



**City of Roswell  
Meeting Agenda  
Roswell Recreation Commission  
Work Session**

**David Smith, Chair  
Erica Davis, Vice Chair  
Amour Carthy  
Cliff Dittmore  
Jose Gonzales  
Erica Lowman  
William Strika**

**Thursday, May 1, 2025**

**6:30 PM**

**Crabapple Center**

**\*\*Possible Quorum of Mayor and City Council\*\***

**Call to Order**

**Agenda Items**

1. Consideration to approve the updated bylaw procedures for Roswell Soccer Club.
2. Consideration to approve the updated bylaw procedures for Roswell Youth Lacrosse.
3. Consideration to approve the updated bylaws for Friends of Roswell Parks
4. Consideration to approve the 2025 Youth Day Theme

**Information Items**

**Adjournment**



**City of Roswell**  
**Roswell Recreation Commission**  
**AGENDA ITEM REPORT**

**ID # - 9810**

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**MEETING DATE:**            **May 1, 2025**

**DEPARTMENT:**           **Roswell Recreation Commission**

**ITEM TYPE:**               **Approval**

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**Consideration to approve the updated bylaw procedures for Roswell Soccer Club.**

**INFORMATIONAL UPDATE**

Commission Vote

**ITEM BACKGROUND**

The Bylaw Procedure, previously approved by the Recreation Commission, was written to ensure that affiliated booster organizations operate consistently.

The Athletics Services Manager presented the procedure to all the athletic division booster organizations in separate meetings, explaining the goals and expectations of the procedure.

The boosters independently wrote or revised their respective bylaws and submitted them to me for approval.

After vetting all the submitted bylaws according to the procedure, I returned them to the boards for their final edits.

After vetting the final edits from the boards, the bylaws presented today align with the bylaw procedure approved by the Commission.

**ITEM DETAILS**

Final bylaw submission for Roswell Soccer Club.

**FINANCIAL IMPACT**

None

**STAFF RECOMMENDATION**

Approval



## ROSWELL SOCCER CLUB (RSC) BYLAWS



### Definitions of Involved Parties and Terms:

- 1.1.1. **City of Roswell:** The City of Roswell, Georgia, in the County of Fulton, and the inhabitants thereof, shall be a body politic and corporate under the name and style of the "City of Roswell, Georgia", and by that name shall have perpetual succession and may exercise the powers enumerated herein and all those granted to such bodies.
- 1.1.2. **Roswell Recreation, Parks, Historic and Cultural Affairs Department:** An extension of the City of Roswell with its powers and duties implemented and managed by the Department Director.
- 1.1.3. **The Recreation Commission of the City of Roswell:** Created and empowered by the City of Roswell to provide, maintain, and conduct supervised recreation systems, to acquire, establish, conduct, and maintain parks, playgrounds, recreation facilities, and activities. The principal function of the Recreation Commission is to formulate policies and approve procedures for the Roswell Recreation, Parks Historic, and Cultural Affairs Department.
- 1.1.4. **Friends of the Roswell Parks, Inc.:** Created and empowered by the Recreation Commission to provide a 501(c)(3) for the affiliated booster organizations to conduct business. The Recreation Commission oversees the responsibilities and activities of Friends of the Roswell Parks, Inc.
- 1.1.5. **Booster Organizations:** Affiliated organizations shall support the programs and operations of the Roswell Recreation, Parks, Historic, and Cultural Affairs Department. Booster organizations shall be responsible for raising funds to benefit programs and shall assist the department, along with designated personnel, in providing opportunities for participants.
- 1.1.6. **Definition of Terms:**
- 1.1.6.1. The term "shall" is mandatory; the term "may" is permissive.
- 1.1.6.2. The phrase "submission for approval to City of Roswell staff" or the like, requires the City of Roswell Staff to submit recommendations in accordance with the City approval procedures set forth by the Roswell Recreation Commission and the Friends of the Roswell Parks Inc.

