

BYLAWS
of
WALTON FASTPITCH BOOSTER CLUB, INC.

Incorporated under the laws of the State of Georgia

*These are the Bylaws of Walton Fastpitch Booster Club, Inc.,
adopted by the Board of Directors and intended to be effective as of January 21, 2020.*

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1.

NAME, LOCATION, AND OFFICES

- 1.1. **Name.** The name of this Corporation shall be "Walton Fastpitch Booster Club, Inc."
- 1.2. **Registered Office and Agent.** The Corporation shall maintain a registered office in the State of Georgia and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of Georgia law.

2.

PURPOSES AND GOVERNING INSTRUMENTS

- 2.1. **Powers and Purposes.** The Corporation shall have all the powers enumerated in and granted by the "Georgia Nonprofit Corporation Code," O.C.G.A. Section 14-3-101 *et seq.*, as amended from time to time, or successor provisions (the "Act"); provided, however, the Corporation shall exercise its powers only in furtherance of its tax-exempt purposes as set forth in the Articles of Incorporation of the Corporation, as such may be amended from time to time (the "Articles of Incorporation"), and which are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or successor provisions (the "Code").

Except as otherwise provided in the Articles of Incorporation, the Corporation's powers and authority shall include, without limitation, the following: the Corporation shall have the power and authority to do all things and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objectives enumerated in the Articles of Incorporation or any amendment hereof, necessary or incidental to the protection and benefit of the Corporation, and, in general, either alone or in association with other associations, corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment, attainment, or furtherance of the purposes and objectives of the Corporation. The Corporation shall have power to receive, accept and administer donations, in money or in property, either without restriction or restricted to such purposes as the donor may provide; provided, however, such purposes are within the purposes of the Corporation, and any such restricted donations shall be used for the purposes to which restricted. The Corporation shall have the power and authority to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organization, if in the sole judgment of the Board of Directors (without the necessity of the approval of any director, custodian, or agent), such restriction or condition becomes, in effect, unnecessary, or inconsistent with the charitable needs and interests served by the Corporation.

- 2.2. **Nonprofit Corporation Provisions.** The Corporation is not organized and shall not be operated for profit or pecuniary gain. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer, or any other private person, except that, subject to the Act, 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 Section 2.1 hereof. The Corporation shall not carry-on propaganda, or otherwise attempt to influence legislation, to an extent that would disqualify it for tax exemption under Section 501(c)(3) of the Code by reason of attempting to influence legislation. The Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these bylaws (hereinafter referred to as the "Bylaws"), the Corporation shall not carry on any other activities not permitted to be carried on by a corporation

exempt from federal income taxation under Section 501(c)(3) of the Code. It is intended that the Corporation shall have, and continue to have, the status of an organization that is exempt from federal income taxation under Section 501(c)(3) of the Code. All terms and provisions of these Bylaws of the Corporation, and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.

Notwithstanding any other provisions contained in these Bylaws, during any taxable year or taxable years in which the Corporation constitutes a "private foundation" as described in Code Section 509(a), the Corporation must distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under Code Section 4942, and the Corporation shall be prohibited from all of the following: (a) engaging in any act of "self-dealing" (as defined in Code Section 4941(d)); (b) retaining any "excess business holdings" (as defined in Code Section 4943(c)); (c) making any investments in such manner as to subject the Corporation to tax under Code Section 4944; and (d) making any taxable expenditures (as defined in Code Section 4945(d)).

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, (i) dispose of all of its assets exclusively for the purposes of the Corporation in such manner as the Board of Directors shall determine, or (ii) distribute its assets to such organization or organizations organized and operated exclusively for charitable, educational, and fostering national or international amateur sports competition purposes as shall at that time qualify as an exempt organization or organizations under Code Section 501(c)(3), as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the superior court of the county in which the Corporation's registered office is located, exclusively for exempt charitable, educational, and fostering national or international amateur sports competition purposes or to such organization or organizations as said court shall determine are organized and operated exclusively for such purposes.

- 2.3. **Governing Instruments.** The Corporation shall be governed by the Articles of Incorporation and these Bylaws as the same may be amended from time to time.
- 2.4. **Organizational Purpose.** The Corporation is organized on a nonstock, directorship basis under the Act. The purpose and objectives of the Corporation is organized to support the student-athlete experience while participating in the George Walton Comprehensive High School Softball Program at the Varsity, Junior Varsity and Middle School levels.
- 2.5. **Membership.** The Corporation shall have no members, as expressly authorized by Section 14-3-603 of the Act.

3. BOARD OF DIRECTORS

3.1. Authority and Responsibility of the Board of Directors.

(a) Except as otherwise provided in the Articles of Incorporation of the Corporation or in these Bylaws, the governance and management of the affairs of the Corporation shall be vested in the Board of Directors; and all of the powers, duties, and functions of the Corporation conferred by the Articles of Incorporation, these Bylaws, the Act, common law, court decisions, or otherwise, shall be exercised, performed, or controlled by or under the authority of the Board of Directors.

(b) The governing body of the Corporation shall be the Board of Directors. The Board of Directors shall have supervision, control, and direction of the management, affairs, and property of the Corporation; shall determine its policies or changes therein; and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board of Directors may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the Corporation as shall be deemed advisable, and may, in

the execution of the powers granted, delegate certain of its authority and responsibility to an executive committee or other committee pursuant to Section 7.1 hereof. Under no circumstances, however, shall any actions be taken which are inconsistent with the Articles of Incorporation or the Bylaws.

(c) The Board of Directors may, from time to time, appoint, as advisors, persons whose advice, assistance, and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the Corporation.

