

**COLLINS HILL TOUCHDOWN CLUB, INC.  
ARTICLES OF INCORPORATION**

**ARTICLE I**

The name of the Corporation is:

**COLLINS HILL TOUCHDOWN CLUB, INC.**

**ARTICLE II**

The Corporation is organized pursuant to the Georgia Nonprofit Corporation Code. It is organized, and shall at all times operate, exclusively for the purpose of acquiring and administering funds and property in the support of the football program at Collins Hill High School which, after the payment of necessary expenses, shall be devoted to “charitable uses and purposes.” In furtherance of such purposes, the Corporation shall have full power and authority:

- (a) To make distributions to organizations that qualify as tax exempt organizations under Sections 501(a) and 501(c)(3) of the Internal Revenue Code, as amended;
- (b) To make distributions to individuals for charitable purposes within the definition of Section 501(c)(3) of the Internal Revenue Code, as amended;
- (c) To receive and accept property, whether real, personal, or mixed, by way of gift, bequest or devise, from and person, firm, trust or corporation, to be held, administered and disposed of in accordance with and pursuant to the governing instruments of the Corporation, as the same shall be amended from time to time; and
- (d) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable or conducive, directly or indirectly, as determined by the Board of Directors to carry out any of the purposes of the Corporation, as set forth in these Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the Georgia Nonprofit Corporation Code (with and subject to the limitations of Section 501(c)(3) of the Internal Revenue Code, as amended).

The Corporation shall serve only such purposes and functions and shall engage only in such activities as are consonant with the purposes set forth in this Article Two and as are exclusively charitable and are entitled to charitable status under Section 501(c)(3) of the Internal Revenue Code, as amended.

**ARTICLE III**

The Corporation shall have perpetual duration.

**ARTICLE IV**

The initial registered office of the Corporation shall be at: Law Office of J. Michael Levensgood, LLC, 150 S. Perry St., Suite 208, Lawrenceville, Georgia 30046, in Gwinnett County. The initial registered agent of the Corporation at such address shall be: J. Michael Levensgood.

**ARTICLE V**

The name and address of the incorporator is: J. Michael Levensgood.

## **ARTICLE VI**

The Corporation shall be a tax-exempt nonprofit corporation. As such:

(a) The Corporation shall be neither organized nor operated for pecuniary gain or profit;

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer or employee of the Corporation, or any other private person; but the Corporation 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 Two hereof;

(c) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office;

(d) Notwithstanding any other provisions of these Articles of Incorporation, the Corporations shall not carry on any other activities no permitted to be carried on:

(i) By a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code, as amended; or

(ii) By a corporation, contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Internal Revenue Code, as amended.

It is intended that the Corporation shall have, and continued to have, the status of an organization which is exempt from federal income taxation under Sections 501(a) and 501(c)(3) of the Internal Revenue Code, as amended. All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation, and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with such Intent.

## **ARTICLE VII**

The Board of Directors shall have general charge of the affairs and of any property and assets of the Corporation. It shall be the duty of the Directors to carry out the purposes and functions of the Corporation. The Directors shall be elected in accordance with the Bylaws, to the extent that such powers and duties are not inconsistent with the status of the Corporation as a nonprofit corporation, which is exempt from federal income taxation under Sections 501(a) and 501(c)(3) of the Internal Revenue Code, as amended.

## **ARTICLE VIII**

The Corporation shall have no members.

## **ARTICLE IX**

The initial Board of Directors shall consist of seven (7) members whose names and addresses are:

Pete Snyder, President and Director

Brian Arnold, Secretary and Director

Tim Krajec, Treasurer and Director

Calita Black, Director

Chuck Daughtry, Director

Karen Findlay, Director

Carol Frye, Director

## **ARTICLE X**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation by distributing those assets exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for public charitable purposes and purposes as shall at the time qualify as exempt from taxation under Sections 501(a) and 501(c)(3) of the Internal Revenue Code, as amended, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE XI**

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code (or corresponding provisions of any subsequent federal tax laws).

