

**GEORGIA ATHLETIC DIRECTORS
ASSOCIATION, INC.**



**ADOPTED: APRIL 28, 1990
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BY-LAWS
of
GEORGIA ATHLETIC DIRECTORS ASSOCIATION, INC.

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BY-LAWS
of
GEORGIA ATHLETIC DIRECTORS ASSOCIATION, INC.

ARTICLE I
NAME, LOCATION AND PURPOSE

Section 1.01 **Name.** The name of the organization shall be the Georgia Athletic Directors Association, Inc.

Section 1.02 **Location.**

- a. Mailing Address. A post office box shall be maintained at a United States Post Office by the current Board of Directors in the name of the Corporation. This post office box address shall be the mailing address of the Corporation. Mail shall be received at the post office box on a regular schedule by the President of the Corporation or a Board of Directors member designated by the President

- b. Business Address. The principal office address required by the Georgia Nonprofit Corporation Code shall be the business address for the Corporation. If the Board of Directors acts to change the business address, the Board of Directors shall immediately notify all members. See Article V (Board of Directors), Section 5.06 (Office) of these Bylaws. .

Section 1.03 **Purpose Statement.** The purpose of this organization shall be:

- a. To provide for professional development in the area of athletic administration.
- b. To cooperate with and promote all functions of the Georgia High School Association and the Georgia Athletic Coaches Association.
- c. To foster higher standards of professional proficiency and ethics.
- d. To promote public relations and sportsmanship in interscholastic activities.
- e. To improve the articulation of interscholastic athletics in the total educational program.
- f. To develop greater unity, uniformity and fellowship among all members.
- g. To foster student achievement through scholarships and recognition.

ARTICLE II
MEMBERSHIP

Section 2.01 **Eligibility.** The membership shall be limited to all persons involved in the administration of interscholastic athletic programs in the Georgia High School Association member schools and their feeder schools.

Section 2.02 **Classification.** The Corporation shall be composed of general, honorary and retired members.

- a. General Membership. An eligible ((See Section 2.01 Eligibility) general member is considered active when current on all dues.

- b. Honorary Membership. The Board of Directors may vote on honorary memberships. There will be neither a fee nor will there be voting privileges assigned to honorary members.

- c. Retired Membership. Retired Board members are to be given lifetime memberships to GADA. There will neither be a fee nor will there be voting privileges assigned to retired members.

Section 2.03 **Voting.** Only Active members will be eligible to vote.

Section 2.04 Termination of Membership.

Any member may withdraw or resign from membership by notice in writing to the President. Membership may be suspended or terminated by the Board of Directors for any member convicted of any felony or any conviction for an offense where moral turpitude or financial misconduct is involved that appears detrimental to the good name, reputation, and purposes of the Corporation. For hearing all such cases the following procedures will be followed:

- a. A Special Board of Directors Meeting will be held to hear the complaint.
- b. Minimum ten (10) day written notice will be provided to the member with the specific complaints detailed.
- c. The Member's right to appear and speak is guaranteed.
- d. After deliberation and upon a two-thirds (2/3) majority vote of the Board of Directors to terminate the member, the member is suspended or terminated. Termination or suspension shall be effective at such a time and for a duration as directed by the Board of Directors.
- e. While the Board of Directors will attempt to judge these matters in a fair and impartial manner, there is no representation of a judicial proceeding with binding rules of evidence nor any suggestion of civil or criminal wrongdoing (other than any public record) for any member who is suspended or terminated.
- f. There shall be no judicial review of the Board's decision to terminate membership. The exclusive remedy for one aggrieved by such decision is provided by Article XII (Resolution of Disputes) of these Bylaws.

Section 2.05 Non-Payment of Dues. A person's active membership may be suspended for nonpayment of dues as provided in Article III (Dues and Assessments) of these Bylaws.

**ARTICLE III
DUES AND ASSESSMENTS**

Section 3.01 Dues. An annual fee may be assessed by the Members for membership privileges. The amount of the dues shall be determined annually by the Board of Directors.

Section 3.02 Waiver. The Board of Directors is authorized to waive payment of dues for membership upon good cause shown.

