance and approval of the Executive Board and present the budget for approval to the members at a general membership meeting;
- d) open and/or close a bank account for the Corporation;
- e) endorse, on behalf of the Corporation, all negotiable instruments received and deposit in accounts designated by the Executive Board if the Treasurer is absent or the office is vacant;
- f) appoint, with the advice and consent of the Board, committees of the Corporation and committee chairs and serve as an ex-officio member of all committees;

- g) execute approved contracts on behalf of the Corporation;
- h) assure that the purposes of the Corporation are being served;
- i) appoint and/or fill all vacancies of the Board; and
- j) perform such other duties incident to the office as may be assigned from time to time by the Executive Board.

Section 5.4 Vice-President. The duties of the Vice President shall include, but are not limited to, the following:

- a) attend all general meetings of the Corporation and all regular and special meetings of the Board;
- b) serve as President, in the absence or disability of the President;
- c) perform such duties as may be delegated to him/her by the President or as may be prescribed by the Board; and
- d) succeed to the office of President, at the will of the Corporation's membership.

Section 5.5 Secretary. The duties of the Secretary shall include, but are not limited to, the following:

- a) attend and keep the minutes of all general membership meetings of the Corporation and all regular and special meetings of the Board;
- b) keep such other records as the Board shall decide;
- c) maintain updated versions of the Bylaws and Articles;
- d) appoint an assistant who will assume all secretarial duties in his/her absence; and
- e) perform all of the duties usually incident to the office of Secretary and other related duties as directed by the President or as may be prescribed by the Board.

Section 5.6 Treasurer. The duties of the Treasurer shall include, but are not limited to, the following:

- a) attend all general meetings of the Corporation and all regular and special meetings of the Board;
- b) keep the financial records of the Corporation;
- c) open and/or close a bank account for the Corporation;
- d) provide a quarterly financial statement to the President and Head Coach of the Cross Country Team;
- e) collect dues and activity fees for any events to raise funds for the Cross Country Team;
- f) pay when due, bills or debts owed by the Corporation and make disbursement as directed by the Board, the President or within the guidelines of the budget (any disbursements of \$750 or greater will require two signatures);
- g) endorse, on behalf of the Corporation all negotiable instruments received and deposit them in accounts designated by the Board;

- h) compile and execute any tax applications or returns as required by federal or state law and cause all compliance reports to be submitted (such as annual state corporate registrations);
- i) commit all accounts and other records to the succeeding Treasurer;
- j) render a short financial report at each general meeting of the Corporation;
- k) have custody of all funds of the Corporation, subject to the approval of the Board;
- l) prepare an annual financial report at the end of the fiscal year; and
- m) perform all the duties usually incident of the office of Treasurer and other related duties as directed by the President or as may be prescribed by the Board.

Section 5.7 Compensation. The officers shall receive no compensation from the Corporation.

Section 5.8 Resignation. Any officer may resign at any time in writing to the President, Head Coach/coaches or Secretary of the Corporation. Unless otherwise requested in writing, the resignation shall be effective when tendered. In the event of a resignation of an officer, the individual shall be deemed to have immediately resigned as a Director as well.

Section 5.9 Removal. Any officer may be removed upon recommendation from the Board of Directors or by a majority vote at a general membership meeting. In the event of a removal of an officer, the individual shall be deemed to have immediately been removed as a Director as well.

ARTICLE VI: EQUIPMENT

The Board shall purchase equipment deemed necessary to facilitate or benefit the Cross Country Team.

ARTICLE VII: AMENDMENTS

Unless the Articles provide otherwise, these Bylaws or the Articles may be amended or repealed, in whole or in part, only by the affirmative vote of a majority of the entire Board; provided, however, that if these Bylaws require a greater vote for the approval of the matter to which such provision relates, such provision may be amended or repealed only by the affirmative vote of the number of votes required to approve the matter to which such provision relates; and provided further that no amendment shall be inconsistent with the mission of the Corporation. Approved changes to these Bylaws or the Articles shall be announced to the general membership at the next regularly scheduled membership meeting. All approved amendments/alterations to these Bylaws or the Articles shall be dated, recorded and governing documents updated. Upon request, active members shall be entitled to a copy of these Bylaws, the Articles and any changes thereto.

ARTICLE VIII: MISCELLANEOUS

Section 8.1 Bylaws. The term "Bylaws," as used herein, shall mean these Bylaws of the Corporation, as the same are now enacted or hereafter amended.

Section 8.2 Construction. The Section headings of these Bylaws are provided only for convenience of reference; they are not part of these Bylaws and shall be ignored in its construction. Except where otherwise clearly indicated by the context, masculine shall include the feminine, the singular shall include the plural, and vice versa.

Section 8.3 Facsimiles; Emails. For all purposes of these Bylaws, a facsimile transmission or electronic transmission of any document, including, but not limited to, Board Resolutions, containing a signature shall be deemed to be an originally executed document containing an actual signature.

Section 8.4 Notice. Whenever any notice is required to be given by the Articles, these Bylaws, or the Code and no provision thereof governs how such notice shall be given, personal notice shall not be required, and any such notice may be given as follows: (i) in writing, by mail, postage prepaid, addressed to the recipient's address as it appears on the books of the Corporation or, if not listed therein, to his, her, or its last known business address; or (ii) by any other method permitted by law, including, but not limited to, personal delivery, overnight courier service, electronic transmission, or telephone. Any notice required or permitted to be given by mail shall be deemed to be delivered and given at the time when the same is deposited in the United States mail as aforesaid. Any notice required or permitted to be given by overnight courier service shall be deemed to be delivered and given at the time delivered to such service with all charges prepaid and addressed as aforesaid. Any notice required or permitted to be given by electronic transmission shall be deemed to be delivered and given at the time transmitted with all charges prepaid and addressed as aforesaid. Any notice required or permitted to be given by telephone shall be deemed to be delivered and given when communicated.

Section 8.5 Financial Review; Periodic Reviews. To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. Periodic review shall be performed by a party, not a member of the Executive Board, but selected by the Executive Board, and audits shall be conducted as required by law, or authorized by the Executive Board. The periodic review shall, at a minimum, include the following subjects; (i) whether compensation arrangements and benefits are reasonable based on competent survey information, and the result of arms-length bargaining; and (ii) whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess transaction.

Section 8.6 Policies and Procedures. The Corporation shall adhere to the following policies and procedures;

- (i) upon dissolution of the Corporation, the Board shall dispose of the Corporation's assets in accordance with its Articles of Organization;
- (ii) the Corporation shall be politically non-partisan; provided that this shall not prohibit the Corporation from taking a stand on proposed tax assessments and/or bond issues;
- (iii) the activities of the Corporation shall be conducted on a strictly non-profit basis;
- (iv) the Corporation shall be subject to the policies and approval of the Principal of Harrison 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; and
- (v) all activities shall adhere to Section 501(c)(3) and Section 170(c) of the IRS Code.

These Bylaws were duly adopted by the Executive Board of the Corporation, effective the ____ day of _____, 2012.