



RULES & BYLAWS 2019- 2020 GWINNETT BASKETBALL LEAGUE RULES

PREAMBLE

The mission and purpose of the Gwinnett Basketball League (hereinafter referred to as the “GBL”) is to develop a highly competitive youth basketball program designed specifically to enhance the skills of the most serious minded basketball players. The GBL exists to develop teams with players from the same Gwinnett Public School Clusters, thus developing a program of feeder systems for the High Schools in Gwinnett County. A major emphasis is to provide the opportunity for the youth to have fun and enjoy basketball while learning proper sports skills and techniques in an atmosphere where good sportsmanship, ethics and competitiveness are stressed.

CODE OF CONDUCT

The Gwinnett Basketball League is a voluntary, non-profit, youth development organization designed to promote, manage, and support youth basketball in the Gwinnett County area. Members of each association (also known as cluster), all coaches, all officers, all directors, officials, parents and players shall at all times conduct themselves in a manner so as not to bring discredit on the GBL or any of its members.

The GBL’s goals include teaching proper basketball skills and techniques, instructing the principles of good sportsmanship, emphasizing physical fitness, providing an opportunity for fun and enjoyment, and the development of a teamwork attitude. The GBL will seek to promote pride in one’s sense of accomplishment, the recognition of one’s shortcomings and the importance of doing it right while working hard to accomplish a personal and team goal.

All who are associated with the GBL including all member associations and their representatives, all coaches, players, and parents understand and agree that such attributes constitute the Code of Conduct of the GBL and understand that actions on their part in contravention of this Code can constitute grounds for the imposition of a fine against the member association, suspension or expulsion of

a member association, coach, parent, or player whose actions are in any manner in contravention of the Code of Conduct.

GOALS

1. Identify and recruit players within each Gwinnett County School Cluster with the potential skills to compete at the highest level of youth basketball.
2. Develop teams with players from the same school clusters, thus developing a program of feeder systems for the High Schools in Gwinnett County.
3. To improve the knowledge and teaching skills of all coaches involved in the youth basketball program.
4. To teach good sportsmanship and physical fitness.
5. To provide an opportunity for fun and enjoyment.

GBL TAKES PRECEDENT OVER LOCAL RULES

The GBL recognizes that individual associations / clusters may adopt certain Rules and Regulations for the management of their programs. When any Rules and Regulations of an individual association are in conflict with the Rules and Regulations of the GBL, the Rules and Regulations of the GBL shall control and the individual association must either adhere to those Rules or withdraw from the membership in the Gwinnett Basketball League.

Rule 1: Certification and Rules.

- A. Each member of the coaching staff must be familiar with the “National Federation of State High School Association Rule Book.”
- B. Each member of the coaching staff and each GBL representative must have a thorough understanding of the GBL Rules, the GBL Code of Conduct, and agree to abide by all provisions of these Rules and Code of Conduct, and be willing to accept any penalties which may be imposed as a result of violations(s) of the Rules and Code of Conduct.
- C. The Rules in this Rule Book are subject to change. Each GBL Member Cluster Director or Contact Person is responsible for advising his/her association, coaches, players and membership of any Rule changes.

Rule 2: Membership Requirements

- A. A Member must field at least two (2) teams.
- B. All participating teams must be certified by the GBL, meeting all certification requirements for that season
- C. Each Member will present to the Board, in writing, the name of the Cluster Director and other individuals authorized to represent the Member in the Cluster Directors absence at GBL meetings by August 15th. After August 15th, GBL will accept request from individuals seeking to become the director of the cluster.

- D. Insure that at least one, but not more than two, of the designated representatives attend each GBL meeting held from February 1 thru August 31.
- E. Pay all fees within the timeframes specified annually. Fees are due prior to the beginning of each season, but no later than the annual certification meeting.
- F. Deposits will be required to “hold” a place for each team.

Rule 3: Age & Divisions

- A. Age divisions will be based upon grade level during the academic school year.
- B. Age divisions are 5th Grade, 6th Grade, 7th Grade.
- C. Players can not play in a lower grade level but may play up.
- D. Player’s birthday can be no greater than one year beyond the age cut off for that grade.
- E. There will be no B division.¹
- F. No player will be allowed to play on two teams at any time during the season.