Section 3.03 Non-Payment Penalties. All annual Fees are due according to the payment schedule determined by the Board of Directors and will become in arrears when not paid according to the payment schedule. Active members whose fees are in arrears shall not have any voice or vote in the affairs and/or management of the Corporation until such time as the fees are current.

**ARTICLE IV
BOARD OF DIRECTORS**

Section 4.01 Composition. The Board of Directors shall be composed of a President, First Vice President (President Elect), Second Vice President, Third Vice President, Executive Director, State Liaison Representative to the N1AAA, Principal's Representative, Superintendents' Representative, Awards Chair, Georgia Athletic Coaches Association (GACA) Representative, Members-at-Large, Retired Board Members, Liaison and the immediate Past President. This

group will hold at least one meeting per year.

Section 4.02 Legislative Action. The Board of Directors shall act on all matters pertaining to membership and legislation in accordance with the Constitution.

Section 4.03 Authority. The business and affairs of The Corporation shall be managed by the Board of Directors, in all cases acting as a unit. The Board shall be vested with the responsibilities of the day-to-day implementation of policies set forth by the Members. The Board may recommend to the General Membership such rules and regulations for the conduct of meetings and the management of the Corporation, as they deem proper, consistent with these Bylaws and the laws of the State of Georgia. The Board shall have the power to act in the place of the Membership on matters on an emergency basis that require immediate action.

Section 4.04 Expenditures/Budget. The Board of Directors shall be responsible for the management of all receipts and disbursements. It shall adopt a budget to govern the Corporation's expenditures for the fiscal year. The Board of Directors may approve all expenditures not included in the approved budget of the Corporation, up to but not exceeding \$5,000.00. Any expenditure in an amount exceeding \$5,000.00 shall be first approved by the general membership in a regular or special meeting.

Section 4.05 Office. The Corporation shall maintain an office in such place as may from time to time be designated by the Board of Directors.

ARTICLE V DIRECTORS

Section 5.01 Qualification. An elected Director must be a current athletic administrator. When a board member's professional status changes in education, the member may continue to serve at the discretion of the Board of Directors.

Section 5.02 Election/Tenure.

- a. Election. Article VI (Elections) of these Bylaws prescribes the procedure for election of directors.
- b. Tenure. The Board of Directors shall serve for one year with voting privileges, as prescribed in Article V (Directors) Section 5.04 (Enumeration and Duties of the Directors) of these Bylaws. [See Section 5.04b(2)]

Section 5.03 Removal/Resignation/Leave of Absence/Vacancies

- a. Removal
 - (1) Due to Absences All Directors are expected to attend all board and general membership meetings on a regular basis and must receive board approval to miss more than four (4) meetings in succession. The Secretary shall notify the Board upon the fourth consecutive absence of any board member, if the Board determines after notice and an opportunity to be heard that the absences were without just cause, it shall remove the member as a Director. Just cause for an absence shall be medical, family, or personal hardship which reasonably prevents the member from attending. The Board's notice to the board member shall specify a date and time no sooner than two (2) weeks on which the Board shall meet to hear the reasons, facts, and circumstance involved in the absences. The burden will be upon the board member to establish just cause with respect to an absence. The Board shall not be required to call for such a hearing if it already has information sufficient to satisfy it that just cause exists for one or more such absence.

- (2) By Request. Any request for removal of a Director must be presented in writing to the President. The President shall include the request in the agenda of the next Regular Meeting and allow the member to present his request to the General Membership. The Director shall be allowed time to present rebuttal to the request for removal. The request must be approved by a two-thirds vote of the members present and voting. Any and all of the Directors may be removed with or without cause.
- b. Resignation. A Director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer as specified above and the acceptance of the resignation shall not be necessary to make it effective. If a Director resigns during his term, except for extenuating circumstances shown, he may not be appointed or elected as an Officer until one (1) year has passed from the date of his resignation.
- c. Leave of Absence. The Board of Directors has the power to grant a leave of absence for a present board member for only one year.
- d. Vacancies. Subject to Article V (Directors) Section 5.04 (Enumeration and Duties of the Directors), the Members shall fill any vacancy of the Directors by appointment at its next meeting or at a specially called meeting. The appointment shall stand until the next general election.