- 1.1.6.3. Good Standing is defined as the state of a person who has paid their membership fees and complied with all their obligations while not being subject to any form of sanction, suspension, or disciplinary censorship.
- 1.1.6.4. General Membership is defined as the state of belonging to an organization or group. The general membership votes on board member elections and other organization matters brought to the membership by the Organization's Board of Directors.
- 1.2. **Name of the Organization:** The name of the Organization is the Roswell Soccer Club and may be referred to herein as "RSC" or "the Organization". Roswell Soccer Club's board of directors may be referred to in this document as "the Board".
- 1.3. **Affiliation:** RSC is an affiliate of the City of Roswell, the Roswell Recreation, Parks, Historic and Cultural Affairs Department, the Roswell Recreation Commission and the Friends of the Roswell Parks, Inc.
- 1.4. **Organization Address:** The official address of RSC is the address of the Administrative Offices of Roswell's Recreation, Parks, Historic and Cultural Affairs Department. 38 Hill St Suite 100 Roswell GA 30075.
- 1.5. **Dissolution:** If RSC dissolves or otherwise ceases to exist under the terms and conditions of these Bylaws legally, the remaining assets of the Organization, after all just debts have been discharged, shall be attained by the Friends of the Roswell Parks, Inc. In the event the Friends of the Roswell Parks, Inc. ceases to exist, the remaining assets shall be attained by the City of Roswell.
- 1.6. **Contracts:**
- 1.6.1. No board member, committee member, or employee shall have any authority to bind the Organization by any contract or agreement or pledge its credit to render it liable monetarily, for any purpose, or in any amount without submission for approval to the Friends of the Roswell Parks, Inc. executive board through the appropriate City of Roswell liaison.
- 1.6.2. Authorized board members shall have the power to enter transactions, benefiting the Organization, with vendors to pay invoices for goods or services as approved by the Friends of the Roswell Parks, Inc. Executive Board through the appropriate City of Roswell liaison.

**1.7. Conflict of Interest/Duty to Disclose:**

- 1.7.1. The conflict of interest disclosure aims to protect the corporation's tax-exempt interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or result in a possible excess benefit.
- 1.7.2. If a potential conflict is not disclosed at the time of the transaction, such transaction shall be void or voidable between the Organization and one or more of its Board Members or between the Organization and any entity in which one or more of its Board Members has a financial interest.
- 1.7.3. With any actual or possible conflict of interest, an interested person must disclose the existence of the conflict and be allowed to disclose all material facts to the Organization's board considering the proposed transaction or arrangement.
- 1.7.4. If the material facts to the relationship or interest to the contract or transaction is disclosed to the board, the board can authorize the transaction by the affirmative votes of a majority of the disinterested Board Members.
- 1.7.5. The board shall submit appropriate quotes and a disclosure statement to the Friends of the Roswell Parks, Inc. executive board for approval through the appropriate City of Roswell liaison.

**1.8. Political Involvement:**

- 1.8.1. No person shall serve on a booster organization board while holding office in a political position, in any capacity, within the City, County, State, or Federal office.
- 1.8.2. Current board members shall be automatically resigned from their positions once they qualify for candidacy for any political position in the City, County, State, or Federal office.

**1.9. Management and Powers:** RSC shall have the power to take all actions which the Board of Directors deems advisable to carry out the purpose of the Organization, consistent with the Organization's Bylaws, the directives of the Friends of the Roswell Parks, Inc., the Roswell Recreation Commission and The City of Roswell and the laws and rules of the Governing Bodies with which the Organization is affiliated.

**1.10. Prohibition against Private Accrument:** No part of the Organization's net earnings shall accrue to the benefit of, or be distributed to, its leadership, members or other private persons. The Organization shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions to further the Organization's purposes.

**1.11. Compensation of Board Members:** All voting members of the Board shall serve without compensation; board members may be reimbursed for out-of-pocket expenses pertaining to the Organization's business if approved by the Board or such expense is included in the approval annual budget.

**1.12. Extensions:**

1.12.1. The Organization's Board of Directors shall follow Article 2.5 dated September 3, 2024 of the Code of Ethics within the City of Roswell's Ordinances and the Policies of the Recreation Commission. It is attached here as Exhibit A.

1.12.2. The Organization legal name is the Friends of the Roswell Parks, Inc., as registered with the appropriate governmental authorities. The Organization shall form a 'Doing Business As' (DBA) in order to open a bank account, conduct business, and brand the Organization, including marketing. The Organization shall adhere to all applicable laws and regulations required of the Friends of the Roswell Parks, Inc.