Rule 4: Boundaries/Recruiting

- A. Teams will be comprised only of players from their local school cluster. For example, player attends Snellville Middle School. Player must play for a South Gwinnett Team.
- B. In the case of private schools, if the private school is a GBL Member, the player must play for the private school the player attends regardless of which local school cluster the player lives in, whether or not the player is selected for the private school team.
- C. In the case of a player that attends a private school not participating in the GBL, but lives in a specific GBL Member school cluster, if the Member chooses to allow private school players, the player may tryout and if selected, play for the school in they would be attending if they did not attend private school.
- D. In the case of home schooled players, if a Member chooses to allow home schooled players, the player must play for the local school cluster they live in as defined by Gwinnett County Public Schools at 678-301-7085.
- E. These rules will be strictly enforced. This rule is intended to foster community spirit, eliminating any recruiting of players from other school clusters and prevent a hardship on parents in transporting players.
 - 1. In the spirit of this Rule, all flyers, bulletins, or notices distributed by or on the behalf of an individual association shall be distributed only to the cluster schools of that association.

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2. Team tryout dates will be provided to the GBL Board for posting on the GBL web site.
- F. Clusters are allowed to merge teams to create one team per grade level. The pairings will be controlled/approved by the GBL Board.

Approved Cluster Pairings:

Duluth/Norcross
North Gwinnett/ Lanier
Buford/ Mill Creek
Collins Hill/ Peachtree Ridge
Mountain View/Dacula
Central/Discovery
Grayson/Archer
Meadowcreek/Berkmar
Brookwood/Parkview
Shiloh/South Gwinnett

1. Each merger group must consider players from both clusters.
2. Players must play for the merged cluster with the exception of the home school/private school rule.
3. Home School/Private School rule still applies.
4. Girls teams will be applied to both clusters for the discount.
5. Cluster Directors to decide what cluster manages the team (practices, uniforms, etc.)
6. Only Gwinnett County Cluster Public Schools can merge
7. Girls Divisions ONLY
8. Reviewed Yearly

Rule 5: Practice

Teams can practice at their own discretion based upon availability of facilities. There are no limits on the number of hours a team may practice.

Rule 6: Team Composition

- A. The minimum number of participants on a team will be five (5). A team can play with less than five (5) players during a game but must start with five (5) unless the opposing coach consents to play against four (4).
- B. There is a maximum of fifteen (15) certified players per team.
- C. The maximum number of coaches on the team bench will be three (3).
- D. Players may not change teams in a season once they have certified, regardless of a change in address or school attendance.
- E. A player may only participate with the team they are certified for regardless of how many teams the cluster may field.
- F. Girls: 5th grade teams may be comprised of any combination of 5th graders or below, up to the maximum of 15 players on the roster. 6th and 7th grade teams will be permitted up to 5 players playing up.

- G. Boys: 5th grade teams may be comprised of any combination of 5th graders or below up to the maximum of 15 players on the roster. 6th and 7th grade teams will be permitted up to 4 players playing up.

Rule 7: Certification

- A. All players must be certified with a GBL Registration form.
- B. All players must provide the GBL with a birth certificate.
- C. All players must provide a report card from the fall session stating their age and grade level.
- D. Certification will be done by the GBL Board prior to the start of the season.
- E. Players may be added to teams up to the maximum of 15 until one week prior to the start of the season. Player registration, copy of birth certificate, and current report card must be presented to a GBL board member for certification of the player prior to participation. .
- F. A certified roster with player's number and full name must be submitted to GBL at certification. Certified roster will be used as the official score book for all games. Any modifications / additions must be submitted one week prior to the start of the season. The modified roster must be recertified by GBL.

Rule 8: Uniform and Equipment

- A. All individual teams are required to have matching jerseys and letters. All players must have a white uniform when the home team and must use legal numbers (0,1,2,3,4,5) or combination of these. All players must have an away uniform when the visiting team. Failure to have a valid number will result in a team technical when the player tries to enter the game and that player will be suspended from playing until the jersey is correct.
- B. Jerseys must have permanent numbers on both front and back of jersey (no tape or markers).
- C. If undershirts are worn, they must be the same color as the jersey.
- D. Coaches are role models and should dress accordingly. Clothing such as casual (basketball or athletic) shorts and/or "cut-off" shorts, warm-up suites, t-shirts, jerseys, and hats are not permitted. Proper attire must be neat, clean, and portray a positive image for all GBL participants.