Section 5.04 Enumeration and Duties of the Directors.

- a. Enumeration. There shall be eleven (11) members of the Board of Directors.
- b. Duties.
 - (1) President. The President shall preside at all meetings of the association as the chief executive officer. He shall have the power to appoint committees. He shall conduct business not otherwise delegated at such time as the Board of Directors is not in session. The President shall have the authority to appoint an at large member to the Board of Directors if he desires with the Board's approval. The President shall serve as CEO of the corporation.
 - (2) First-Vice President. The First -Vice President shall assume the duties of the President in his absence or such duties as the President may delegate to him. He shall succeed the President after serving one year as First Vice-President. He shall serve as chair of the nominating committee to determine the new slate of officers. The First Vice President shall serve as Vice President of the corporation.
 - (3) Second Vice-President. The Second-Vice President shall assume the duties of First Vice-President in his absence or inability to act. He shall succeed the First Vice-President after serving one year as the Second Vice-President. He shall serve on the nominating committee.
 - (4) Third Vice-President. The Third Vice-President shall assume the duties of the Second Vice-President in absence of the Second Vice-President in his absence or inability to act. He shall succeed the Second Vice-President after serving one year as the Third Vice-President. He shall serve on the nominating committee.
 - (5) Executive Director. The Executive Director shall be the chief correspondence officer responsible for all such records and proceedings of the association and

as Secretary of the corporation. He shall be responsible for notices, reports, and other items necessary for proper operations of the association. He shall be the chief financial officer responsible for receipt and disbursement of funds as authorized by the Board of Directors. He shall be responsible for the release of publicity concerning the association. He shall be responsible for the coordination of the GADA Conference including sponsorships, exhibitors, program, negotiate all necessary rooms, meals, meeting spaces, etc. A financial report shall be given as a routine order of business at all meetings. An annual stipend will be approved by the Board.

- (6) Past President. The immediate Past President shall help guide the President and provide continuity within the organization. The Past-President will remain an officer. The chief responsibility will be to update the President's Plaque that will be displayed in the Georgia High School Association's office.
- (7) State Liaison Representative. The State Liaison Representative shall be the liaison between the Board of Directors and the National Interscholastic Athletic Administrators Association.
- (8) Principal's Representative. The Principal's Representative shall be the liaison between the Board of Directors and the State Principals.
- (9) Superintendents' Representative. The Superintendent's Representative shall be the liaison between the Board of Directors and the State Superintendents.
- (10) Awards Chair. The Awards Chair shall select a committee to review and present all regions, classification and N1AAA awards to the Board of Directors for confirmation. The chair is responsible for the coordination of all the awards at the conference.
- (11) Board Members At-Large. The Board Members-at-Large shall be the liaison between the Board of Directors and state athletic directors. The at-large members shall represent all sections of the state and shall include both public and private schools. Each at-large member shall have designated duties.

Section 5.05 Compensation. Except as provided in Article V (Directors) Section 5.04b(5) (Executive Director), all Directors shall serve without compensation or financial remuneration in any regard. Each Director is prohibited specifically from profiting personally in any transaction with the Corporation. See Article X (Compliance with Internal Revenue Code) of these Bylaws. Nothing herein contained shall be construed to preclude any Director from serving in any other capacity and receiving compensation therefor.

ARTICLE VI ELECTIONS

Section 6.01 Election. The Directors titled in Article V (Directors) of these Bylaws comprising the Board of Directors shall be elected annually.

Section 6.02 When Elected. The Directors will be elected at the Annual Meeting to take office at the completion of the fiscal year.

Section 6.03 Nominations and Eligibility. A Slate of candidates meeting the qualifications set forth in Article V (Directors) Section 5.01 (Qualification) shall be presented by the nominating committee [See Section 5.04b(2)] at least four (4) days before the annual meeting when the election will take place.

Section 6.04 **Voting.** Election of Directors shall be by a majority of members present and voting. A blanket ballot is prohibited. Each office to be elected shall be voted upon individually. The nominee who receives the majority of votes for each office shall be deemed to have been elected to that office.

Section 6.05 **Taking Office.** The Directors elected at the annual meeting shall take office during that meeting.