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code (or corresponding provisions of any subsequent federal tax laws).

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code (or corresponding provisions of any subsequent federal tax laws).

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code (or corresponding provisions of any subsequent federal tax laws).

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code (or corresponding provisions of any subsequent federal tax laws).

**ARTICLE XII**

No director shall have any personal liability to the Corporation or its members for monetary damages for breach of duty of care or other duty as a director, by reason of any act or omission occurring subsequent to the date when this provision becomes effective, except that this provision shall not eliminate or limit the liability of a director for (a) any appropriation, in violation of his duties, of any business opportunity of the Corporation; (b) acts or omissions which involve intentional misconduct or a knowing violation of law; (c) liabilities of a director imposed by Sections 14-3-860 through 14-3-864 of the Georgia Nonprofit Corporation Code; or (d) any transaction from which the director derived an improper personal benefit.

**ARTICLE XII**

The mailing address of the initial principal office of the Corporation is 50 Taylor Road, Suwanee, Georgia 30024.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation this 30th day of May, 2017.

**LAW OFFICE OF J. MICHAEL LEVENGOOD, LLC**

By:           /s/ John Michael Levengood            
John Michael Levengood, Incorporator

150 S. Perry St., Suite 208  
Lawrenceville, Georgia 30046  
678.765.1745

**CERTIFICATE OF CORPORATE RESOLUTION  
OF COLLINS HILL TOUCHDOWN CLUB, INC.**

I, Brian Arnold, Secretary of COLLINS HILL TOUCHDOWN CLUB, INC., a Georgia nonprofit Corporation, (the "Corporation"), do hereby certify as follows:

1. That I am the duly elected, qualified and acting Secretary of the Corporation, and that, as such, I am authorized to execute this Certificate on behalf of the Corporation.
2. That attached hereto as Annex 1 is a true and correct copy of resolutions adopted on May 30, 2017 by the Board of Directors of the Corporation with respect to the transaction described therein, and that the resolutions, directions, and authorizations therein are in full force and effect and have not been modified or rescinded since their adoption.

In witness whereof, I have hereunto set my hand and affixed the seal the Corporation this 30th day of May, 2017.

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Brian Arnold, Secretary of COLLINS HILL  
TOUCHDOWN CLUB, INC.

[Corporate Seal]

**ANNEX I**

**RESOLUTIONS ADOPTED ON MAY 30, 2017**

RESOLVED, that the Board of Directors does hereby approve and adopt the proposed Bylaws attached as Exhibit A (the "Bylaws"), and the appropriate officers of the Corporation are authorized and directed to execute the Bylaws on behalf of the Corporation, and to take any and all further action and execute, acknowledge, seal and file any and all instruments and documents deemed necessary or proper in connection therewith to effectuate the changes contemplated thereby;

FURTHER RESOLVED, that the Secretary of the Corporation is directed to file a copy of this Consent Action with the minutes of the proceedings of the Board of Directors.

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**COLLINS HILL TOUCHDOWN CLUB, INC.**  
**BYLAWS**

**ARTICLE I**  
**OFFICES**

The Corporation shall at all times maintain a registered office in the State of Georgia and a registered agent at that address, but may have other offices located within or without the State of Georgia as the Board of Directors shall determine.

**ARTICLE II**  
**BOARD OF DIRECTORS**

**Section 2.1. General Powers.** The property and business of the Corporation shall be managed under the direction of the Board of Directors of the Corporation.

**Section 2.2. Number and Term of Office.** The initial Board of Directors of the corporation shall be the seven (7) persons whose names addresses appear in the articles of incorporation of the corporation filed with the Secretary of State of Georgia on May 30, 2017. At the organizational meeting of the initial Board of Directors or at a meeting held as soon thereafter as reasonably possible, the initial Board of Directors shall elect a regular Board Directors, to consist of no less than five (5) nor more than thirty (30) members. The Board of Directors is authorized to fix the precise number of directors by resolution adopted from time to time by a majority of the directors then in office. Members of the Board of Directors shall be elected or appointed by the current directors on the basis of their knowledge and interests in the Collins Hill High School Football program.

