

# **MADISON COUNTY YOUTH ASSOCIATION, INC.**

## **BYLAWS**

**(March 19, 2025)**

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## **ARTICLE I : NAME**

- A. The name of this organization shall be **Madison County Youth Association, Inc.** hereafter shall be referred to as **“MCYA, Inc.”** or **“Athletic Club.”**

## **ARTICLE II : PURPOSES AND FUNCTIONS**

- A. The purposes and functions of Madison County Youth Association Inc. are:
1. To serve the Madison County, Georgia community by promoting, encouraging, directing and operating field football, sideline cheer, and competition cheerleading teams for children and youth.
  2. To foster good sportsmanship through its athletic programs and activities.
  3. To educate the proper skills and techniques, instruct the principle of good sportsmanship, emphasize physical fitness, provide an opportunity for fun and enjoyment, develop teamwork attitude, cultivate pride in one’s accomplishments, and celebrate the joys associated with winning.
  4. The Madison County Youth Association, Inc. is organized and operated exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.
  5. To engage in any lawful business or activities related to the above enumerated purposes, and to engage in any lawful act or activity for which corporations may be organized under Georgia nonprofit corporation Code.

## **ARTICLE III: BASIC POLICIES**

- A. The Madison County Youth Association, Inc. shall not directly or indirectly participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office, and not devote more than an insubstantial part of the athletic club’s activities attempting to influence legislation.
- B. Persons representing the Madison County Youth Association, Inc. shall make no commitments that bind the athletic club unless authorized by the Board of Directors.
- C. Notwithstanding any other provision of these articles, the Madison County Youth Association, Inc. shall not carry on any other activities not permitted to be carried on by an association exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code.

- D. The Madison County Youth Association, Inc. shall ensure that this athletic club's net earnings do not inure in whole or in part to the benefit of individuals (i.e., board members, officers, or other insiders).
- E. The Madison County Youth Association, Inc., shall not provide commercial-type insurance as a substantial part of the athletic club's activities.
- F. The Madison County Youth Association, Inc. shall be governed by its Articles of Incorporation and its Bylaws.
- G. The proceeds from any fundraising activities of the Madison County Youth Association, Inc. shall be used to promote the above purposes and to cover any and all administrative costs.

#### **ARTICLE IV: GOVERNING BODY**

- A. The governing body of this athletic club, known as the Executive Board, shall consist of no fewer than three (3) members and may consist of a President, Vice President, Secretary, and Treasurer, Field Football Director, Cheer Director, and Member-At-Large Board Member (s). The total number of officers must not exceed nine (9) members and be an odd number to ensure a majority vote.
  - 1. The full and entire management of the affairs and business of the organization will be vested in the Executive Board. The affairs of the organization are voted on and approved by the majority vote of the Executive Board.
  - 2. The Executive Board holds authority between meetings, except for Bylaws changes.
  - 3. The Executive Board shall meet on call by the President or on request by any two (2) members of the Board.
  - 4. A quorum of the Executive Board shall consist of a majority present.
  - 5. All members of the Executive Board will have voting power.
  - 6. Any action that would be taken at a meeting of the Executive Board shall be taken without a meeting if a consent in writing including email and text, setting forth the action so taken, is signed by a majority of officers.

#### **ARTICLE V: MEETINGS**

- A. Regular meetings shall be held on dates fixed by the Executive Board.
  - 1. A quorum shall be the majority present.

2. Special meetings of the Board of Directors may be called by, or at the request of, the President, or any Officer on two (2) days written notice to each Officer, either text, by mail, or by fax. The person or persons authorized to call such special meeting of the Board may designate any place as the place for holding any special meeting of the Board.

## **ARTICLE VI: OFFICERS**

- A. Executive Board officers shall be elected at the **February** meeting by a majority of the attending members, by a show of hands, upon request, a written ballot, and shall assume duties on **April 1st** of the elected year. The Elected term is a two (2) year term, with the ability to serve unlimited consecutive terms. To establish staggered terms, the initial term for the President and Vice President elected in the first cycle shall be (1) year, while the Treasurer and Secretary shall serve an initial term of two (2) years. Thereafter, all positions shall serve two (2) year terms.
- B. Any officer who is unable to complete his/her term of office or deemed ineffective by a two-thirds (2/3) vote of the Executive Board will be replaced by appointment of the Executive Board.
- C. A vacancy occurring in any office may be filled for an unexpired term by a person appointed by the Executive Board. In case a vacancy occurs in the office of President, the Executive Board shall appoint a person to fill in the position for the remainder of the term.
- D. All Executive Board Members shall be residents of Madison County, Georgia, or who have children who attend or would attend the Madison County School System.

## **ARTICLE VII: MEMBERSHIP PROGRAM**

- A. The Executive Board retains authority to launch or terminate the Membership Program by a majority vote at the **March** meeting preceding the start of the fiscal year.
- B. Members may consist of parents or legal guardians of field football and cheer players in the athletic program or any individuals that the Executive Board may decide to grant membership to.
- C. The athletic club shall select dues based on the annual financial needs of the athletic club.
- D. The Executive Board can set dues amount and may extend membership to business sponsors and the community members.