**1.13. Financial Requirements.**

1.13.1. The bank used for the Organization's bank account is at the discretion of the Friends of the Roswell Parks, Inc.

1.13.2. The Organization's bank account shall be set up under the Friends of the Roswell Parks, Inc. 501(c)(3) tax ID number.

1.13.3. The Treasurer and one other board member voted on annually by the Organization's Board of Directors shall always be on the Organization's bank account, with signing rights and the ability to view the account.

1.13.4. Monthly financial statements for the Organization shall be submitted to the executive board of the Friends of the Roswell Parks Inc through the appropriate City of Roswell liaison.

1.13.5. A monthly financial report for the Organization shall be submitted at each of the Organization's board meetings.

**1.13.6. Good Standing:**

1.13.6.1. All members who wish to vote on Organization decisions must be in good standing with the Organization, and the City of Roswell.

1.13.6.2. To serve on the Board, members must be in good standing with the City of Roswell, the Organization, and affiliated organizations.

**1.14. Purpose and Objectives:**

1.14.1. The purpose of RSC is developing skilled soccer players in a positive and inclusive environment, where commitment, honesty, respect and innovation are at the

forefront. We emphasize both team culture and individual growth, ensuring each player feels valued and empowered to reach their full potential as athletes and as good role models in Roswell and surrounding communities.

1.14.2. The objective of RSC is to grow the soccer program for the City of Roswell by raising and managing funds, in conjunction with the City of Roswell, for purposes that benefit soccer program participants, parents, and coaches. RSC works in partnership with the contracted Director of Coaching and the City of Roswell, in accomplishing its objectives.

**1.15. General Membership:**

1.15.1. The Organization's membership includes all individuals who are registered to play soccer through the City of Roswell. Club registration and city fees related to the soccer program must be current for members to be in good standing.

1.15.1.1.1. The Organization's membership includes all adult participants and all parents/guardians of minor participants.

1.15.2. The Organization's board members shall be part of the membership as they must have a player registered to play soccer through the City of Roswell to participate on the Organization's Board.

**1.16. Membership Representation:**

1.16.1. All Members shall have the same property rights, interests, privileges, restrictions, and conditions when voting in elections.

1.16.2. Each family that includes at least one member of the Organization shall receive one vote in the Organization's elections, independent of the number of participants that the family has registered to play soccer through the City of Roswell.

1.17. **Fiscal Year:** RSC's fiscal year will be June 1- May 31.

**1.18. Board of Directors – Voting Members:**

1.18.1. **Composition & Requirements:** RSC will be managed under the direction of the Board of Directors. The Board will consist of a minimum of seven (7) voting members and no more than nine (9) voting members. Each voting Board member shall have a child that is actively a player in the current season(s) when they serve their term(s). The Board can be decreased, or expanded, within the requirements of these bylaws through a vote of the Board.

### 1.18.2. Officers:

- 1.18.2.1. **President:** The President shall be the Chief Executive Officer (CEO) for RSC, and when present, will preside at all meetings of the Board; shall provide general supervision to the affairs of the Club; shall sign or countersign all certificates, contracts and other official documents for RSC as authorized by the Board. The President will be one of two signers on the Organization's bank account. The President may perform other duties as may be properly required by the Board.
- 1.18.2.2. **Vice- President:** The Vice President shall exercise all functions and perform all the duties of the President in his/her absence, except for any specifically limited by these bylaws or the Board. The Vice President shall perform such other duties as may be properly required by the Board.
- 1.18.2.3. **Secretary:** The Secretary shall keep the minutes of all meetings, shall ensure minutes are appropriated electronically stored in order to maintain appropriate records for RSC, as well as other duties as may be properly required by the Board. In the absence of the Secretary at any meeting another member of the Board can be appointed by the convener of the meeting to take minutes for that meeting.
- 1.18.2.4. **Treasurer:** The Treasurer shall function as the Chief Financial Officers (CFO) of RSC, shall sign or countersign all checks and/or electronically approval all payments for RSC, shall ensure appropriate financial accounting and reporting for RSC on a monthly basis, and other duties as may be properly required by the Board. The Treasurer can work with an external accountant for assistance with financial reporting.
- 1.18.3. **Directors:** All Directors are voting members of the Board. A voting Director role can be added with approval of the RSC Board.
- 1.18.3.1. **Director of Fundraising & Sponsorships:** The Director of Fundraising & Sponsorships shall establish sponsorship levels (for Board approval) and identify, solicit and secure sponsors and other partnership to support fundraising for RSC. The Director of Fundraising & Sponsorships is responsible for setting and aligning an annual financial goal for this area (with Board approval) for inclusion in the annual budget.
- 1.18.3.2. **Director of Events:** The Director of Events shall identify, plan and execute annual events that raise funds and/or build community for our players, parents and coaches. The Director of Events is responsible for drafting and managing to a budget for each RSC event.
- 1.18.3.3. **Director of Communications:** The Director of Communications is responsible for overseeing RSC's social media partner or contractor. The