ARTICLE VII MEETINGS

Section 7.01 **Annual Meeting.** An annual meeting for the election of Directors shall be held in March of each year at a time and place designated by the current Board of Directors with such notice published to the membership of record.

Section 7.02 **Regular Meetings.**

- a. Board of Directors. The Board of Directors shall hold at least one meeting per year to carry out the duties and responsibilities imposed by the Articles of Incorporation and the Bylaws.
- b. General Membership. General Membership meetings shall be held at a location convenient to members during the school year.

Section 7.03 **Special Meetings.**

- a. Board of Directors. Special meetings of the Board of Directors may be called at any time by the President. The majority of the Board of Directors may, by a joint action, request that the President call a special meeting for some specific purpose and it shall be mandatory for the President to call such meetings.
- b. General Membership. Special meetings of the General Membership may be called at any time by the President.

Section 7.04 **Quorum.**

- a. Board of Directors. A quorum shall consist of two thirds of the membership of the named Board of Directors **present** and any action **taken** shall be based on a simple majority vote.

Presumption of Assent. A Director who is present at a meeting of the Directors at which action on any Corporation matter is taken, shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereto, or shall forward such dissent by registered mail to the President immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor to such action.

- b. General Membership. The members present at any meeting shall constitute a quorum. Voting shall be by majority vote cast in person. There shall be no proxy voting. At any meeting a majority of the Board of Directors must be present to constitute a quorum for the transaction of business. Any meeting lacking a quorum must be adjourned. The act of a majority of the Members at a physical meeting in which a quorum exists shall be considered an act of the entire Membership.

Section 7.05 **Reports.**

- a. Board of Directors. The Board of Directors shall report at least once a year to the

membership, advising the membership fully of its activities and its financial status.

- b. General Membership. A written report of the business transacted at each Member meeting shall be distributed at the next meeting of the Members.

Section 7.06 **Notice**. Notice of the time and place of all regular and special meetings shall be given not less than two (2) week(s) prior to the date set for any such regular or special meeting. Notice shall include an announcement of the date, time and place of the meeting by such means of communication that the officers deem advisable.

Section 7.07 **Waiver of Notice**. Attendance at or participation in a meeting waives any required notice to the time of the meeting unless such person at the beginning of the meeting, or promptly upon his arrival, objects to the holding of the meeting or transactions of business because the meeting is not lawfully convened and such person does not thereafter vote for or assent to action taken at the meeting.

Section 7.08 **Meeting Order**.

- a. Rules of Procedure. Unless otherwise provided by resolution or Bylaws, all meetings of the Board of Directors and General Membership shall be conducted pursuant to Roberts Rules of Order, Revised, with the President or, in the President's absence, the First Vice President responsible for the implementation of parliamentary procedure necessary for the orderly conduct of any meeting.
- b. Exception. Action of the Board may be taken by written consent in lieu of a meeting. Any such consent action shall require the written consent of at least a majority of the members of the Board in office at the time of the action (which consent may be evidenced by original signature, facsimile, or electronic submission by email or similar means).

ARTICLE VIII FISCAL POLICIES

Section 8.01 **Fiscal Year**. The fiscal year of the Corporation shall end on the 30th day of June of each year.

Section 8.02 **Contracts**. The Board of Directors may authorize any Director or Directors, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation within the constraints of these Bylaws, amendments, and the approved budget. Such authority may be general or confined to specific instances.

Section 8.03 **Loans**. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless approved by the General Membership and authorized by a resolution of the Directors. Such authority will be confined to specific instances.

Section 8.04 **Checks, Drafts, 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 any two Directors or agents of the Corporation listed on the signature card maintained by the bank. The Board of Directors will designate Directors to be added to the Corporations bank signature card for this purpose and for accessing information on the bank account(s). Any disbursement of funds shall be by check, not cash, in order to maintain an audit trail.

Section 8.05 **Deposits**. All funds of the Corporation not otherwise employed shall be deposited, from time to time, to the credit of the Corporation in such banks, trust companies or other depositories as the Directors may select.