Rule 9: Playing Rules

- A. National Federation Basketball Rules with YBOA exceptions as approved and published by YBOA.
- B. Game Length - Game Length may be modified prior to the season beginning if the Board determines it is necessary to manage the game schedule.

5th Grade – Four 6 minute quarters

6th Grade – Four 6 minute quarters
7th Grade – Four 7 minute quarters

- C. Half Time – 5 minutes
- D. Overtime – 3 minutes, as many as needed until tie is broken
- E. Timeouts - three 1 minute, two 30 second, one 1 minute per overtime. Timeouts do accumulate and can be carried over between halves and into overtime.
- F. Fouls – players foul out on the 5th personal foul. 1&1 will be shot after the 6th team foul; two free throws will be shot after the 9th team foul.
- G. Mercy Rule – Once a team is ahead by 20 points, the clock will run continuously except during timeouts and injuries. If the point differential is reduced below 15, the clock will return to normal stoppages.
- H. Press – No full court press allowed after 20 point lead. One warning, then a technical on the Coach will be assessed.
- I. Ball Size
 - 5th & 6th Grade – Boys & Girls use 28.5
 - 7th Grade – Boys use 29.5, girls will use 28.5
- J. Clock Keeper and Score Keeper – The GBL will contract for keepers. All teams will be assessed a \$100 fee to cover these keepers.

Rule 10: Schedules

A season ending tournament will be sponsored by the GBL for all age groups. The tournament format will be pool play with a 3-game minimum for boys and girls. If there are an odd number of teams in a particular age group, a play-in game will be played to determine the final seed of that age group. The loser of the play-in game is eliminated from tournament play. Rule 14 applies to tournament games. Round 1 of the tournament the top seed plays lowest seed, 2nd seed will play next lowest seed

- A. Regular Season Standings will be used to determine the tournament seeding. Standings are determined as follows:
 - a) Best overall record
 - b) Standing Tiebreaker rules:
 - a. Head to Head Play: The team that wins the head to head competition between the two tied teams will be the higher seed.
 - b. Defensive Point System: A total defensive point system will be used if teams are still tied. The team with the lowest points allowed will determine the teams' order of placement.
 - c. Offensive Point System: A total offensive point system will be used if teams are still tied. The team with the

highest points scored for the season will determine the team's order of placement.

- d. Coin Toss: If two teams remain tied a coin toss will determine the team's order of placement.

B. Pool Play Tie Breaker Rules:

- a) Best in-pool record (out-of-pool games aren't included)
- b) Head-to-head
- c) Total points margin for all games
- d) Defensive Point System: Team with lowest points allowed

Rule 11: Admission Charges

The Suwanee Sports and other venues are authorized by the GBL to charge an admission fee.

Rule 12: Required Conduct for Coaches, Players, Parents and Spectators

- A. In addition to the stated purposes of the Code of Conduct of the GBL, it will be strictly against the policy of the GBL for any person either as player, spectator, or coach to:
 - 1. Engage in arguments or unprivileged touching of an official, coach, participant, or GBL representative;
 - 2. To use abusive or foul language;
 - 3. To harass officials; and
 - 4. To exhibit any behavior not in accordance with the Bylaws, or the Code of Conduct shall be dealt with as necessary by the GBL Board. Penalties may include a fine and/or suspension and/or expulsion from the GBL Program.
- B. The team of the parent in violation of the code of conduct will be issued one warning by the referee. An administrative technical foul will be assessed for a second violation. An administrative technical foul and ejection of the parent from the facility will be assessed for a 3rd violation.
- C. All coaches must sign the Code of Conduct form prior to the beginning of the season.
- D. Coaches are also responsible for reviewing and enforcing this Code of Conduct with their players and parents.
- E. If a coach or player receives either 2 technical fouls, a flagrant foul or is ejected from a game, they will be suspended for at least one game thereafter.
- E. If a coach or player is involved in a fight at any time, a minimum punishment of a 2 game suspension or greater based on Board review and vote. A coach may be penalized for players fighting.
- F. If a coach or player is ejected from 2 or more games, upon Board Review said offenders may be suspended from league.