(d) The Board of Directors is authorized to employ such person or persons, including officers, attorneys, accountants, directors, agents, managers, and assistants, as in its judgment are necessary or desirable for the administration and management of the Corporation, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.

3.2. Number and Qualifications. The Board of Directors of the Corporation shall consist of not fewer than five (5) members nor more than twelve (12) members all of whom shall be eighteen (18) years of age. Members of the Board of Directors shall be elected on the basis of their level of interest and demonstrated commitment to the achievement of the purposes of the Corporation with the exception of the Head Coach of the George Walton Comprehensive High School Varsity Softball Team. The Head Coach of the George Walton Comprehensive High School Varsity Softball Team, hereby referred to as Head Coach, shall serve on the Board of Directors as an ex-officio member of the Board of Directors and is assigned by the administration of the George Walton Comprehensive High School, hereby referred to as Walton High School.

3.3. Election. The Directors of the Corporation shall be elected either: (i) at the annual meeting of the Board of Directors of the Corporation as provided in Article Four of these Bylaws; (ii) at any other lawfully called and convened meeting of the Board of Directors; or (iii) by the execution of a unanimous written consent of the Board of Directors then in office and eligible to vote on such matter pursuant to Section 4.7 hereof.

3.4. Terms of Office. The term of office of the elected Board of Directors shall commence at the close of the meeting at which he or she was elected and shall continue for a period of one (1) year thereafter, or until his or her successor is duly elected and qualified, unless he or she earlier resigns or is removed. Members of the Board of Directors are eligible for reelection to succeed himself or herself for up to three additional one year terms; provided, however that no director may serve continuously for more than four years. A former member of the Board of Directors may be eligible to serve after one year off the Board of Directors. The Head Coach is assigned by Walton High School administration and not subject to the terms of Section 3.3 or 3.4 of these bylaws.

3.5. Attendance. Each director will be expected to attend all meetings, and shall be required to attend at least fifty percent (50%) of all annual, regular, and special meetings with the requisite notice of the Board of Directors and of the meetings of any committee of the Board of Directors of which such director is a member held each year, unless excused by the President; and failure to attend the required number of meetings or failure to attend three (3) consecutive meetings of the Board of Directors without excuse acceptable to the President shall constitute specific grounds for the removal of a member of the Board of Directors. Vacancies arising by reason of expiration of term, death, disability, resignation, refusal to serve, or otherwise, shall be filled for the new term or the unexpired term, as the case may be, by the Board of Directors using the same process used to appoint the director whose position has become vacant. Such person shall serve as a member of the Board of Directors until the expiration of his or her term, or the unexpired term of his or her predecessor, as the case may be, and until his or her successor has elected and has been qualified or until his or her earlier death, resignation, retirement, disqualification, or removal.

- 3.6. **Removal.** Any director may be removed either for cause at any lawfully called and convened regular, special, or annual meeting of the Board of Directors, by the affirmative vote of no fewer than two thirds vote of all the directors then in office and eligible to vote on such matter if notice of intention to act upon such matter shall have been given in the notice calling such meeting. A removed director's successor may be elected at either the same meeting or a subsequent meeting to serve the unexpired term.
- 3.7. **Compensation.** Directors shall not receive compensation for services rendered to, and in furtherance of the purposes and functions of, the Corporation.

4.

MEETINGS OF THE BOARD OF DIRECTORS

- 4.1. **Place of Meetings.** Meetings of the Board of Directors may be held at any place within the State of Georgia as set forth in the notice thereof or, in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is so specified, at the principal office of the Corporation.
- 4.2. **Annual Meeting Notice.** An annual meeting of the Board of Directors shall be held not later than September 15 of each year at such place as the Board of Directors shall determine on such day and at such time as the Board of Directors shall designate. Unless waived as contemplated in Section 5.2, notice of the time and place of such annual meeting shall be given by the President not less than three (3) nor more than sixty (60) days before such annual meeting. The directors shall be elected by a vote of the Board of Directors of the Corporation as provided in this Article Four of these Bylaws. At such annual meeting of the Corporation, the Board of Directors shall elect officers of the Corporation, shall appoint members of the committees of directors created pursuant to Article Seven hereof and shall transact such other business as may properly come before the meeting. In the event of the failure of the Board of Directors to hold an annual meeting at any time or for any cause, any and all business which might have been transacted at such meeting may be transacted by unanimous written consent in accordance with Section 4.7 of these Bylaws or at the next succeeding meeting, whether the same be a special meeting or a regular meeting.
- 4.3. **Regular Meetings; Notice.** Regular meetings of the Board of Directors may be held from time to time between annual meetings at such times and at such places as the Board of Directors may prescribe. There shall be at least four (4) meetings of the Board of Directors each year, including the annual and the regular meetings. Notice of the time and place of each such regular meeting shall be given by the President not less than three (3) nor more than sixty (60) days before such regular meeting.
- 4.4. **Special Meetings; Notice.** Special meetings of the Board of Directors may be called by or at the request of the President or a majority of the Board of Directors. Notice of the time, place and purpose of any special meeting of the Board of Directors shall be given at the direction of the President or by the Secretary at least twenty-four (24) hours before such meeting.
- 4.5. **Waiver.** Attendance by a Director at a meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.
- 4.6. **Quorum.** A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business and the unanimous consent of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.
- 4.7. **Action by Directors Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors or any committee created pursuant to Section 7.1 hereof may be taken without a

meeting if, before or after the action, a consent in writing, setting forth the action so taken, is signed by all of the members of the Board of Directors (or committee, as the case may be) then in office and eligible to vote on such matter. Such consent shall have the same force and effect as an affirmative vote at a lawfully called and convened meeting of the Board of Directors or committee. The signed consent, or a signed copy, shall be placed in the minute book of the Corporation.