Section 8.06 Budget. The Board of Directors shall draft a budget for the up-coming school year. The proposed budget will be distributed and adopted by the general membership at the annual meeting. The proposed budget shall include an estimate of expenditures by category for the next fiscal year as well as a plan for raising the funds to support the budget in the greatest detail possible. The budget will include a minimum carryover balance to seed the succeeding year of at least \$100,000.00.

- a. Dues. Membership dues and fees will be assessed annually at times and in amounts determined by the Board of Directors and approved by the membership. These dues and fees should be adequate to meet the operational financial requirements of the corporation. At the option of the Board, dues and fees may be collected in installments. A breakdown of the annual dues (by dollar or percent) will also be prepared to inform parents of the purpose and use of these dues.
- b. Budget Changes. The Board of Directors shall recommend changes to the budget as shall be deemed desirable or necessary throughout the year. All changes to the annual budget will be approved by a majority vote of the membership present at a monthly or called meeting.

Section 8.07 Out of Pocket Expenses. Only Directors as listed in Article V (Directors) of these Bylaws have the authority to pre-purchase items "out-of-pocket" and obtain reimbursement for the expenditure. This option should be reserved for emergency expenditures only. General membership will not be reimbursed for prior out-of-pocket expenditures.

Section 8.08 Audits. At the discretion of the Board of Directors, an accountant or a committee of members may be designated to examine and review the books, papers and accounts, and any other member(s)' or committees' expenditure of funds of the Corporation. The accountant or committee shall submit a detailed report of such examination and review to the Board of Directors.

ARTICLE IX CORPORATE POWERS

Section 9.01 Duration. The Corporation shall have perpetual duration and succession in its corporate name.

Section 9.02 Powers. The Corporation has the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, including without limitation those powers enumerated in and by Section 14-3-302 of the Georgia Nonprofit Corporation Code, Official Code of Georgia Annotated (O.C.G.A.), in effect on the date of ratification of these Bylaws, or as expanded by amendment thereafter by the Georgia General Assembly, which powers are incorporated herein by reference.

Section 9.03 Emergency Powers. In addition to the powers to which reference is made in Article IX (Corporate Powers). Section 9.02 (Powers) of these Bylaws, the Corporation's Board of Directors shall have the powers in anticipation of or during an emergency enumerated in and by Section 14-3-303 of the Georgia Nonprofit Corporation Code, O.C.G.A., in effect on the date of ratification of these Bylaws, or as expanded by amendment thereafter by the Georgia General Assembly, which powers are incorporated herein by reference. An "emergency" exists for the purpose of this section if a quorum of the Board of Directors cannot readily be assembled because of some catastrophic event, in accordance with O.C.G.A. § 14-3-303(d).

Section 9.04 Indemnification. The Corporation shall indemnify its Board Members for those amounts authorized by Title 14, Chapter 3, Article 8, Part 5 of the Official Code of Georgia Annotated (O.C.G.A. § 14-3-830 ff); provided, however, indemnification shall only be made upon

compliance with the requirements of, and only in those circumstances in which indemnification is authorized under, those provisions.

Section 9.05 Insurance. Liability insurance may be purchased by the Corporation on behalf of those persons for whom it is entitled to purchase and maintain such coverage under, and to the extent permitted by, O.C.G.A. § 14-3-857.

ARTICLE X COMPLIANCE WITH INTERNAL REVENUE CODE

Section 10.01 Corporation Assets. No part of the Corporation's assets or net earnings may inure to the benefit of any individual. This does not preclude the payment of reasonable amounts for goods or services provided to the Corporation.

Section 10.02 Dissolution. Upon dissolution, the assets of the Corporation shall be distributed to a nonprofit corporation that is exempt under section 501(c)(3) or 501(c)(6) of the Internal Revenue Code, in accordance with section 14-3-1402 et seq. of the Georgia Non Profit Corporation Code, to be used exclusively for the purpose stated in Article I (Name, Location and Purpose), Section 1.03 (Purpose Statement) of these Bylaws.

Section 10.03 Political Activity. The Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation, except to the extent permitted by section 501(h) of the Internal Revenue Code, nor shall it participate to any extent in any political campaign for or against any candidate for public office.