Rule 13: Ineligible Participants

The use of ineligible players (players not certified by the GBL for suspect team) will cause the coach to be suspended for a minimum of one (1) game and all games that involved that individual will result in a forfeit. A fine also may be imposed on the Member involved.

Rule 14: Canceling Games and Forfeits

Games canceled because of lack of participants will result in an automatic fine of \$100 to the member cluster. This includes all regular season and tournament games.

Rule 15: Registration Fees

- A. Annual Team Registration fees will be determined by the GBL Board and announced prior to the beginning of each season.
- B. Only the GBL is authorized to collect registration fees from member associations in order to accomplish the Purposes of the GBL.

Rule 16: Protests of Game

A coach may protest a game if he/she feels a Rule has been broken or not enforced. The coach must have a written protest to a GBL Board Member within twenty-four (24) hours after the game. A \$40 cash deposit must accompany the written protest. If the protest causes a reversal by the GBL, the \$40 will be returned. If the decision is not reversed, the \$40 deposit will not be returned and will be deposited into the GBL general fund. Judgment calls by a referee cannot be protested. Only Rule violations may be protested.

Rule 17: Fines, Suspensions and Appeals

Should a fine or suspension be imposed against a Member, a coach, player, or parent from that association, the association shall have thirty 48 hours to appeal the imposition of that fine to the GBL Board. The GBL Board will review and rule on the appeal within 48 hours of the appeal request. Should they fail to appeal and win that appeal to the GBL Board, the fine shall stand and the association shall pay the fine within ten (10) days of any decision on the appeal. Should the Member fail to pay the fine for any reason whatsoever, that association shall be put on suspension from the GBL and shall not be allowed to participate in any GBL Board decision until that fine has been paid. Should that fine remain unpaid at the conclusion of the season, that local association may be removed from the GBL by an affirmative vote of the majority of the GBL Board members.

GWINNETT BASKETBALL LEAGUE BYLAWS

Title 1. General Provisions

1.1 Purpose of Bylaws

These bylaws constitute the code of rules for the regulation and management of the **GWINNETT BASKETBALL LEAGUE, INC.**, as authorized by its articles of incorporation. As used in these bylaws, this corporation is referred to as the “GBL”, and the Georgia Nonprofit Corporation Code (or a section codified in Chapter 3 of Title 14 of the Official Code of Georgia Annotated) is referred to as the “Code” (or “Code section”). These bylaws are adopted in order to fulfill the objectives of the GBL as stated in the articles and Code section 301, and to exercise the powers conferred upon the GBL under Code section 302.

1.2 Purpose of GBL

The purpose of the Gwinnett Basketball League (hereinafter referred to as the “GBL”) is to provide a competitive, recreational youth program for the serious minded players. The major emphasis is to provide the opportunity for the youth to have fun and enjoy basketball while learning proper sports skills and techniques in an atmosphere where good sportsmanship, ethics and competitiveness are stressed. The GBL exists to develop teams with players from the same Gwinnett County Public School clusters, thus developing a program of feeder systems for the High Schools in Gwinnett County.

1.3 Registered Office and Agent

The board of directors will designate a registered agent and registered office for service of legal process; these designations are to be filed with the Georgia Secretary of State as required by the Code. The board may change these designations at any time. In the event the board fails to make a designation, or a registered agent resigns without a new designation of a registered agent and office, then the President of the GBL, and the President’s address, are to be filed with the Georgia Secretary of State as the registered agent and office of the GBL until the board of directors makes some other affirmative designation.

1.4 Business Office(s) Authorized

Either the board of directors or the Membership of the GBL may establish one or more offices for the conduct of business within this state, whenever circumstances warrant.