**Section 2.3. Vacancies.** The directors may (1) fill the place of any director which may become vacant prior to the expiration of the director's term, such appointment by the directors to continue until the expiration of the term of the director whose place has become vacant, or (2) fill any directorship created by reason of an increase in the number of directors, such appointment by the directors to continue for a term of office until the next appointment by the President and until the appointment of the successor.

Any director may be removed from office with or without cause by the affirmative vote of a majority of the directors entitled to vote at any special meeting of directors called for that purpose. An appointed director may be removed without cause by the person appointing the director.

**Section 2.4. Place of Meeting.** The Board of Directors may hold their meetings and keep the books of the Corporation either within or outside the State of Georgia, at such place or places as they may from time to time determine by resolution or by written consent of all the directors. The Board of Directors may hold their meetings by conference telephone or other similar electronic communications equipment pursuant to which each participant at the meeting can hear the other.

**Section 2.5. Regular Meetings.** Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by resolution

of the Board. The annual meeting of the Board of Directors shall be held prior to the beginning of spring practice, unless otherwise determined by resolution by the Board of Directors for the purpose of electing directors to succeed those whose terms have expired as of the date of such annual meeting. Notice of every resolution of the Boarding or changing the time or place for the holding of regular meetings of the Board shall be mailed to each director at least three (3) days prior to the first meeting held pursuant to such resolution. The Board may transact any business that comes before it. Any additional business may be transacted at any regular meeting of the Board.

**Section 2.6. Special Meetings.** Special meetings of the Board of Directors shall be held whenever called by any director or by the President. The Secretary shall give notice of each special meeting of the Board of Directors, which notice shall specify the time and place of the meeting, at least two (2) days prior to the meeting by personal delivery, telex, telecopy, or cablegram; but such notice may be waived by any director. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meetings. At any meeting at which every director shall be present, even though without notice, any business may be transacted and any director may in writing waive notice of the time, place and objectives of any special meeting.

**Section 2.7. Quorum.** Fifty (50%) percent of the whole number of directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors, but, if at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or by the Articles of Incorporation or by these bylaws. All resolutions adopted and all business transacted by the Board of Directors shall require the affirmative vote of a majority of the directors present at the meeting.

**Section 2.8. Action in Lieu of Meeting.** Any action to be taken at a meeting of the directors, or any action that may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors and any further requirements of law pertaining to such consents have been complied with.

**Section 2.9. Compensation of Directors.** Directors shall not receive any stated salary for their services as such, but each director shall be entitled to receive from the Corporation reimbursement of the expenses incurred by him in attending any regular or special meeting of the Board or of any Committee and such reimbursement and compensation shall be payable Whether or not a meeting is adjourned because of the absence of a quorum. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

**Section 2.10. Nominating Committee.** The Board of Directors shall elect a Nominating Committee consisting of the President and at least one other director. The Nominating Committee shall be selected by the Board of Directors at the annual meeting of the Board of Directors. The Nominating Committee shall be responsible for preparing a slate of directors for election at the next annual meeting of the Board of Directors.

**Section 2.11. Board Committees.** The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of two or more of the directors of the Corporation, which, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors. Such committee or committees shall have such names as may be determined from time to time by resolution adopted by the Board of Directors.

**Section 2.12. Advisory Committees.** Other committees, whether denominated as Standing or Special committees, each consisting of two (2) or more individuals, who may or may not be directors, not having and exercising the authority of the Board of Directors in the management of the Corporation, may be designated by a resolution adopted by the Board of Directors. Except as otherwise provided in such resolution, members of each such committee shall be appointed by the Chairman of the Board of Directors of the Corporation. Any member of any committee may be removed by the Chairman of the Board of Directors whenever in his or her judgment the best interests of the Corporation shall be served by such removal. Each such committee shall have such powers and perform such duties or functions, not inconsistent with the articles of incorporation or these bylaws, as may be prescribed for it by the Board of Directors. Any action by such committee shall be reported to the Board of Directors at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Board of Directors.