- 4.8. Telephone and Similar Meetings.** Directors may participate in and hold a meeting (including for this purpose, a meeting of any committee thereof pursuant to Article Seven hereof) by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

- 4.9. Adjournments.** A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting and of the business to be transacted in a manner other than by announcement at the meeting that was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting that was adjourned. If the adjournment is for more than thirty (30) days, a notice of the adjourned meeting shall be given to each Director.

5.

NOTICE AND WAIVER

- 5.1. Procedure.** Whenever these Bylaws require notice to be given to any Director, the notice shall be given in accordance with this Section 5.1. Notice under these Bylaws shall be in writing unless oral notice is reasonable under the circumstances and is thereafter confirmed in writing. Notice may be communicated in person, by telephone, telegraph, teletype, email, text or other form of wire or wireless communication, including electronic transmission as provided in Section 12.1 of these Bylaws, or by mail or private carrier. Written notice, if in a comprehensible form, is effective at the earliest of the following:

- (a) When received or when delivered, properly addressed, to the addressee's last known principal place of business or residence;
- (b) Five (5) days after its deposit in the mail, as evidenced by the postmark, if mailed with first-class postage prepaid and correctly addressed; or
- (c) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.
- (d) Oral notice is effective when communicated if it has been communicated in a comprehensible manner and has been the subject of written confirmation.
- (e) Email and text message notice is effective when confirmed by the intended recipient via email or text message, respectively.

In calculating time periods for notice, when a period of time measured in days, weeks, months, years, or other measurement of time is prescribed for the exercise of any privilege or the discharge of any duty, the first day shall not be counted but the last day shall be counted.

- 5.2. Waiver.** A Director may waive any notice before or after the date and time stated in the notice. Except as provided herein, the waiver must be in writing, signed by the Director entitled to the notice, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. The Director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the director at the beginning of the meeting (or promptly upon his or her arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken or voted upon at the meeting.

6. OFFICERS

- 6.1. Number and Qualifications.** The officers of the Corporation shall consist of a President, Vice Presidents as described below, a Secretary and the designated Head Coach of the Walton High School Fastpitch Program. The Board of Directors shall have the authority to create and establish the duties of such other officers as it deems necessary for the efficient management of the Corporation. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. The role of the Head Coach is assigned by the administration of the Walton High School and not subject to Section 6 of the Bylaws.
- 6.2. Election and Term of Office.** The officers of the Corporation shall be elected by the Board of Directors at the annual meeting of the Corporation pursuant to Section 4.2 of these Bylaws. The officers may be (but need not be) serving members of the Board of Directors at the time of their election and during their respective terms of office. The officers of the Corporation shall serve for terms of one (1) year and thereafter until their successors have been elected and have qualified, or until their earlier death, resignation, removal, retirement, or disqualification. Any other officers appointed by the Board of Directors under Section 6.1 of these Bylaws shall serve at the will and pleasure of the Board of Directors and until their successors have been appointed and have qualified, or until their earlier death, resignation, removal, retirement, or disqualification.
- 6.3. Removal.** Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby; provided, however, that if such officer is a member of the Board of Directors such officer shall not be permitted to vote and shall not be present when such removal vote is taken by the Board of Directors. However, any such removal shall be without prejudice to the contract rights, if any, of the officer so removed.
- 6.4. Vacancies.** Except as otherwise provided in these Bylaws, a vacancy in any office arising at any time and from any cause may be filled for the unexpired term by the Board of Directors by appointment at any meeting of the Board of Directors.
- 6.5. President (voting member).** A President shall be elected at the annual meeting and may be (but need not be) a current serving member of the Board of Directors at the time of their election. The President shall preside at all meetings of the Board of Directors. The President shall serve as the chair of the Board of Directors and give, or cause to be given, any notice required to be given of any meetings of the Board of Directors and of any committee as required. Moreover, the President shall:
- (a) Work closely with the George Walton Comprehensive High School ("Walton") Fastpitch Softball Team's coaches, Board of Directors and school administration to plan and arrange all season activities, including recruiting volunteers, support and enlisting Corporation support as needed; and
 - (b) Work closely with all the Board of Directors to manage funding and appropriations in a fiscally responsible manner this include leading the development and approval of Annual Budget; and

- (c) Ensure effective and timely communications with Walton Softball Community, Corporation and team members, including the Walton Junior Raider Fastpitch Softball Teams; and
- (d) Foster a Corporation support level that is proactive and fully supportive of all team needs; and
- (e) Propose nominees to fill vacated office; and
- (f) Authorize disbursements for approved expenses of the club; and
- (g) Serve as backup to the Vice President of Finance and as secondary signature authority on all banking accounts; and
- (h) Maintain an excellent working relationship with the school administration and other athletic booster clubs.

Additionally, he or she also shall have such powers and perform such duties as are specifically imposed on him or her by law and as may be assigned to him or her by the Board of Directors. Finally, the President shall perform any other such duties and have such authority and powers as the Board of Directors may from time to time prescribe.