- E. A Membership due can be purchased by a guardian or parent of the athlete for a fee determined by MCYA, Inc. Each due separately purchased shall be valid for one (1) year.
- F. Membership Dues may include:
  - a. One (1) vote for the Executive Board.
  - b. One (1) roster shirt.
  - c. One (1) roster sweatshirt/hoodie.
  - d. Entry to all MCYA, Inc. home football games.
  - e. Opportunity to serve on a Committee.
- G. The Executive Board shall set Athletic Club fees (registration fees) based on the annual needs of the athletic club.
- H. The Executive Board shall set and define any discounts to be available for the upcoming fiscal year.
- I. Athletic club fees (registration fees) may include:
  - a. Player uniforms.
  - b. Player equipment.
  - c. One (1) roster shirt and one (1) hoodie/sweatshirt.
  - d. Practice facility fees.
  - e. Team equipment.
  - f. League dues.
  - g. Insurance.
  - h. End-Of-Year celebrations.
  - i. End-Of-Year gift.
  - j. Residual funds will be allocated at the discretion of the Executive Board.

## **ARTICLE VIII: BOARD OF DIRECTORS**

- A. The Board of Directors may consist of:
  - 1. The Executive Board.
  - 2. Committees.
- B. The Committee member positions shall be appointed by the Executive Board and these appointees are not required to attend the Executive Board meetings unless asked to do so. Committees will be advisory in nature and members will not have voting power in their capacity as Committee Members.
- C. A Committee member must be a member of the Athletic Club and/or Executive Board.

- D. The Executive Board shall manage the affairs, activities and operations of the organization.
- E. Meetings: Members of the Executive Board and Board of Directors may participate in a meeting through the use of a conference, telephone or similar communications equipment (video), so long as members participating in such meetings can see or hear one another.
- F. Reimbursement: Executive Board and Board of Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the athletic club's business are allowed to be reimbursed with documentation in accordance with the organization's financial policies and prior approval.
- G. Resignation and Termination: Resignation from the Executive Board shall be via e-mail or in writing to the members of the Executive Board. A Committee Member may be removed for other reasons by a simple majority vote of the Executive Board. An Executive Board member may be removed from the Executive Board by a two-thirds (2/3) vote of the remaining Executive Board Members.

## **ARTICLE IX: DUTIES OF OFFICERS**

- A. The President shall:
  - 1. Before calling a meeting to order, it shall be his/her duty to determine, although he/she not announce, that a quorum is present.
  - 2. Give direction over all club meetings.
  - 3. Co-sign checks as needed on monies in the athletic club's account.
  - 4. Make and sign contracts and agreements on behalf of MCYA, Inc. except when the President instructs the same to be done by some other Board member if the treasurer is unable to sign.
  - 5. Coordinate time and location of meetings.
  - 6. Provide other assistance as needed.
- B. The Vice President shall:
  - 1. Assume the duties of the President in his/her absence.
  - 2. Co-sign checks as needed on monies in the booster club's account in the absence of the President.
  - 3. Provide other assistance as needed.

C. The Secretary shall:

1. Attend Executive and Board of Directors meetings and keep complete minutes of these meetings.
2. Keep a permanent record of all organizational correspondence.
3. Provide other assistance as needed.
4. Record that a quorum is or is not present in the meeting minutes.
5. Provides an agenda for Executive Board meetings.

D. The Treasurer:

1. Shall have custody of the MCYA, Inc. funds, except as otherwise provided by the MCYA, Inc. Executive Board.
2. Shall keep accurate financial records of disbursements and receipts of monies.
3. Shall coordinate the receiving and deposit of fundraising and dues monies.
4. Shall co-sign checks as needed on monies of MCYA, Inc. account or by another signer on the account in the absence of the treasurer.
5. Shall maintain financial records and make them available to all Executive Board members.
6. Shall reconcile bank statements monthly and have statements reviewed, signed, and dated by another Board of Director member who is not a signer on the checking account.
7. Shall act as an alternate signer on all contracts and agreements on behalf of MCYA, Inc. and retain copies with the organizational records.
8. Shall provide other assistance as needed.
9. Shall work with the Executive Board in developing a budget for each fiscal year.
10. Shall develop Financial Policies and Procedures of MCYA, Inc. for the organization which are to be voted on by the Executive Board.

E. The Field Football Director shall:

1. Provide the Officers with information and knowledge of all aspects dealing with Field Football.

2. Develop policies and procedures for football coaches and team moms, which are to be voted on by the Executive Board.

F. The Cheer Director Shall:

1. Provide the Officers with information and knowledge of all aspects dealing with Cheerleading.
2. Develop policies and procedures for cheer coaches and team moms, which are to be voted on by the Executive Board.
3. Oversee the Competition Cheerleading when offered by MCYA. Inc.