1.5 Procedure Rules at Meetings

It is understood that in the transaction of its business, the meetings of the GBL, its board of directors and its committees may be conducted with informality; however this informality does not apply to procedural requirements required in the articles of incorporation, these bylaws, or the Code (the Georgia Nonprofit Corporation Code). When circumstances warrant, a meeting or a portion of a

meeting will be conducted according to generally understood principles of parliamentary procedure as stated in the articles of incorporation, these bylaws, or a recognized procedural reference authority. The procedural reference authority for the GBL is designated as the latest edition of Robert's Rules of Order, Newly Revised.

1.6 Computation of Members Eligible to Vote or Act as of "Record Date"

When any matter is proposed to be acted upon by the Members of the GBL as provided in these Bylaws or under the Code, only those Members who are active and in good standing as to any particular matter as of a designated date, known as the "record date" may vote or otherwise act as to that particular matter. As required by the Code, the Secretary/Treasurer shall prepare an alphabetical list of Members qualified to participate on a particular matter as of the "record date" for that particular matter.

Title 2. Membership

2.1 Eligibility for Membership

Original Membership shall consist of the Gwinnett County School Clusters which comprised the GBL in the Year 1998/1999. The original Membership includes Brookwood, Collins Hill, Dacula, Duluth, North Gwinnett and South Gwinnett. Priority for Membership will annually be maintained for Gwinnett County Public Schools.

Any additional Gwinnett County School Cluster, private school, city school or other school desiring Membership in the GBL must meet the following criteria:

- 2.1.1 Submit a request to the Board containing the name of the association, a list of Contacts with addresses and telephone numbers, and an estimate of the number of teams it expects to enter. A minimum of two teams is required.
- 2.1.2 A Representative from the applying Cluster must present the letter of the application at a GBL meeting and answer any questions from the Member associations present.
- 2.1.3 Approval for Membership will require a majority of the GBL voting Membership.

2.2 Good Standing and Active Status

To be a Member in Good Standing each active Member must

- (1) Field a team in at least two teams.
- (2) Each Member will present to the Board, in writing, the name of the Cluster Director and other individuals authorized to represent the Member in the Cluster Directors absence at GBL meetings by August 15th. After August 15th, GBL will accept request from individuals seeking to become the director of the cluster. (3) Insure that at least one, but not more than two,

of the designated representatives attend each GBL meeting held from February 1 thru August 31.

- (4) pay all fees currently due and outstanding. Fees are due prior to the beginning of each season, but no later than the annual certification meeting.

2.3 Suspension from active status; termination

- (1) Any Member whose fee payments are not received by the Secretary/Treasurer prior to or at the annual certification meeting or who does not comply with the respective requirements of Section 2.2 above, is to be considered suspended from active status without further notice and not in good standing until the annual fees in arrears and any fines and charges are paid to the GBL. Any Member who has been either suspended or terminated has no voting rights, and remains obligated to the GBL for any charges, assessments, dues fees or amount that is outstanding as of the date the Membership is suspended or terminated.
- (2) Any Member may be terminated due to failure to pay fees or by willfully violating the GBL Rules regarding player eligibility. Any Member who has been terminated remains obligated to the GBL for any charges, assessments, dues fees or amount that is outstanding as of the date the Membership is terminated.

2.4 Dues assessment

- (1) For the 2009/2010 season the GBL will not assess any dues. These dues were previously in the form of a \$1 per-player fee.
- (2) These fees are due on the annual certification night.

The Board of Directors will annually evaluate the dues and consider any changes that may be necessary.

2.5 Resignation from Membership

Any Member of the GBL may resign their Membership in the GBL by a written notice to the Board, with no refund, rebate, or rescission of dues or fees.

Any Member who resigns Membership remains obligated to the GBL for any charges, assessments, dues fees or amount that is outstanding as of the date the Member resigned.

Title 3. GBL Membership Meetings

3.1. Meetings

- (1) Meetings of the GBL Membership will be held as needed throughout the year to address current issues, prepare for the upcoming season and evaluate rule changes.
- (2) Notice of any scheduled meeting will be provided at least five (5) days in advance to all Members in good standing. This advance notice will be considered valid whether received via email, telephone call or web site posting. The notice will include a description of the business to be discussed.
- (3) Any matter relating to the affairs of the GBL, whether or not stated in any notice of the regular meeting, may be brought up for action by the Membership, except for any matter for which prior notice is required by the articles of incorporation, these bylaws, or the Code.
- (4) In emergencies where five days' notice cannot be given, notice may be made by any reasonable means if made to all Members in good standing as directed by the board of directors.
- (5) Minutes will be recorded of all meetings by the Secretary/Treasurer and maintained in a record book by the President.