### **ARTICLE III OFFICERS**

**Section 3.1. Election, Tenure and Compensation.** The officers of the Corporation shall consist of a President, a Secretary, and a Treasurer who shall be elected by the Board of Directors, and such other officers, including a Chairman of the Board, one or more Vice Presidents and one or more assistants to the foregoing officers as may be elected by the Board of Directors or appointed as provided in these bylaws. The officers shall be elected or appointed at the annual meeting of the Board of Directors to serve a term of one (1) year, or such other term as provided by resolution of the Board of Directors or the appointment to office. Each officer shall serve for the term of office for which he is elected or appointed and until his successor has been elected or appointed and has qualified or his earlier resignation, removal from office, or death. Except for the Chairman of the Board, the officers need not be directors. Any two or more of the above offices may be held by the same person. The compensation or salary paid all officers of the Corporation shall be fixed by resolutions adopted by the Board of Directors.

Except where otherwise expressly provided in a contract duly authorized by the Board of Directors, all officers and agents of the Corporation shall be subject to removal at any time by the affirmative vote of a majority of the whole Board of Directors, and all officers, agents and employees shall hold office at the discretion of the Board of Directors.

**Section 3.2. Powers and Duties of the Chairman of the Board.** The Chairman of the Board shall preside at all meetings of the Board of Directors unless the Board of Directors shall by a majority vote of a quorum thereof elect a chairman other than the Chairman of the Board to preside at meetings of the Board of Directors. He may sign and execute all authorized bonds,

contracts or other obligations in the name of the Corporation; and he shall be ex-officio a member of all standing committees.

**Section 3.3. Powers and Duties of the President.** The President shall be the chief executive officer of the Corporation and shall have general charge and control of all its business affairs and properties.

The President may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation. He shall have the general powers and duties of supervision and the management usually vested in the office of president of a corporation. The President shall be ex-officio a member of all standing committees. He shall do and perform such other duties as may, from time to time, be assigned to him by the Board of Directors.

In the event that the Board of Directors does not take affirmative action to fill the office of Chairman of the Board, the President shall assume and perform all powers and duties given to the Chairman of the Board by these bylaws.

**Section 3.4. Powers and Duties of the Vice President.** The Board of Directors may appoint a Vice President or more than one Vice President. Any Vice President (unless otherwise provided by resolution of the Board of Directors) may sign and execute all authorized bonds, contracts, or other obligations in the name of the Corporation. Each Vice President shall have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors or by the President. In case of the absence or disability of the President, the duties of that office shall be performed by any Vice President, and the taking of any action by any such Vice President in place of the President shall be conclusive evidence of the absence or disability of the President.

**Section 3.5. Secretary.** The Secretary shall give, or cause to be given, notice of all meetings of directors and all other notices required by law or by these bylaws, and in case of his absence or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the President, or by the directors upon whose written request the meeting is called as provided in these bylaws. The Secretary shall record all the proceedings of the meetings of directors in books provided for that purpose, and he shall perform such other duties as may be assigned to him by the directors or the President. He shall have custody of the seal of the Corporation and shall affix the same to all instruments requiring it, when authorized by the Board of Directors or the President, and attest the same. In general, the Secretary shall perform all the duties generally incident to the office of secretary of a corporation, subject to the direction and control of the Board of Directors and the President.

**Section 3.6. Treasurer.** The Treasurer shall have custody of all the funds and securities of the Corporation, and he shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. He shall deposit all moneys and other valuables in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Board of Directors. He shall present the board with a monthly financial report at each scheduled meeting.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. He shall render to the President and the Board of Directors, whenever either of them so requests, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

The Treasurer shall give the Corporation a bond, if required by the Board of Directors, in a sum, and with one or more sureties, satisfactory to the Board of Directors, for the faithful performance of the duties of his office and for the restoration to the Corporation in case of his death, resignation, retirement or removal from office of all books, papers, vouchers, moneys, and other properties of whatever kind in his possession or under his control belonging to the Corporation.