Section 10.04 Section 501(c)(3). It is intended that the Corporation shall be entitled to exemption from federal income tax under section 501(c)(3) of the Internal Revenue Code and shall not be a private foundation as described in section 501(a) of the Code.

ARTICLE XI CONFLICT OF INTEREST POLICY

Section 11.01 Purpose. Georgia Athletic Directors Association, Inc. is a nonprofit, tax-exempt organization. Maintenance of its tax-exempt status is important both for its continued financial stability and for public support. Therefore, the IRS as well as state regulatory and tax officials view the operations of as a public trust, which is subject to scrutiny by and accountable to such governmental authorities as well as to members of the public.

Consequently, there exists between Georgia Athletic Directors Association, Inc. and its board, directors, management employees and the public a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity. The board, directors, and management employees have the responsibility of administering the affairs of Georgia Athletic Directors Association, Inc. honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of Georgia Athletic Directors Association, Inc. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with Georgia Athletic Directors Association, Inc. or knowledge gained therefrom for their personal benefit. The interests of the organization must be the first priority in all decisions and actions.

Section 11.02 Persons Concerned. This statement is directed not only to directors, but to all employees who can influence the actions of Georgia Athletic Directors Association, Inc. For example, this would include all who make purchasing decisions, all persons who might be described as "management personnel," and anyone who has proprietary information concerning Georgia Athletic Directors Association, Inc.

Section 11.03 Areas in Which Conflict May Arise. Conflicts of interest may arise in the relations of directors and management employees with any of the following third parties:

- a. Persons and firms supplying goods and services to Georgia Athletic Directors Association, Inc.
- b. Persons and firms from whom leases property and equipment.
- c. Persons and firms with whom is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property.
- d. Competing or affinity organizations.
- e. Donors and others supporting Georgia Athletic Directors Association, Inc.
- f. Agencies, organizations. and associations which affect the operations of Georgia Athletic Directors Association, Inc.
- g. Family members, friends, and other employees.

Section 11.04 Nature of Conflicting Interest. A conflicting interest may be defined as an interest, direct or indirect, with any persons or firms mentioned in Article XI (Conflict of Interest), Section 11.02 (Persons Concerned) of these Bylaws. Such an interest might arise through:

- a. Owning stock or holding debt or other proprietary interests in any third party dealing with Georgia Athletic Directors Association, Inc.
- b. Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) with any third party dealing with Georgia Athletic Directors Association, Inc.
- c. Receiving remuneration for services with respect to individual transactions involving Georgia Athletic Directors Association, Inc.
- d. Using Georgia Athletic Directors Association, Inc.'s time, personnel, equipment, supplies, or good will for other than Georgia Athletic Directors Association, Inc. approved activities, programs, and purposes.
- e. Receiving personal gifts or loans from third parties dealing or competing with Georgia Athletic Directors Association, Inc. Receipt of any gift is disapproved except gifts of a value less than \$50, which could not be refused without discourtesy. No personal gift of money should ever be accepted.

Section 11.05 Interpretation of this Statement of Policy. The areas of conflicting interest listed in Article XI (Conflict of Interest), Section 11.03 (Areas in Which Conflict May Arise) of these Bylaws, and the relations in those areas which may give rise to conflict, as listed in Article XI, Section 11.04 (Nature of Conflicting Interest) of these Bylaws, are not exhaustive. Conflicts might arise in other areas or through other relations. It is assumed that the directors, officers, and management employees will recognize such areas and relation by analogy.

The fact that one of the interests described in Article XI (Conflict of Interest), Section 11.04 (Nature of Conflicting Interest) of these Bylaws exists does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances it is necessarily adverse to the interests of Georgia Athletic Directors Association, Inc.

However, it is the policy of the board that the existence of any of the interests described in Article XI (Conflict of Interest), Section 11.04 (Nature of Conflicting Interest) of these Bylaws shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of the board and management employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

Section 11.06 Disclosure Policy and Procedure. Transactions with parties with whom a conflicting interest exists may be undertaken only if all of the following are observed:

- a. The conflicting interest is fully disclosed;
- b. The person with the conflict of interest is excluded from the discussion and approval of such transaction;
- c. A competitive bid or comparable valuation exists; and
- d. The Board of Directors or a duly constituted committee thereof has determined that the transaction is in the best interest of the organization.