- 6.6. Vice President of Finance (Treasurer) (voting member)**. A Vice President of Finance shall be elected at the annual meeting and may be (but need not be) a current serving member of the Board of Directors at the time of their election. The Vice President of Finance shall be charged with the management of financial affairs of the Corporation. Specifically, the he or she shall perform such duties as treasurers usually perform for a corporation and shall perform such other duties and shall exercise such other powers as the Board of Directors may from time to time designate and shall render to the President and to the Board of Directors, whenever requested, an account of the financial condition of the Corporation. The Vice President of Finance shall:

- (a) Create and manage the annual budget, including projected expenditures and revenue; and
- (b) Work closely with the Board of Directors to achieve revenue projections and maintain annual approved budget; and
- (c) Maintain accurate records of expenses and revenues, both to manage the current budget and to build historical budgets for future budgeting purposes; and
- (d) Develop and report a Monthly Treasurer's Report to the Corporation's Board of Directors that includes income, expenditures and balances of the Corporation that are held in all banking institutions; and
- (e) Submit Annual Financial Report to the Walton High School Administration; and
- (f) Develop and submit any filings and documents that may be required by the Internal Revenue Service (IRS) by the date set forth by the IRS, up to and including annual forms, Form 1099 and all required filings to achieve and maintain 501(c)(3); and
- (g) Prior to the inception of any season, ensure all activities have defined and agreed upon budgets, pay recurring bills directly for web hosting and domain registration, make sure banking online statements and paper statements are directed to Board of Directors of the Corporation; and
- (h) Attend opening banquet to collect and track payments; attend fundraising nights to collect and track payments; and
- (i) On an annual basis audit and ensure signature authority at all banking institutions is accurate for the Corporation, audit and ensure signature authority holders have debit/credit card for team online expenses; and

- (j) Process reimbursements and bills as submitted by board; work with Jr Raider liaisons to pay invoices, expenses and organize deposits for dues and fundraising by athlete; work with concession chair to provide Jr Raider and Varsity/JV initial concession change and change boxes; periodically audit cash boxes for Jr Raider and Varsity/JV to remove excess cash for deposits and make additional change; collect cash boxes after last home game and make deposits; and
- (k) Maintain master roster of student-athletes status of dues, sponsorship, raffle sales, and other fundraising activities that are approved by the Board of Directors. periodically transfer PayPal balances to bank account; provide the board as needed with summary financial updates; and
- (l) At the conclusion of each season, execute payments for end of season banquet and annual meeting of the Board of Directors. Make sure any deposits are paid and check provided for night of event; and
- (m) Coordinate budgets, expenditures and activities with the Walton High School Bookkeeper.

Additionally, he or she also shall have such powers and perform such duties as are specifically imposed on him or her by law and as may be assigned to him or her by the Board of Directors. Finally, the Vice President of Finance shall perform any other such duties and have such authority and powers as the Board of Directors may from time to time prescribe

6.7. Vice President of Communications (voting member). A Vice President of Communications shall be elected at the annual meeting and may be (but need not be) a current serving member of the Board of Directors at the time of their election. The Vice President of Communications shall:

- (a) Develop and maintain the Walton Fastpitch Softball Team' social media presence on all platforms agreed upon by the Board of Directors of the Corporation; and
- (b) Serve as the Webmaster ensuring all external websites are maintained with relevant and current information; and
- (c) Fulfill graphic art needs for website, social media posts and event; and
- (d) Work closely with the Vice President of Events to fulfill graphic/print needs for events, such as senior night program, closing banquet slideshow and any others events; and
- (e) Coordinate school photographers for team and individual pictures; and
- (f) Fundraising to secure Senior banners in a timely manner; and
- (g) Secure volunteers for home game scorekeeper and announcer which are typically student volunteers who earn hours by volunteering; and
- (h) Prepare and distribute all correspondence to the Walton High School Softball Community at large.

Additionally, he or she also shall have such powers and perform such duties as are specifically imposed on him or her by law and as may be assigned to him or her by the Board of Directors. Finally, the Vice President of Communications shall perform any other such duties and have such authority and powers as the Board of Directors may from time to time prescribe.

6.8. Vice President of Events (voting member). A Vice President of Events shall be elected at the annual meeting and may be (but need not be) a current serving member of the Board of Directors at the time of their election. The Vice President of Events shall:

- (a) Coordinate the parents' night, establish the agenda, and provide handouts; and
- (b) Coordinate the Jr Raider night and homecoming events; and

- (c) Assign, supervise, and coordinate the season opening and season ending banquets
- (d) Assign, supervise, and coordinate any Varsity or Junior Varsity Tournament(s) held at Walton High School, including planning, issuing invitations, serving as key liaison between representative teams, scheduling and directing tournament brackets, arranging for umpires, and scheduling players and parents to volunteer at the games; and
- (e) Coordinate senior night and purchase senior gifts; and
- (f) Develop annual budget needs and coordinate with Vice President of Finance regarding budgets and payments for events.

Additionally, he or she also shall have such powers and perform such duties as are specifically imposed on him or her by law and as may be assigned to him or her by the Board of Directors. Finally, the Vice President of Events shall perform any other such duties and have such authority and powers as the Board of Directors may from time to time prescribe.

6.9. Vice President of Operations (voting member). A Vice President of Operations shall be elected at the annual meeting and may be (but need not be) a current serving member of the Board of Directors at the time of their election. The Vice President of Operations shall:

- (a) Develop and coordinate a maintenance schedule for all field maintenance equipment field prep equipment, pitching machines, and all facilities both in-season and off-season; and
- (b) Coordinate with the Head Coach to identify, plan, source and manage any facility upgrades including required equipment's that is approved by the Board of Directors; and
- (c) Coordinate with the Head Coach, or his/her designee, to plan preseason workdays, publish workday agendas, and coordinate the work activities of all workday activities; and
- (d) Coordinate with the Head Coach, Walton High School and District to ensure grass maintenance and facility maintenance schedules are followed.