The Treasurer shall perform all the duties generally incident to the office of the treasurer of a corporation, subject to the direction and control of the Board of Directors and the President.

The Treasurer shall ensure an annual financial review is conducted at the close of each fiscal year. The principal of Collins Hill High School shall receive a copy of the final annual review. This review will include, at a minimum:

- Examination of all financial records, including bank statements, receipts, disbursements, and reconciliations
- Verification of account balances and outstanding obligations
- Review of budget-to-actual expenditures
- Confirmation that financial practices align with established policies and procedures

The review shall be conducted by:

- An independent third party, when feasible, **or**
- A committee of at least two (2) individuals who are not authorized signers on the organization's bank accounts

**Section 3.7. Assistant Secretary.** The Board of Directors may appoint an Assistant Secretary or more than one Assistant Secretary. Each Assistant Secretary shall (except as otherwise provided by resolution of the Board of Directors) have power to perform all duties of the Secretary in the absence or disability of the Secretary and shall have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors or the President. In case of the absence or disability of the Secretary, the duties of the office shall be performed by any such Assistant Secretary, and the taking of any action by any such Assistant Secretary in place of the Secretary shall be conclusive evidence of the absence or disability of the Secretary.

**Section 3.8. Assistant Treasurer.** The Board of Directors may appoint an Assistant Treasurer or more than one Assistant Treasurer. Each Assistant Treasurer shall (except as otherwise provided by resolution of the Board of Directors) have power to perform all duties of the Treasurer in the absence or disability of the Treasurer and shall have such other powers and

shall perform such other duties as may be assigned to him by the Board of Directors or the President. In case of the absence or disability of the Treasurer, the duties of the office shall be performed by any Assistant Treasurer, and the taking of any action by any such Assistant Treasurer in place of the Treasurer shall be conclusive evidence of the absence or disability of the Treasurer.

#### **ARTICLE IV CORPORATE SEAL**

**Section 4.1. Seal.** The seal of the Corporation shall be in such form as the Board of Directors may from time to time determine. In the event it is inconvenient to use such a seal at any time, or in the event the Board of Directors shall not have determined to adopt a corporate seal, the signature of the Corporation followed by the word “Seal” enclosed in parentheses or scroll shall be deemed the seal of the Corporation. The seal shall be in the custody of the Secretary and affixed by him or by his assistants on all appropriate papers.

#### **ARTICLE V BANK ACCOUNTS AND LOANS**

**Section 5.1. Bank Accounts.** Such officers or agents of the Corporation as from time to time shall be designated by the Board of Directors shall have authority to deposit any funds of the Corporation in such banks or trust companies as shall from time to time be designated by the Board of Directors and such officers or agents as from time to time shall be authorized by the Board of Directors may withdraw any or all of the funds of the Corporation so deposited in any such bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of the Corporation, and made or signed by such officers or agents; and each bank or trust company with which funds of the Corporation are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Board of Directors, until written notice of the revocation of the authority of such officers or agents by the Board of Directors shall have been received by such bank or trust company. There shall from time to time be certified to the banks or trust companies in which funds of the Corporation are deposited, the signature of the officers or agents of the Corporation so authorized to draw against the same. In the event that the Board of Directors shall fail to designate the persons by whom checks, drafts and other instruments or orders for payment of money shall be signed, as hereinabove provided in this Section, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the President or a Vice President and countersigned by the Secretary or Treasurer or an Assistant Secretary or an Assistant Treasurer of the Corporation.