Disclosure in the organization should be made to the chief executive officer (or if he is the one with the conflict, then to the First Vice President), who shall bring the matter to the attention of the Board of Directors or a duly constituted committee thereof. Disclosure involving directors should be made to the Board chair, (or if he is the one with the conflict, then to the First Vice President) who shall bring these matters to the Board or a duly constituted committee thereof.

The Board of Directors, or a duly constituted committee thereof, shall determine whether a conflict exists and in the case of an existing conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to Georgia Athletic Directors Association, Inc. The decision of the Board of Directors, or a duly constituted committee thereof, on these matters will rest in their sole discretion, and their concern must be the welfare of Georgia Athletic Directors Association, Inc. and the advancement of its purpose.

ARTICLE XII RESOLUTION OF DISPUTES

Any claim, controversy or dispute arising from or relating to the Articles of Incorporation or Bylaws of the Georgia Athletic Directors Association, Inc., or the breach thereof (hereinafter "dispute" which term is to be interpreted expansively), shall be settled by mediation and, if mediation is unsuccessful, arbitration in accordance with the Rules of Procedure for Dispute Resolution (the complete text of which is available from www.wmapeace.com). The methods described in this paragraph shall be the sole remedy for any such dispute, except to enforce an arbitration decision. This paragraph is governed by the Federal Arbitration Act (9 USC §§ 1-16) and shall continue to govern any dispute that may arise during or relating to any term of membership in or with the Corporation, even after such membership is terminated for any reason.

ARTICLE XIII INTERPRETATION AND DEFINITIONS

Section 13.01 Guiding Principles. Georgia Athletic Directors Association, Inc.'s Articles of Incorporation and Bylaws shall be construed in accordance with the laws of the State of Georgia as they pertain to nonprofit corporations, with the exception of Article XII (Resolution of Disputes) of these Bylaws which shall be governed by the Federal Arbitration Act (9 U.S.C. §§ 1-16) and the Rules of Procedure for Dispute Resolution (wmapeace.com).

Section 13.02 Headings. All paragraph headings appearing herein are intended to facilitate references to the terms and provisions hereof and are not in any manner to be deemed to affect the construction or meaning of any term or provision.

Section 13.03 Use of Masculine and Singular Pronouns. Throughout these Bylaws the use of masculine pronouns (e.g., "he") includes the feminine (e.g., "her"), and the neuter (e.g., "it") where applicable. Use of singular pronouns includes the plural where applicable.

**ARTICLE XIV
SEAL**

The seal of the Corporation (if applicable) shall be circular in form, bearing its name, the state of incorporation and the year of its incorporation. The President shall have custody of the seal and may affix it (as may any other officer if authorized by the Directors) to any instrument requiring the corporate seal.

**ARTICLE XV
AMENDMENTS**

These Bylaws may be amended at any regular general membership meeting or at a meeting called specifically for the purpose of amending the Bylaws. Any such proposed Amendment(s) shall be submitted in writing to the Directors for distribution to the members at least two (2) weeks prior to the meeting. Notice shall be given out as otherwise provided for. Amendments must be approved by a two-thirds (2/3) vote of the General Membership provided at least ten (10) members are present and vote during the meeting specifically called for the purpose of amending the bylaws.

**ARTICLE XVI
ADOPTION OF BYLAWS**

Section 16.01 Membership. All members of the Georgia Athletic Directors Association, Inc. at the time of adoption of these Bylaws shall remain members, unless suspended or expelled as provided in Article II (Membership) of these Bylaws.

Section 16.02 Directors. The Directors of the Georgia Athletic Directors Association, Inc. at the time of the adoption of these Bylaws shall remain the Directors of the Corporation and shall continue to serve in such offices for the terms to which they were elected.

Section 16.03 Effective Date. These Bylaws shall take effect immediately upon approval by the membership.

These Bylaws were ratified at a meeting of the Board of Directors of Georgia Athletic Directors Association, Inc. on this _____ day of _____, 20__.

President

Secretary
SEAL:

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