3.2 Requirements for Meeting Notices

A notice of a meeting must include a description of any proposal that is required to be approved by the Members under the Code, including proposals to: (a) determine that the reimbursement of the judgment and expenses of litigation of a current or former director is appropriate under Code section 855; (b) approve a transaction where a director has an interest conflicting with the GBL under Code section 863; (c) amend the articles of incorporation under Code section 1003; (d) amend the bylaws under Code section 1021, except as limited in these bylaws; (e) merge the GBL with another entity under Code section 1103; (f) sell all or substantially all of the assets of the GBL in other than the usual course of business under Code section 1202; (g) dissolve and terminate the GBL under Code section 1402; (h) remove a director from office when required by these bylaws. Any required notice may be waived by a Member as permitted under the Code; and any Member may object to the failure of sufficient notice of the meeting, or of a matter brought before a meeting, as permitted by the Code.

3.3 Quorum at Meetings

A quorum is defined as the Members present at any meeting for which proper notice has been issued pursuant to the requirements in 3.1.

3.4 Member Proxies

Each regular Member in good standing and entitled to vote may participate in any meeting of the Membership of the GBL-through a written signed and dated proxy executed by that Member and promptly delivered to the any Board Member. A proxy may limit or direct how the vote of the Member the proxy represents shall be cast or on what matters a vote is to be cast.

3.5 Membership Voting

Unless otherwise provided in the articles of incorporation, these bylaws, the procedural reference authority or the Code, the affirmative vote of a majority of those Members casting a vote on a matter, in the presence of a quorum, is necessary to the adoption of a motion. Only Association Members in good standing have the right to vote, each Association Member and each Board Member having one (1) vote.

3.6 Mail Voting

Any matter which may be acted upon by the Membership or the board of directors of the GBL may be submitted to a vote of the Membership by email. To be counted in the official tally of the email ballots, a copy of the return email responses shall be returned to the Board within the deadline specified in the email. At the time the ballots are due; the Board will promptly ascertain and certify the result of the mail ballot. For the proposition to pass, or the election to be valid, a sufficient number of ballots equal to the number necessary for a quorum must be returned to the Board. Unless otherwise provided in the articles of incorporation, these bylaws, the procedural reference authority or the Code, the affirmative vote of a majority of those Members casting a ballot on a matter, with a quorum of ballots cast, is necessary to the adoption of an action.

3.7 Written Consent Action by Members

Any action required by law, or permitted to be taken at any meeting of the Members of the GBL, may be taken without a meeting, if a written consent, setting forth the action so taken, is signed by a majority of the Members. This consent is the equivalent to a vote of the Members during a meeting with a quorum, and is to be filed and recorded with the minutes of the GBL's Members.

Title 4. Board of Directors

4.1 Establishment and Function

The GBL is managed by a governing body known as the "Board of Directors". As used in these bylaws, a reference to the "board of directors" refers to the entire board collectively or to a Member of the board generically. The board of directors conducts its proceedings as provided in the articles of incorporation, these bylaws and the Code.

4.2 Composition and Term

(1) Nominations for individuals to be considered for board of director vacancies may be made by any Member.

(2) The board of directors is composed of at least three (3) persons elected by a majority of the Membership present during the Membership meeting in February of each year.

- (a) The term of office will begin on the first day of March and end on the last day of February or until their respective successors are elected and installed. The board or the Members upon majority vote may increase the size of the board from time to time. If such increase is not made at a meeting to elect directors, a majority of the board may appoint new board Members to fill such newly created positions until a meeting to elect directors is had.

4.3 Powers

The board of directors may exercise all powers granted to it as they determine to be expedient and necessary for the interests of the GBL, subject to the articles of incorporation, these bylaws, or the Code, and the review and direction of the Membership of the GBL.