**Section 5.2. Loans.** Except as limited by a policy of Gwinnett County Public Schools or of the Gwinnett County Board of Education, such officers or agents of this Corporation as from time to time shall be designated by the Board of Directors shall have authority to effect loans, advances or other forms of credit at any time or times for the Corporation from such banks, trust companies, institutions, corporations, firms, or persons as the Board of Directors shall from time to time designate, and as security for the repayment of such loans, advances, or other forms of credit to assign, transfer, endorse and deliver, either originally or in addition or

substitution, any or all stocks, bonds, rights and interests of any kind in or to stocks or bonds, certificates of such rights or interests, deposits, accounts, documents covering merchandise, bills and accounts receivable and other commercial papers and evidences of debt at any time held by the Corporation; and for such loans, advances or other forms of credit to make, execute and deliver one or more notes, acceptances or written obligations of the Corporation on such terms, and with such provisions as to the security or sale or disposition thereof as such officers or agents shall deem proper; and also to sell to, or discount or rediscount with, such banks, trust companies, institutions, corporations, firms or persons any and all commercial paper, bills receivable, acceptances, and other instruments and evidences of debt at any time held by the Corporation, and to that end to endorse, transfer and deliver the same. There shall from time to time be certified to each bank, trust company, institution, corporation, firm or person so designated the signatures of the officers or agents so authorized; and each such bank, trust company, institution, corporation, firm or person is authorized to rely upon such certification until written notice of the revocation by the Board of Directors of the authority of such officers or agents shall be delivered to such bank, trust company, institution, corporation, firm or person.

## **ARTICLE VI MISCELLANEOUS PROVISIONS**

**Section 6.1. Fiscal Year.** The fiscal year of the Corporation shall end on the last day of December of each year.

**Section 6.2. Notices.** Whenever, under the provisions of these bylaws, notice is required to be given to any director or officer it shall not be construed to require personal notice, but such notice may be given in writing, by mail, by depositing the same in a post office or letter box, in a prepaid envelope, addressed to each director or officer at such address as appears on the books of the corporation, or in default of any other address, to such director or officer at the general post office in the City of Lawrenceville, Georgia, and such notice shall be deemed to be given at the time the same shall be thus mailed. Any director or officer may waive any notice required to be given under these bylaws.

**Section 6.3. Charitable Purposes.** The corporation is a voluntary association of individuals and organizations the purposes of which, as set forth in the articles of incorporation, are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code. The corporation is a nonprofit corporation under the provisions of the Georgia Nonprofit Code. It has been organized, and at all times shall hereafter be operated, exclusively for public charitable uses and purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, for the benefit of, to perform the functions of, or to carry out the purposes of supporting the Collins Hill High School football program, and to perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Directors, to carry out any of the purposes of the corporation, as set forth in the articles of incorporation and these bylaws, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Georgia Nonprofit Corporation Code (within and subject to the limitations of section 501(c)(3) of the Internal Revenue Code).

**ARTICLE VII  
AMENDMENTS**

The Board of Directors shall have the power and authority to amend, alter or repeal these bylaws or any provision thereof, and may from time to time adopt additional bylaws.

**ARTICLE VIII  
INDEMNIFICATION**

Each person who is or was a director or officer of the Corporation, and each person who is or was a director or officer of the Corporation who at the request of the Corporation is serving or has served as an officer, director, partner, joint venturer or trustee of another corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Corporation, and entitled to advancement of expenses of litigation, to the fullest extent permitted under the Georgia Nonprofit Corporation Code against those expenses (including attorneys' fees), judgments, fines and amounts paid in settlement which are allowed to be paid, reimbursed or advanced by the Corporation under the Georgia Nonprofit Corporation Code and which are actually and reasonably incurred in connection with any action, suit or proceedings, pending or threatened, whether civil, criminal, administrative or investigative, in which such person may be involved by reason of his being or having been a director or officer of this Corporation or of such other enterprise. Such indemnification shall be made only in accordance with the Georgia Nonprofit Corporation Code and subject to the conditions thereof.

As a condition to any such right of indemnification, the Corporation may require that it be permitted to participate in the defense of any such action or proceedings through legal counsel designated by the Corporation and at the expense of the Corporation.

The Corporation may purchase and maintain insurance on behalf of any such persons whether or not the Corporation would have the power to indemnify such officers and directors against any liability under the Georgia Nonprofit Corporation Code.