Additionally, he or she also shall have such powers and perform such duties as are specifically imposed on him or her by law and as may be assigned to him or her by the Board of Directors. Finally, the Vice President of Operations shall perform any other such duties and have such authority and powers as the Board of Directors may from time to time prescribe.

6.10. Vice President of Fundraising (voting member). A Vice President of Fundraising shall be elected at the annual meeting and may be (but need not be) a current serving member of the Board of Directors at the time of their election. The Vice President of Fundraising shall:

- (a) Coordinate with the Board of Directors to develop annual fundraising goals that will be designed to support the Corporations overall annual goals and objectives; and
- (b) Identify potential sponsors and mechanisms for fundraising; and
- (c) Plan key fundraising activities; set timelines, solicit needed support, create applicable forms, advertising channels, advertising materials, promotional materials; and
- (d) Be responsible for development and installation of sponsors signage /banners, senior banners and corporate plaques; coordinate photos and graphics with the Vice President of Communications; and

- (e) Serve as the fiduciary for all fund-raising activities while working with the Vice President of Finance to maintain accurate records of revenue and expenses.

Additionally, he or she also shall have such powers and perform such duties as are specifically imposed on him or her by law and as may be assigned to him or her by the Board of Directors. Finally, the Vice President of Fundraising shall perform any other such duties and have such authority and powers as the Board of Directors may from time to time prescribe.

6.11. Vice President of Concessions (voting member). A Vice President of Concessions shall be elected at the annual meeting and may be (but need not be) a current serving member of the Board of Directors at the time of their election. The Vice President of Concessions shall:

- (a) Develop annual budgets for concession activities and pre-game meal requirements for the Varsity and Junior Varsity teams; and
- (b) Plan, purchase and monitor inventory concessions; and
- (c) Develop and publish a schedule of volunteers to work concessions at each Varsity and Junior Varsity home game; Assign, supervise, and coordinate two (2) people for opening and closing of the concessions for each home game; and
- (d) Work with the Vice President - Junior Raider Liaison to ensure Metro teams concession requirements are supported; and
- (e) Establish concession product pricing; and
- (f) Secure necessary cooking equipment (either by purchase or borrow); and
- (g) Assign, supervise, and coordinate the purchasing and delivery of pre-game meals for each home and away game for the Varsity and JV teams. This includes assigning families for each home and away game, or securing several vendors to rotate for throughout the season; and
- (h) Serve as the fiduciary for all concessions and ensure all concession revenue is collected and submitted to the Vice President of Finance.

Additionally, he or she also shall have such powers and perform such duties as are specifically imposed on him or her by law and as may be assigned to him or her by the Board of Directors. Finally, the Vice President of Concessions shall perform any other such duties and have such authority and powers as the Board of Directors may from time to time prescribe.

6.12. Vice President - Junior Raider Liaison (non-voting member). If so, elected by the Board of Directors, the Vice President - Junior Raider Liaison shall (i) serve as the liaison for the Walton Junior Raider Fastpitch Program. The Vice President - Junior Raider Liaison is charged with ensuring all aspects of the Junior Raider Program occur in accordance with the guidelines set forth by the Board of Directors, Head Softball Coach and School Administration. The Vice President - Junior Raider Liaison will serve as liaison between the booster club and junior team parents and players. The Vice President - Junior Raider Liaison shall:

- (a) Communicate Walton Fastpitch Booster Club information to the Junior Raider parents and players; and
- (b) Attract, identify and recommend qualified coaches for the Junior Raider teams. Upon identification develop recommendations for review with the Walton High School Varsity Head Coach, or his/her designee. Upon agreement of a pool of coaches, publish and assign final coaching staff and roles for all Junior Raiders teams; and

- (c) Develop a recommended budget for review and approval by the Vice President of Finance and President to include individual dues and estimated expenditures; and
- (d) Serve as the Walton Fastpitch Booster Club representative to the Metro League, umpire coordinators, insurance agent(s) and other coaches as necessary to operate the team and ensure participation in the Metro League; and
- (e) Coordinate tryout dates, practices, and game schedules with the Varsity Head Coach or his/her designee; and
- (f) Administers tryouts, develops and publish rosters for each Metro team, notify players and parents accordingly (all in support of the program's objectives); and
- (g) Coordinate all team and yearbook photos; and
- (h) Coordinate opening banquet activities; and
- (i) Coordinates all equipment, uniform purchases and spirit wear with the Head Coach, or his/her designee and the Vice President of Finance, in accordance with Boards approved annual budget, for payments; and
- (j) Work with the Vice President of Fundraising to develop Junior Raider Fundraising goals; and
- (k) Attract and identify volunteers as needed to meet field maintenance schedule(s) defined by the Vice President of Operations; concessions requirements defined by the Vice President of Concessions needs; and additional volunteers needed to support the program; and
- (l) Maintain contact information for Junior Raider Teams and send out correspondence as needed.