Director of Communications is responsible for many of the communications with parents and other Club members, including emails, notifications in PlayMetrics (or other current Club tool for parents and players) and emails that include general information, happenings of the Club and other announcements.

#### 1.19. Board of Directors Non-Voting Members:

1.19.1. **Director of Coaching:** The Director of Coaching (DOC) coordinates all aspects of RSC player development; manages RSC coaches and coach curriculum; recommends and applies for leagues and is primary point of contact to manage all league relationships; reports to RSC and City of Roswell liaison; creates and administers RSC programs and trainings; attends all Board meetings as non-voting member; and, monitors development of teams based on documented goals established with coaches.

1.19.2. **City of Roswell Liaison:** The City of Roswell Liaison attends all board meetings, providing updates from the City as well as guidance and oversight to ideas, information and discussion. He/she serves as point of contact for RSC for the City of Roswell, as well as DOC. City of Roswell Liaison is a non-voting member.

1.19.3. **Immediate Past President:** The Immediate Past President serves at the pleasure of the Board, providing guidance and historical context and actively participating in discussions. The Immediate Past President assists the Vice President with Nominations and Elections. The Immediate Past President may perform other duties as may be properly required by the Board. He/she is a non-voting member and is not required to have a child actively in the program.

1.20. **Voting and Non-Voting Members:** The Board can consist of voting and non-voting members as defined in these Bylaws.

1.20.1.1. Voting members are elected by the membership in an election process stated in the Bylaws.

1.20.1.2. The Board may appoint non-voting board members as it deems advisable or as outlined in the Bylaws. Non-voting members are appointed by the Board after the election process for voting board members.

1.20.2. In the case of a vacancy, the Board can appoint replacement board members to fulfill a term by an official vote. In these cases, the members are voting members serving out the term of the vacated position.

1.20.3. The Board shall have a President, Vice President, Treasurer, and Secretary as officers.

- 1.20.4. The Board shall consist of an odd number of voting members, including the President.
- 1.20.5. The President shall vote only in the case of a tie or to meet a quorum.
- 1.20.6. Any Board member may resign at any time upon written notice to the President or Secretary of RSC. Such resignation shall take effect at the time specified therein, and, unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.
- 1.20.7. Any Board member may be removed from office for just cause by a majority vote at any lawful meeting of the Board. Any vacancy in any of the positions described in this Article, however caused, may be filled by the Board at any official meeting through discussion and appointment.

### 1.21. Nominations and Elections:

- 1.21.1. **Election Process:** A Call for Nominations will go out each year to members no later than April 1. The Immediate Past President shall Chair the Nominating Committee. In the absence of an Immediate Past President, another officer of the Board will be selected to Chair the committee. After candidates are interviewed and discussed, the Committee will recommend a slate to the Board. Once approved by the Board, this slate will be shared with members via email and left open for voting via an online tool for no fewer than ten (10) days. A write-in option for each position will be included in the form. The final vote shall be recorded in the Club's records and results shared with members.
- 1.21.2. **Terms:** RSC board positions are two-year terms. Board member terms are staggered. Elections will be held on odd numbered years for the President, Secretary, Director of Events and Director of Fundraising & Sponsorship. Elections will be held in even numbered years for Vice-President, Treasurer and Director of Communications. Voting members elected by the membership shall not be subject to a limitation on the number of terms they may serve but shall be re-elected according to the schedule set forth by the bylaws. The election term will be identified and the Bylaws appropriate updated for any new voting positions the Board may vote to add in the future. All voting members of the Board shall be elected by the members (provided a candidate is nominated). Each Board member shall hold office until a successor is elected or appointed.
- 1.21.3. **Timing:** The elections process will commence no later than April 1 annually and will conclude by May 31 each year.