## ARTICLE IX

### CONFLICTS OF INTEREST

**Section 9.1. Conflict of Interest Policy and Procedure.** No transaction shall be approved, no undertaking ratified, and no contract shall be entered into nor shall any other action be approved, voted on, or addressed by the Board of Directors without complying with the Conflict of Interest Policy set forth in this Article IX.

#### Definitions

- (a) An “Interested Person” is a Director, an officer, or a member of a committee with Board-delegated powers who has a direct or indirect “Financial Interest.”
- (b) A person has a “Financial Interest” if the person directly or indirectly, through business, investment or family, has any of the following:
- 1) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or
  - 2) A compensation arrangement with the Corporation or any entity or individual with which the Corporation has a transaction or arrangement, or
  - 3) A potential ownership or investment interest in, or compensation arrangement with any entity or individual with which the Corporation is negotiating a transaction or arrangement.
- (c) “Compensation” includes direct and indirect remuneration and gifts which are substantial in nature.
- (d) “Conflict of Interest” of an Interested Person with respect to a transaction or arrangement is defined for purposes of this Article IX to exist when, according to the determination of the independent members of the Board of Directors, Conflicts of Interest Committee or Special Independent Committee, there is a reasonable expectation that the Interested Person’s judgment with respect to the transaction or arrangement would be influenced on account of or in connection with his or her Financial Interest in the transaction or arrangement.

**Section 9.2. Disclosure; Duty to Disclose.** Interested Persons shall disclose all Financial Interests and all material facts relating thereto to the Board of Directors, Conflicts of Interest Committee, or Special Independent Committee formed with respect to a specific transaction. Such disclosure shall be made promptly upon discovery by the Interested Person of the facts constituting the Financial Interest, and before any action is taken by the Board of Directors on any transaction or arrangement as to which an Interested Person has a Financial Interest. Each Director, officer, and member of any committee with Board-delegated powers

shall be required to agree to disclose in a timely manner any potential “Financial Interest” which may serve to cause such person to be an Interested Person.

**Section 9.3. Determination of Conflict of Interest.** After each member of the Board of Directors and each other potential Interested Person has made disclosures and provided any other requested information sufficient for the independent members of the Board of Directors, Conflicts of Interest Committee or Special Independent Committee to determine whether such member of the Board of Directors has a Conflict of Interest, the independent members of the Board of Directors, Conflicts of Interest Committee or Special Independent Committee shall discuss and determine by majority vote, based upon the available disclosures and information, whether such Financial Interest constitutes a “Conflict of Interest.” The Interested Person as to whom such a discussion or vote is held shall not be present during such discussion or vote, nor shall any other Interested Person be present.

**Section 9.4. Procedure for Addressing Conflicts of Interest.** If the Board of Directors (or if formed pursuant to the Board of Director’s direction, the Conflicts of Interest Committee or Special Independent Committee) determine that there is a Conflict of Interest with respect to an Interested Person, the following procedures shall be followed:

- (a) The Interested Person shall be required to leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in a Conflict of Interest; and
- (b) The Board of Directors, Conflicts of Interest Committee or Special Independent Committee shall appoint, if appropriate, a non-interested person or committee to investigate alternatives to the proposed transaction or arrangement; and
- (c) To the extent appropriate to protect the Corporation’s interests, the remaining members of the Board of Directors, Conflict of Interest Committee or Special Independent Committee (provided all such persons are unrelated to, and not subject to the control of the Interested Person) shall obtain appropriate data as to the “comparability” of the proposed transaction. In determining the “comparability” of the proposed transactions, the independent Directors shall seek to determine whether the transaction is comparable to a similar transaction undertaken at arms-length for fair market value. For example, in the case of independent Directors determining whether compensation to be paid to an Interested Person is comparable, the independent Directors may undertake or cause to be performed a compensation analysis comparing compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. This compensation analysis would consider (without limitation) the location of the organization, including the availability of similar specialties in the geographic area; independent compensation surveys by nationally-recognized independent firms; or actual written offers from similar organizations competing for the person; and

(d) The non-interested Directors present, by majority vote, shall determine whether the transaction or arrangement is in the Corporation's best interests and for its own benefit; whether it is fair and reasonable to the organization; and, after exercising due diligence, whether the organization can or cannot obtain a more advantageous transaction or arrangement with reasonable efforts under the circumstances; and

(e) The Board of Directors and Committee shall adequately document the basis for the determination. For example, in the previous example of compensation to an Interested Person, these records may include an evaluation of the individual whose compensation is being established and the basis for determining that the individual's compensation is reasonable in light of the evaluation and data.