4.4 Voting; Quorum

Each director has one vote on the board of directors. A quorum is defined as the directors present either in person, via conference call or proxy. All matters put to a vote before the board of directors will require the affirmative vote of a majority of directors voting on the matter, in the presence of a quorum.

4.5 Removal of Director

- (1) One or more directors, or the entire board of directors, may be removed by the affirmative vote of a majority of the Membership of the GBL present and voting on removal at a regular or special meeting of the GBL Membership, and where notice of a Member's intention to present a motion for removal has been given to the Membership pursuant to Section 3.2 of these bylaws. A separate vote on removal must be made as to each director proposed for removal; and the motion may be voted upon by mail ballot under Section 3.6 of these bylaws.
- (2) Any director who has elected to complete an unexpired term of a director on the board through election by the directors may be removed by an affirmative vote of the majority of the remaining directors for a state cause.
- (3) Any director who has not participated in any meeting of the board of directors during a period of no less than four months (121 days) may be removed by an affirmative vote of two-thirds of the remaining directors due to such absence.

4.6 Vacancies

When a vacancy occurs the Board will appoint an individual to complete the remainder of the term.

4.7 Written Consent Action by Board

Any action required by law, or permitted to be taken at any meeting of the board of directors, may be taken without a meeting, if a written consent, setting forth the action so taken, is signed by a majority of the directors. This consent is the equivalent to a vote of the board of directors during a meeting with a quorum, and is to be filed and recorded with the minutes of the GBL board of directors. The directors who did not sign the consent action shall be given notice of the action as soon as practicable, but no later than the next Membership meeting after the written consent action is signed by a sufficient number of directors.

4.8 Duties of GBL Officers

The offices of the GBL shall be:

- (i) President;
- (ii) one or more Vice Presidents; and
- (iii) Secretary/Treasurer.

The Directors may from time to time create and establish the duties of such other officers and elect or provide for the appointment of such other officers as they deem necessary for the efficient management of the GBL, but the GBL shall not be required to have at any time any officers other than a President. Any two or more offices may be held by the same person. All officers shall be elected by the Membership and shall serve at the will of the Membership and until their successors have been elected and have qualified or until their earlier death, resignation, removal, retirement, or disqualification. Each officer of the GBL exercises the following responsibilities pertaining to their office, in addition to any other duty imposed on that office by the articles of incorporation, these bylaws, the Code or by vote of the Membership or the board of directors of the GBL, as follows:

- (1) The President presides at all meetings of the board of directors and the Membership of the GBL; maintains the historical corporate documents; reports on the activities of the GBL to the Membership at each meeting of the GBL; submits the annual accounting and financial statement of the GBL to a certified public accountant for preparation of the annual tax returns; receives all bank statements; provides an annual financial report; oversees the activities of the GBL, and reports on those matters determined appropriate to the board of directors and the Membership of the GBL.
- (2) The Vice President(s) presides at all meetings of the board of directors or the Membership of the GBL in the absence of the President, and in the case of a vacancy in the office of President, act as President until a new President is elected under Section 4.9 of these bylaws. In addition, the Vice President oversees the operations of the GBL

leagues and reports on those matters determined to be appropriate to the board of directors and the Membership of the GBL.

- (3) The Secretary/Treasurer maintains a record of all meetings and the financial records; collects team fees; maintains the checkbook of the GBL; is authorized along with the President to sign checks on behalf of the GBL.

4.9 Financial Regulations

This section outlines certain policies and practices as to the financial procedures of the GBL:

- (1) Any expenditure, totaling one thousand dollars (\$1,000) of GBL funds, may not be made unless approved by the GBL Board unless the expenditure is pre-approved by the Membership. Any expenditure totaling more than one thousand (\$1000) of GBL funds must be approved by Membership of the GBL unless the expenditure is pre-approved by the Membership.
- (2) Annual required expenditures for accounting services, insurance, Secretary of State fees, Referee, Clock/Score Keeper and Gym Rental are considered pre-approved expenditures by the board of directors and the Membership.
- (3) No other expenditure may be made unless approved by the board of directors or the Membership.
- (4) The signatory on any bank account and the depository institution for that account is established by the board of directors by an appropriate resolution.
- (5) No director, committee chairman, committee Member, or Member of the GBL may receive any reimbursement, salary, fees, compensation, commission or other payment for rendering specific services to the GBL.
- (6) The GBL's fiscal year for accounting and tax returns purposes begins on October 1 and ends of September 30.