Additionally, he or she also shall have such powers and perform such duties as are specifically imposed on him or her by law and as may be assigned to him or her by the Board of Directors. Finally, the Vice President - Junior Raider Liaison shall perform any other such duties and have such authority and powers as the Board of Directors may from time to time prescribed

6.13. Secretary (voting member). The Secretary (or his or her designee) shall attend all meetings of the Board of Directors, and such person shall record all votes and minutes of all proceedings in books to be kept for that purpose and shall perform like duties for the committees when required. If applicable, the Secretary shall have custody of the corporate seal of the Corporation, shall have the authority to affix the same to any instrument the execution of which on behalf of the Corporation under its seal is duly authorized and shall attest to the same by his or her signature whenever required. The Board of Directors may give general or limited authority to any other officer to affix the seal of the Corporation and to attest to the same by his or her signature. The Secretary shall:

- (a) Cause to be kept such books and records as the Board of Directors may require, this includes all agendas and minutes of proceedings for legal record of the Corporation; and
- (b) Develop, maintain, store and publish a record of the proceedings of all official meetings; and
- (c) Develop, coordinate, order and distribute Varsity, Junior Varsity and Metro teams Spirit Wear packages on an annual basis; and
- (d) The Secretary (or his or her written designee) shall serve as the Parliamentarian of the Board of Directors and ensure all rules of procedure shall be governed by *Roberts Rules of Order*.

Additionally, he or she also shall have such powers and perform such duties as are specifically imposed on him or her by law and as may be assigned to him or her by the Board of Directors. Finally, the Secretary shall perform any other such duties and have such authority and powers as the Board of Directors may from time to time prescribed.

- 6.14. Walton High School Head Softball Coach (voting member).** The Head Coach shall attend all meetings of the Board of Directors as serve as the senior advisor and sponsor for the Walton High School Fastpitch Booster Club. The Head Coach shall:

- (a) Provide overall guidance to the Board of Directors; and
- (b) Provide input for annual objectives for the Cooperation; and
- (c) Develop coaching staff requirements and assign all coaching staff to support the Varsity and Junior Varsity teams; and
- (d) Develop facility requirements to support the Varsity, Junior Varsity and Junior Raider teams; and
- (e) Provide recommendations to the Board of Directors for annual budget planning; and
- (f) Assign and manage the Varsity and Junior Varsity coaching staff; and
- (g) Develop practice and game schedules; and
- (h) Develop annual cost estimates for uniforms, equipment and coaching needs; and

Additionally, he or she also shall have such powers and perform such duties as are specifically delegated on him or her by law and as may be assigned/delegated to him or her by the Board of Directors.

7.

COMMITTEES OF DIRECTORS

- 7.1. Board-Delegated Power Committees of Directors; Executive Committee.** Pursuant to Section 14-3-825 of the Act, the Board of Directors, by resolution passed by a majority of the directors then in office, may designate one or more other committees to exercise the Board of Directors' authority under Section 14-3-801 of the Act ("Board-delegated powers") to the extent provided in such resolution. The Board of Directors may designate such committees as it determines necessary or appropriate for the conduct of the Corporation's affairs, each such committee to consist of such directors of the Corporation and such other persons as are appointed by the Board of Directors who shall serve at the pleasure of the Board of Directors. Except to the extent that such grant of powers is limited by the Act, to the extent provided in the resolution, any such committee with Board-delegated powers will have and may exercise all the authority of the Board of Directors granted to it by resolution of the Board of Directors. Such committee or committees will have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. Each committee shall elect a President from among the members of such committee. Each committee shall also keep regular minutes of its proceedings and report the same to the Board of Directors when required. The Board of Directors may, by resolution passed by a majority of the directors then in office, at any time change the members of; fill vacancies in; limit, expand or alter the authority of; and discharge any committee of said Board of Directors. The Board of Directors may, but shall not be required to, create an Executive Committee of the Board of Directors. If created, the Executive Committee shall be created pursuant to this Section 7.1 and shall, in the interim between meetings of the Board of Directors, have and exercise such power and authority of the Board of Directors under Section 14-3-801 in the management of the affairs of the Corporation as are delegated by the Board of Directors as limited by the Act.

7.2. Non-Board-Delegated Power Committees of Directors. Except to the extent any such committee is created pursuant to Section 7.1 hereof, the committees of the Board of Directors described in these Bylaws are not intended to have and shall not have the authority of the Board of Directors under Section 14-3-801 of the Act. Rather, the action of all such non-Section 7.1 committees shall be subject to the approval of the Board of Directors, and such committees shall perform such duties as the board shall designate and shall keep regular minutes of their proceedings and shall report the same to the board when requested by the board.

8. DISTRIBUTIONS AND DISBURSEMENTS

8.1. Distributions and Disbursements. Subject to the Act and Article Two hereof, the Board of Directors shall from time to time: (a) determine all distributions to be made from funds of the Corporation (including funds held by Directors, officers, custodians, managers, or agents of the Corporation) pursuant to provisions of the Articles of Incorporation, these Bylaws, and the donors' directions if and to the extent applicable as provided herein; (b) make, or authorize and direct the respective Directors, officers, custodians, managers, or agents of the Corporation to make payments to organizations or persons to whom payments are to be made, in such amounts and at such times and with such accompanying restrictions, if any, as it deems necessary to assure use for the charitable purposes and in the manner intended; and (c) determine all disbursements to be made for administrative expenses incurred by the Corporation and direct the respective Directors, officers, custodians, coaches, support staff, managers, or agents of the Corporation as to payments thereof and funds to be charged.

8.2. Vote Required for Determinations. All actions and determinations of the Board of Directors pursuant to this Article Eight hereof shall be made by the unanimous vote of the directors present at a lawfully called and convened meeting at which a quorum is present, unless otherwise expressly provided in these Bylaws.