### 1.22. Committees: Committees shall be listed in the bylaws

- 1.22.1. Standing committees are those that remain consistent for the board's function.

- 1.22.1.1. Nominations and Elections Committee is a standing Committee.
- 1.22.2. Non-standing Committees can be formed from time to time as needed to conduct the Organization's business efficiently.
- 1.22.3. All committees shall conduct business following the Bylaws.
- 1.22.4. All committees shall contain at least one Board member and City staff member.
- 1.22.5. All committee decisions and votes are considered recommendations to the Board and not official actions. The Board shall approve committee recommendations at a Board meeting following the voting procedures stated in the Bylaws.
- 1.23. Friends of Roswell General Membership:**
- 1.23.1.1. A representative from the Organization's general membership, appointed by the Board, shall be a member of the Friends of the Roswell Parks, Inc. general membership.
- 1.24. Meetings:**
- 1.24.1. A Roswell Recreation, Parks, Historic, and Cultural Affairs Department employee (preferably City of Roswell liaison) shall be present at all board meetings, special meetings, and committees.
- 1.24.2. Regular meetings shall take place at a City of Roswell Facility or via a virtual meeting, so long as everyone can participate as needed to conduct business. A quorum can be achieved by combining in-person and zoom participants in the same meeting.
- 1.24.3. The Board shall determine regular meeting dates, times, and locations.
- 1.24.4. As needed, the Board shall make regular meetings public with reasonable notice.
- 1.24.5. Special meetings can take place if called upon by the Board, with reasonable notice of time, date, and location, and if the City of Roswell Liaison can attend.
- 1.25. Board Voting and Quorum:**
- 1.25.1. A quorum shall be present for a Board to vote on an item.
- 1.25.2. A quorum is considered to consist of a majority of the Board plus the City of Roswell liaison.
- 1.25.3. If a quorum is not present, the vote will be postponed until a quorum is present.
- 1.25.4. Electronic votes are allowed if they are needed outside a meeting. If a vote is requested via email, the motion will be clearly stated and seconded. Only officers can initiate an electronic vote. After initial submission of the vote topic, a discussion period via email shall be allowed for recipients to discuss the topic. The officer making the original motion shall call for a vote, requesting voting members

## Recreation, Parks, Historic & Cultural Affairs Department



vote. Should any board member feel this did not provide adequate discussion, the vote is paused for a meeting in person or via a virtual platform. In an email vote, each Board member's vote will be saved with the minutes to show the official outcome of the vote.

1.25.5. Meeting minutes for the month prior will be distributed, reviewed and approved at the next Board meeting.

### 1.26. Books and Records:

1.26.1. The Board will keep the financial records and minutes from each meeting.

1.26.2. Meeting minutes shall be available upon request by the membership or Friends of the Roswell Parks, Roswell Recreation Commission and the City of Roswell as requested.

1.26.3. Meeting minutes shall be sent to the City of Roswell liaison after each meeting.

1.26.4. Financial records shall be kept and available to the membership, Friends of the Roswell Parks, Roswell Recreation Commission and the City of Roswell as requested.

### 1.27. Amendment of Bylaws:

1.27.1. These by-laws may be amended, added to, or repealed by a majority vote of the entire Board; provided that no amendment or repeal shall be effective until it has been approved by the Friends of the Parks, Inc., the Recreation Commission and the Roswell Recreation, Parks, Historic and Cultural Affairs Department.

1.27.2. Amendment of bylaws shall not require a vote by the membership.

*Updated and Formally Approved via Email Vote 4.24.25*

- CODE OF ORDINANCES CITY OF ROSWELL GEORGIA  
 Chapter 2 - ADMINISTRATION  
 Article 2.5 Code of Ethics  
 Dated: 9/3/2024

## EXHIBIT A – RSC Bylaws

### Article 2.5 Code of Ethics

#### Section 2.5.1 Intent.

It is essential to the proper administration and operation of the City of Roswell that the members of its governing authority be, and give the appearance of being, independent and impartial; that public office not be used for private gain; and that there be public confidence in the integrity of the governing authority. The governing authority finds that the public interest requires that they protect against such conflicts of interest by establishing appropriate ethical standards with respect to the conduct of the members of the governing authority in situations where a conflict may exist.