### **ARTICLE X: THE BUDGET**

- A. The Executive Board shall develop and approve a budget for each fiscal year that they will make available to the Athletic Director, High School Principal, and Madison County School System Superintendent upon request and make it available to the Board of Directors and dues members after approval.
- B. All expenditures from the athletic club accounts must be a part of the approved budget. Receipt or invoice is required for reimbursements related to budget purchases by the Executive Board.
- C. Other expenditures shall be submitted and approved as deemed appropriate by the Board and as funds in the budget allow.

### **ARTICLE XI: FINANCES**

- A. The athletic club shall maintain one primary checking account designated as the **Madison County Youth Association, Inc.** and may establish additional accounts as necessary to support the financial and operational needs of the organization, as permitted by the bylaws.
  1. All accounts shall be a two (2) signatory account, and two (2) of the three (3) authorized signatories required on any check shall come from the President, Vice President, and Treasurer.
  2. All accounts shall follow the Financial Policies and Procedures of MCYA, Inc.
  3. Copies of all bank signature cards will be kept on file with the athletic club's permanent records in the Secretary's files.
- B. Any depository, as the Executive Board may from time to time designate as a depository, is hereby designated as a depository of this organization, and that a checking or



depository account be opened and maintained in the name of the organization with the said bank.

- C. Executive Board Members may advance personal funds with the expectation of being reimbursed with:
  - a. Written including email or text approval of the President or Treasurer.
  - b. Original receipts of the purchase.
- D. Athletic teams are permitted to create and manage their own fundraising accounts, independently raising money for their team specific needs if permitted by the Executive Board. The Executive Board shall vote each April to allow these accounts for the following seasons. Accounts would be governed by financial policies and procedures approved by the Executive Board and agreed to by each Athletic Team raising funds.

## **ARTICLE XII: DISSOLUTION AND DISPOSAL OF FUNDS**

### **A. Dissolution Procedure.**

- 1. The dissolution of MCYA, Inc. may be initiated by a resolution adopted by a majority vote of the Board of Directors. The resolution must state the reason for dissolution and propose a plan for winding up the corporation's affairs. The dissolution must then be approved by a two-third (2/3) vote of the voting members at a special meeting called for this purpose, with at least 30 days' notice provided to all voting members.
  - 2. Following approval, the Board of Directors shall oversee the dissolution process, including:
    - a. Notifying all relevant government agencies, creditors, and stakeholders.
    - b. Settling all outstanding debts and obligations.
    - c. Preparing final tax filings and other required legal documents.
- B. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of the liabilities of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of 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. ***All efforts shall be made to find a public purpose within Madison County, Georgia to distribute the assets.***

### ARTICLE XIII: FISCAL YEAR AND IRS FORM

- A. The annual accounting year of the Madison County Youth Association, Inc. is a fiscal year, beginning April 01 and ending on March 31.
- B. The Madison County Youth Association, Inc. is required to file IRS Form 990-N, 990 EZ, or 990 regardless of gross receipts. The appropriate Form 990 is due on the 15th day of the 5th month after the close of the fiscal year. Failure to file a Form 990 for three (3) consecutive years will result in the loss of tax-exempt status.

### ARTICLE XIV: AMENDMENTS

- A. Amendments to the Bylaws, except Article II: Purposes and Functions and Article III: Basic Policies, shall be adopted at any meeting of the Executive Board at which a quorum is present, by the affirmative vote of a majority of the Officers then in office.

### ARTICLE XV: CONSTRUCTION

In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of the Incorporation shall control.

In the case of any conflict between these Bylaws and the Financial Policies and Procedures of MCYA, Inc., the Bylaws will control.

### ARTICLE XVI: ADOPTION AND CERTIFICATION

- A. This article documents the formal adoption of these bylaws by the governing body of **Madison County Youth Association, Inc.**
  - 1. Adoption. These bylaws were adopted by the governing body of **Madison County Youth Association, Inc.** on 19 day of MAR, 2025.
  - 2. Certification. We, the undersigned, certify that these bylaws were reviewed and approved as the governing document of **Madison County Youth Association, Inc.**

#### Signatures:

- |             |                        |       |                       |      |                   |
|-------------|------------------------|-------|-----------------------|------|-------------------|
| 1. Officer: | <u>Bradley Kirk</u>    | Title | <u>President</u>      | Date | <u>04/03/2025</u> |
| 2. Officer: | <u>Russell Drake</u>   | Title | <u>Vice President</u> | Date | <u>04/03/2025</u> |
| 3. Officer: | <u>Jonathan Pou</u>    | Title | <u>Treasurer</u>      | Date | <u>04/03/2025</u> |
| 4. Officer: | <u>Heather B. Hall</u> | Title | <u>Secretary</u>      | Date | <u>04/03/2025</u> |

5. Officer: Sara Perpall Title Field Football Director Date 04/03/2025
6. Officer: Heather Adams Title Cheer Director Date 04/03/2025