9. CONFLICTS OF INTEREST

9.1. Conflict of Interest Policy and Procedure. The purpose of the conflict-of-interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible "excess benefit transaction" under Section 4958 of the Code. This policy is also intended to supplement but not replace any applicable state (including under the Act) and federal laws governing conflict of interest applicable to nonprofit and charitable organizations. No transaction or arrangement 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 Nine. Neither this Article Nine nor any other provision in these Bylaws shall be construed to prevent anonymous gifts, grants, or contributions to the Corporation.

9.2. Definitions.

(a) An "Interested Person" is (i) a director, an officer or a member of a committee with Board-delegated powers (which, pursuant to these Bylaws, includes the Executive Committee and the other committees constituted pursuant to Section 7.1 hereof), or (ii) a director, officer or a member of any affiliate of the Corporation, who has a direct or indirect "Financial Interest." For purposes of this Article Nine, a person who is determined to be a "disqualified person" of the Corporation or any of its affiliates within the meaning of Section 4958 of the Code shall be deemed an Interested Person. An Interested Person who has a Financial

Interest in one or more organizations within a related group of organizations including the Corporation will be considered to have a Financial Interest in all related organizations within the related group.

(b) A person has a "Financial Interest" if the person directly or indirectly, through business, investment or family, has any of the following:

(i) An ownership or investment interest in any person with which the Corporation or any of its affiliates has an existing transaction or arrangement, or

(ii) A compensation arrangement with the Corporation or any of its affiliates or any person with which the Corporation or any of its affiliates has an existing transaction or arrangement, or

(iii) An existing or potential ownership or investment interest in, or compensation arrangement with, any person with which the Corporation or any of its affiliates is negotiating a transaction or arrangement.

A Financial Interest is not necessarily a Conflict of Interest (as defined in Section 9.2(d) below), and a person who has a Financial Interest only has a Conflict of Interest if the Board of Directors or appropriate committee thereof makes a determination as described in Section 9.2(d) below that a Conflict of Interest exists.

(c) "Compensation" includes direct and indirect remuneration and gifts or favors that are not insubstantial.

(d) A "Conflict of Interest" of an Interested Person with respect to a transaction or arrangement is defined for purposes of this Article Nine 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 such transaction or arrangement.

9.3. 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 or arrangement. 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 all material facts relating to any potential "Financial Interest" which may serve to cause such person to be an Interested Person.

9.4. Determination of Conflict of Interest. After each member of the Board of Directors and each other potential Interested Person has made disclosures (pursuant to Section 9.3 above) 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." After any presentation made by such potential Interested Person made to the Board of Directors, Conflicts of Interest Committee or Special Independent Committee regarding the transaction or arrangement, any discussion with such Interested Person requested by the Board of Directors, Conflicts of Interest Committee or Special Independent Committee to clarify or obtain additional information relevant to the Financial Interest, and after any clarification sought by the Board of Trustees, Conflicts of Interest Committee or Special Independent

Committee, the Interested Person as to whom such a discussion or vote is being held shall not be present during such discussion or vote, nor shall any other person who is an Interested Person with respect to the transaction or arrangement at hand be present.

9.5. Procedure for Addressing Conflicts of Interest. If the Board of Directors, Conflicts of Interest Committee or Special Independent Committee determines that there is a Conflict of Interest with respect to an Interested Person, the following procedures shall be followed:

(a) An Interested Person may make a presentation at the board or committee meeting, but after the presentation, 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.

(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. After exercising due diligence, the Board of Directors, Conflicts of Interest Committee or Special Independent Committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a Conflict of Interest.

(c) To the extent appropriate to protect the Corporation's interests, the non-interested 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 or arrangement. In determining the "comparability" of the proposed transaction or arrangement, the non-interested members of the Board of Directors shall seek to determine whether the transaction or arrangement is comparable to a similar transaction or arrangement undertaken at arm's-length for fair market value. For example, in determining whether compensation to be paid to an Interested Person is comparable, the independent members of the Board of 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 the location of the organization, including the availability of similar positions in the geographic area; independent compensation surveys by nationally-recognized independent firms; or actual written offers from similar organizations competing for the person.

(d) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a Conflict of Interest, the non-interested members of the Board of Directors (taking into consideration Section 9.5(f) below), 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 Corporation; and, shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

(e) The Board of Directors and any relevant 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) A member of the Board of Directors or any committee of the Corporation who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

(g) If the Board of Directors, Conflicts of Interest Committee or Special Independent Committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall

inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(h) If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Board of Directors, Conflicts of Interest Committee or Special Independent Committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, the Board of Directors shall take appropriate disciplinary and corrective action.

9.6. Procedures for Adequate Record Keeping. The minutes of the board meetings 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 made presentations, who were present for discussions and the 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.

9.7. Procedures Ensuring that the Conflict of Interest Policy is Distributed to all Directors, Principal 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;

(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 that accomplish one or more of its tax-exempt purposes.

9.8. Procedures for Applying the Policy to a Compensation Committee. Although such persons may provide information to the Board of Directors or any committee thereof, persons who receive, directly or indirectly, compensation from the Corporation, for services as employees or as independent contractors, are barred from voting on compensation issues and shall not serve as members on any compensation committee.

9.9. System of Periodic Reviews. The Board of Directors and all committees with Board-delegated powers must conduct periodic reviews of their activities to ensure that the Corporation and, if applicable, its affiliates are operating in a manner consistent with accomplishing the Corporation's charitable purposes and that their operations do not result in private inurement or impermissible benefit to private interests or could otherwise jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. It must periodically be verified that:

(a) Compensation arrangements and benefits are reasonable, based on comparable survey information, and are the result of arm's-length negotiations;

(b) No acquisitions of assets, property or services result in inurement or impermissible private benefit;

(c) All partnership and joint venture arrangements, service contracts and arrangements to which the Corporation or its affiliates is a party conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the Corporation's charitable purposes and do not result in inurement or impermissible private benefit;

(d) All agreements to provide programs and services as part of the corporation's charitable activities further the Corporation's or its affiliates' charitable purposes and do not result in inurement or impermissible private benefit; and

(e) No other transactions or arrangements have resulted in private inurement or impermissible private benefit to any party.

