

# **By-Laws-Gwinnett Senior Golden Games, Inc.**

**Revised May 11, 2016**

For the purpose of these by-laws the organization will also be known as GSGG

## **Article 1-Name/Duration**

Gwinnett Senior Golden Games, Inc.

C/O: Gwinnett County Parks and Recreation

75 Langley Drive

Lawrenceville, GA 30046

The corporation should have perpetual existence.

The fiscal year of the corporation shall be July 1 and ending June 30 of each year.

## **Article 2-Purpose of Organization**

Gwinnett Senior Golden Games is organized exclusively for one or more of the purposes within the meaning of Section 501 c 3 of the Internal Revenue Code, including such purposes of making donations to organizations that qualify as exempt organizations.

The purpose of this organization is to provide senior residents, age 50 and over, of Gwinnett County , GA and surrounding areas the opportunity to participate in social, competitive, recreational and athletic events towards the goal of promoting the positive effects of a healthy active lifestyle.

## **Article 3-Membership**

- Individual be at least 50 years of age.
- Pay yearly registration fee in the Gwinnett Senior Golden Games.
- Participate in one or more activities or events.
- Eligible to vote in election of Board Members.
- A quorum of 20% of General Membership required for a vote.

## **Article 4-Board of Directors**

- Election. The membership shall designate a Board of Directors who shall be elected to serve two (2) years or until their death, resignation or removal as provided by these bylaws.
- Number. The initial number of Directors shall be three (3) and may be increased or decreased without further amendment of these bylaws by a majority of votes of members present. At no time may the number of Directors be less than three (3)and remain an odd number of members. Gwinnett County Parks and Recreation staff will serve in an advisory capacity.

- **Qualifications.** To serve as a Director, an individual shall be an active member of the organization and demonstrate an active interest in the continuation of the annual GSGG.
- **Powers.** The Board of Directors shall have all corporate authority, except powers as otherwise provided in these laws and the laws of the State of Georgia, to conduct the affairs of the organization in accordance with these by-laws. The Board of Directors may by general resolution delegate to committees of their own number such powers as they deem appropriate.
- **Meetings.** Regular meetings of the Board of Directors shall take place as designated by the Board of Directors including phone conference calls and/or emails to conduct business of the organization, including by-law changes.
- **Special Called Meetings.** Special meetings may be called by the President of the organization or a majority of the Board of Directors. Persons authorized to call special meetings shall provide written notice of the time, location and state the purpose thereof, and no other matter shall be considered by the Board of Directors at such special meeting except upon unanimous vote of all Directors present.
- **Regular Meeting.** Directors and members may meet regularly for the purpose of organization, election of officers and transaction of other business. The time and location of such meeting shall be noticed in writing.
- **Quorum.** A quorum shall consist of a majority of the Directors. If any meeting there is less than a quorum, the majority present may dismiss the meeting without further notice to the absent Director(s).
- **Vacancy.** Vacancies, in any office for any reason, shall be filled by the Board of Directors for the unexpired term of office. Removal from office may take place if a Director is barred from a Gwinnett County Parks and Recreation facility or so deemed by a majority of the Board of Directors present.
- **Insurance Requirements.** Board of Directors shall be responsible for maintaining adequate liability insurance to cover the Board, the organization leaders as a whole and the general membership participating in the games.
- **Duties of Offices.**
  1. President is the Chief Executive Officer of the organization and will, subject to the control of the Board of Directors or any Committees, supervise and control the affairs of the organization. The President is a mandatory position to continue with the operation of the organization per the bylaws.
  2. Vice President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President is an optional position in the organization and not necessary for the continued operation of the organization per the bylaws.
  3. Secretary will keep minutes of all meetings of Members and of the Board of Directors, serve as custodian of the corporate records, give all notices as required by law of by these By-laws, and generally perform all duties incident to the office of Secretary and other duties as may be required or assigned by the

Board of Directors. The Secretary position is a mandatory position to continue with the operation of the organization per the by-laws.

4. Treasurer will have charge and custody of all funds of this organization and will deposit the funds as required by the Board of Directors, keep and maintain adequate and correct accounts of the organization's properties and business transactions and render reports and accounting to the Directors. The Treasurer will perform all duties incident to the office of Treasurer and any other duties that may be required by these By-laws or prescribed by the Board of Directors. Treasurer position is a mandatory position to continue the operation of the organization per the by-laws.
5. No more than three (3) at-large Board Members may function as an advisory council on the Board of Directors and may be designated as voting members of the Board. At-Large Members shall be prepared to step into a mandatory position to continue the operation of the games due to death, resignation or removal of a mandatory Director as provided by these bylaws and will be appointed by the President or the majority of the vote of existing Board Members. Past Officer of the organization may be requested to assist in an advisory capacity to assure continuity of the organization. At-Large Board Members will be designated to assist with the responsibilities of a designated committee.

#### **Article 5-Committee Chairs**

The following designated committee chairpersons may be appointed by the President of the organization:

Marketing-charged with publicity, advertising and promotion of the games.

Nominations-charged with generating a slate of officers for elections.

Technology-charged with overseeing and maintaining the website and addressing any technology needs.

Registration-charged with ensuring registration information is accurate and timely and roster produced yearly for each event.

Fundraising-charged with generating funds and donations to support the needs of the organization and benefit the Citizens of Gwinnett County.

Historian-charged with maintaining accurate historical records of the games including but not limited to printed materials, registration records, game results and photographs.

#### **Article 6-Restrictions on Actions**

1. All assets and earnings of the Organization shall be used exclusively for its exempt purposes, including the payment of expenses incidental thereto. No part of any net earnings shall inure to

the benefit of any Director or Member of the organization as compensation for services rendered.

2. Directors shall not be liable for the debts of the Organization.
3. No substantial part of the Organization's activity shall be for carrying on a campaign or otherwise attempting to influence legislation.

#### **Article 7-Contracts, Checks, Deposits and Funds**

- Contracts. The Board of Directors may authorize, by general resolution, a Director or Director(s) to serve as agent in addition to persons authorized by these by-laws to enter into any contract on behalf of the Organization.
- Checks, drafts and orders of payment shall be signed by the Treasurer or designee.
- Deposits. All funds should be deposited on a regular basis in a secured bank, trust company or other secured institution.
- Gifts. Directors may accept gifts to the benefit of the organization.
- Loans. No Director, Officer or agent shall have the authority, on behalf of the Corporation, to enter into a loan or any other contract of indebtedness except by unanimous vote in a specific resolution of the Board of Directors. The authority designated by this provision shall be limited to a single and specific instance.

#### **Article 8-Dissolution**

Upon dissolution of the Organization, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Organization, including the costs and expenses of such dissolution, dispose of all assets of the Organization described in Section 501 c3 of the Internal Revenue Code, to Gwinnett Parks Foundation for the purpose of continuation of a similar opportunity for the same purpose for seniors of Gwinnett County and surrounding areas.