(f) The Board of Directors shall take appropriate disciplinary action with respect to an Interested Person who violates the conflicts of interest policy.

**Section 9.5. Procedures for Adequate Record Keeping.** The minutes of meetings for the Board of Directors and all committees with Board-delegated powers should include:

(a) The names of the persons who disclosed Financial Interests, the nature of the Financial Interests and whether the Board of Directors or appropriate committee determined there was a Conflict of Interest; and

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement; the content of these discussions, including any alternatives to the proposed transaction or arrangement; and a record of the vote.

**Section 9.6. Procedures Ensuring that the Conflict of Interest Policy is Distributed to all Directors, Officers and Members of Committees.** Each Director, officer and member of a committee with Board-delegated powers shall sign an annual statement that the person:

(a) Received a copy of the conflicts of interest policy or these Bylaws ("Policy");

(b) Has read and understands the Policy;

(c) Agrees to comply with the Policy;

(d) Understands that the Policy applies to all committees and subcommittees having Board-delegated powers; and

(e) Understands that the Corporation is a charitable organization and that in order to maintain its tax-exempt status, it must continuously engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**Section 9.7. Procedures for Applying the Policy to a Compensation Committee.**

- (a) Individuals who receive, directly or indirectly, compensation from the Corporation, for services as employees or as independent contractors, are barred from voting on the compensation of Corporation employees or independent contractors and shall not serve as members on any compensation committee; and
- (b) A voting member of a compensation committee who has a conflict of interest in or with respect to the organization from which the member receives compensation, directly or indirectly, shall not vote on matters pertaining to that member's compensation.

**Section 9.8. System of Periodic Reviews.** The Board of Directors and all committees with Board-delegated powers must conduct periodic reviews of the Corporation's activities to ensure that the organization is operating in a manner consistent with accomplishing the Corporation's charitable purposes and that its operations do not result in private inurement or impermissible benefit to private interests. It must periodically be verified that:

- (a) Compensation arrangements and benefits are reasonable and are the result of arm's-length negotiations;
- (b) Joint ventures (or other similar arrangements) with other entities have not resulted in private inurement or impermissible private benefit to any party, and conform to written policies, are properly recorded, reflect reasonable payments for goods or services, and further the Corporation's charitable purpose; and
- (c) Agreements to provide any services to employees and third-party payers serve the Corporation's charitable purposes.

**Section 9.9. Disgorgement; Excess Benefit Portion of Excess Benefit Transactions Voidable.** Any amounts which constitute an "excess benefit" under section 4958 of the Internal Revenue Code and which thereby, absent the application of this Section 9.9 would incur a penalty excise tax, shall be void ab initio. Such "excess benefit" amount shall be deemed to have been held in trust for the Corporation and shall be returned to the Corporation plus interest payable at the "applicable federal rate" within the meaning of the Internal Revenue Code.

**Section 9.10. Compliance with Treasury Regulations.** This Article IX is drafted to comply with (i) Internal Revenue Code section 4958 and (ii) the Internal Revenue Service's Conflict of Interest Policy draft released June 18, 1996, as each shall be amended, updated and interpreted. Specifically, the procedures for addressing Conflicts of Interest set forth in Section 9.6 are intended to comply with the procedure required to establish the presumption of reasonableness with respect to the terms of any transaction between Interested Persons and the Corporation. This Article IX shall be interpreted and applied in a manner consistent with the foregoing.