In conducting the periodic reviews provided for in Article Nine, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring that period reviews are conducted.

9.10. Disgorgement; Excess Benefit Portion of Excess Benefit Transactions Voidable. Any amounts which constitute an "excess benefit" under Section 4958 of the Code and which thereby, absent the application of this Section 9.10, 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 Section 1274 of the Code.

9.11. Compliance with Treasury Regulations. This Article Nine is drafted to comply with (i) Code Section 4958 and (ii) the Internal Revenue Service's Sample Model Conflict of Interest Policy, as included in the instructions to IRS Form 1023 (Rev. October 2004), as each may be further amended, updated and interpreted. Specifically, the procedures for addressing Conflicts of Interest set forth in Section 9.5 are intended to comply with the procedure required to establish the "rebuttable presumption of reasonableness" within the meaning of Section 4958 and Treasury Regulations Section 53.4958-6 with respect to the terms of any transaction or arrangement between Interested Persons and the Corporation. This Article Nine shall be interpreted and applied in a manner consistent with the foregoing.

10.

11.CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

11.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents or manager or managers of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority must be in writing and may be general or confined to specific instances.

11.2. Checks, Drafts, Notes, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent

or agents, of the Corporation and in such other manner as may from time to time be determined by resolution of the Board of Directors.

11.3. Deposits. All funds of the Corporation shall be deposited in a timely manner to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

11.4. Gifts. The Board of Directors may accept on behalf of the Corporation, or agree to accept on such terms as the Board of Directors may determine, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

12.

LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

12.1. Director Liability. A Director of the Corporation shall not be personally liable to the Corporation or any other person for monetary damages for breach of duty of care or other duty as a Director to the extent permitted by the Articles of Incorporation, these Bylaws, the Act or applicable law.

12.2. Indemnification. The Corporation shall indemnify and advance expenses to a Director or to any officer, employee or agent who is not a Director to the maximum extent permitted by the Articles of Incorporation, these Bylaws, the Act or applicable law.

12.3. Indemnification Not Exclusive of Other Rights. The indemnification provided in the Articles of Incorporation shall be a contract right but shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation or these Bylaws, or any agreement, vote of disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee, director, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

12.4. Insurance. To the extent permitted by Georgia law, the Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise, or employee benefit plan, against any liability asserted against such person described herein arising out of such person's status, whether or not the Corporation would have the power to indemnify such person against liability under Georgia law.

13.

MISCELLANEOUS

13.1. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the

authority of the Board of Directors. The Corporation shall keep at its registered or principal office a record giving the names and addresses of the directors and any other information required under Georgia law.

13.2. Corporate Seal. The corporate seal (of which there may be one or more exemplars) shall have inscribed thereon the name of the Corporation and such other appropriate language and shall be in such form as the Board of Directors may from time to time determine.

13.3. Fiscal Year. The fiscal year of the Corporation shall begin on January 1 and end on December 31, unless and until changed by the Board of Directors as it deems appropriate.

13.4. Internal Revenue Code. For purposes of these Bylaws, “charitable purposes” include charitable, religious, educational, literary, or scientific purposes within the meaning of Section 501(c)(3) of the Code, contributions for which are deductible under Section 170(c)(1) or (2), Section 2055(a)(1) or (2), and Section 2522(a)(1) or (2) of the Code. All references in these Bylaws to sections of the Code shall be considered references to the Internal Revenue Code of 1986, as amended from time to time, to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

13.5. Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

- (a) The remainder of these Bylaws shall be considered valid and operative; and
- (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

13.6. Affiliates. For purposes of these Bylaws, the term “affiliate” shall mean a person that directly or indirectly, through one or more intermediaries, controls, is controlled by, or is under common control with another person.

13.7. Persons. For purposes of these Bylaws, the term “person” shall mean an individual, corporation, partnership, joint venture, limited liability company, association, trust, governmental authority, unincorporated organization or, as applicable, any other entity.

13.8. Table of Contents; Headings. The table of contents and headings are for organization, convenience and clarity. In interpreting these Bylaws, they shall be subordinated in importance to the other written material.

13.9. Relation to Articles of Incorporation. These Bylaws are subject to, and governed by, the Articles of Incorporation.

14. AMENDMENTS

Except as otherwise provided in these Bylaws, the Board of Directors shall have the power to alter, amend, or repeal these Bylaws or adopt new Bylaws. Any such action by the Board of Directors with respect to these Bylaws shall be taken by the unanimous vote of the directors then holding office and eligible to vote on such matters at a lawfully called and convened meeting at which a quorum was present, provided that at least five (5) days prior written notice is given of the intention to alter, amend, or repeal the Bylaws.

15.
TAX-EXEMPT STATUS

The affairs of the Corporation at all times shall be conducted in such a manner as to ensure its continuing status as a tax-exempt charitable organization within the meaning of Section 501(c)(3) of the Code.

16.
ADOPTION OF BYLAWS

These Bylaws were adopted by the Board of Directors and are intended to be effective as of 21st day of January 2021.

Walton Fastpitch Booster Club, Inc.

By: Amy Hecklinski
Amy Hecklinski,
President