Title 5. Code Provisions Incorporated

5.1 Identification

- (1) The provisions of Part 5 of Article 8 of the Code, relating to indemnification by the GBL of any person who has served as an officer or director of the GBL, or who has brought an action in the right of the GBL, is adopted by the GBL by this reference as a bylaw of the GBL, except that as permitted under the GBL's articles of incorporation, no advance payment by the GBL for any expense or liability permitted under the Code is authorized unless paid through an insurance policy maintained by the GBL for this purpose. Any and all decisions by the board of directors concerning the payment of funds under this Section,

when not paid under a policy of insurance, shall be ratified by the Members of the GBL.

- (2) The GBL may purchase and maintain insurance on behalf of all persons who are or were directors, officers, employees or agents of the GBL, or who was serving at the request of the GBL as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the GBL would have the power to indemnify him against such liability under the provisions of this Title.
- (3) If any expenses or other amounts are paid under the provisions of this Title of the Bylaws, whether by action of the board of directors, court order or an insurance carrier pursuant to insurance maintained by the GBL, the GBL shall send by first class mail to its Members of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation. This notice is to be sent with the mail ballot for the first regular election of directors that follows the payment.

5.2 Indemnification.

There shall be a right of indemnification to be paid by the GBL to any person who has served as an officer or director of the GBL for any expense of litigation, or any amount of judgment or settlement, as permitted under Part 5, Article 8 of the Code, relating to indemnification.

5.3 Procedures Where Director Has Conflicting Interest in Transaction.

The provisions of Part 6 of Article 8 of the Code, relating to rules governing the procedures to be applied where a director has a conflicting interest in a transaction involving the GBL, is adopted by the GBL by this reference as a bylaw of the GBL.

5.4 Sales of Assets Outside Regular Course of Business.

The provisions of Article 12 of the Code, relating to the sale of all, or substantially all of the assets of the GBL outside the regular course of business, is adopted by the GBL by this reference, as a bylaw of the GBL.

5.5 Records To Be Kept; Right of Inspection by Members

Members have the right to inspect, copy or review the GBL's records. Any individual may direct their request for an inspection to their respective Cluster Director first, and then to the GBL Board.

5.6 Amendments to Bylaws or Articles of Incorporation

Any change in these bylaws is not adopted unless the following has occurred:

- (1) Each proposal is submitted to the board of directors for a recommendation to the Membership of the GBL as to whether the proposal should be adopted, be adopted with amendments, or be rejected, and the board's reasons for their recommendation. If due to a conflict of interest of a Member of the board, or some other special circumstance, there is no recommendation, the board shall transmit the proposal to the Membership with no recommendation, and state the reason no recommendation is made. The board may condition its recommendation with any reasonable stipulations it deems appropriate.
- (2) Proposals may be initiated by a vote of the board of directors, or by any three Members of the GBL.
- (3) The recommendation of the board concerning the proposal will be sent, along with the notice of the meeting at which the proposal is to be presented, or with the mail ballot concerning the proposal, as appropriate under Section 3.2 or 3.6 of these bylaws
- (4) When the proposal is presented for consideration at a meeting of the Membership of the GBL, it is open to such amendments or action as the Membership approves.
- (5) No proposal to change these bylaws is adopted unless a majority of the Members voting, vote affirmatively to approve the proposal either with a quorum present at a meeting, or with a quorum of ballots when voted upon by mail. No proposal to change these bylaws is adopted unless a majority of the Members voting, vote affirmatively to approve the proposal, either with a quorum present at a meeting, or with a quorum of ballots when voted upon by email.
- (6) Once adopted, any change to these bylaws is immediately effective, unless some later date is designated in the proposal.
- (7) Once adopted, no change in the Articles of Incorporation becomes effective until it is filed with the Georgia Secretary of State as required by the Code.

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