#### Section 2.5.2 Definitions.

As used in this ordinance, the term:

*Closure* means meetings of council or the committees expressly exempted from the Georgia Open Meetings Act, O.C.G.A. § 50-14-3, as amended from time to time by the Georgia General Assembly.

*Complaint* means a written sworn statement filed with the mayor or mayor pro-tem containing specific allegations of misconduct by a member; provided, however, such allegations must be filed within six (6) months of discovery of the alleged misconduct.

*Interest* means any direct pecuniary benefit, which is not a remote interest held by or accruing to a member of the governing authority as a result of a contract or transaction that is or may be the subject of an official act or action by or with the city. A member of the governing authority shall be deemed to have an interest in transactions involving:

- (1) Any person in the member's immediate family;
- (2) Any person with whom a contractual relationship exists whereby the member may receive any payment or other benefits unless the member is receiving a benefit for goods or services in the normal course of business for which the member has paid a commercially reasonable rate;
- (3) Any business in which the member is a director, officer, employee, agent, or shareholder, except as otherwise provided herein; or
- (4) Any person of whom the member is a creditor, whether secured or unsecured.

*Governing authority or member of the governing authority* means the mayor or any councilmember of the city and any member appointed to any board or commission of the city.

(2007-03-06, Amended, (a) added, 03/19/2007)

#### Section 2.5.3 Prohibitions.

No member of the governing authority shall:

- (a) By conduct give reasonable basis for the impression that any person can improperly influence him/her or unduly enjoy his/her favor in the performance of official acts;
- (b) Directly or indirectly request, exact, receive, or agree to receive a gift, loan, favor, promise, or thing of value for him/herself or another person if it could reasonably be considered to influence the member in the discharge of official duties;
- (c) Disclose or otherwise use confidential information acquired by virtue of his/her official position for his/her or another person's private gain;
- (d) Use his/her official position to attempt to secure privileges that are not available to the general public;
- (e) Engage in, accept employment with, or render services for any private business or professional activity when such employment or rendering of services is adverse to and incompatible with the proper discharge of official duties;
- (f) Engage in any activity or transaction that is prohibited by law now existing or hereafter enacted which is applicable to him/her by virtue of being a member of the governing authority;
- (g) Use his/her position to request or require an employee to:
  - (1) Do clerical work on behalf of the member's family, business, social, church or fraternal interest when such work is not furthering a city interest;
  - (2) Perform any work outside the employee's normal course of municipal employment;
  - (3) Purchase goods or services to be used for personal, business, or political purposes; and
  - (4) Work for the member personally without paying the employee just compensation;
- (h) Use government property of any kind for other than officially approved activities, nor shall he/she direct employees to use such property for any purposes other than those officially approved;
- (i) Use his/her position in any way to coerce, or give the appearance of coercing, another person to provide any financial benefit to himself/herself or persons having an interest;
- (j) Disclose or otherwise disseminate information, deliberations or other matters conducted in closure unless expressly required to be made open to the public by the Georgia Open Meetings Act;

Prohibition (b) of this section shall not apply in the case of:

- (1) An occasional non-pecuniary gift of insignificant value;
- (2) An award publicly presented in recognition of public service;
- (3) A commercially reasonable loan or other financial transaction made in the ordinary course of business by an institution or individual authorized by the laws of Georgia to engage in the making of such a loan or financial transaction;
- (4) Campaign contributions made and reported in accordance with Georgia law (over \$100.00), provided however, to avoid the appearance of impropriety, a councilmember shall recuse himself/herself from the council discussion and vote on a rezoning, variance, conditional use and/or waiver of impact fees where that councilmember knowingly accepted a campaign contribution in their last election from the owner of the property or their immediate family, the applicant or their immediate family (in cases where the applicant or owner of the property is a corporation or partnership then this shall include the majority owner, or any subsidiary thereof), or a professional (attorney, architect, real estate agent, exclusive mortgage broker or engineer etc.) whom the councilmember knows will directly receive a pecuniary interest in the project from an approval of such application. If such recusals result in a lack of a quorum, the following

persons shall be allowed to participate until the requisite number of members are present to constitute a quorum:

- a. Mayor Pro Tempore.
- b. Longest consecutive serving councilmember.
- c. Councilmember that received the highest percentage of votes in their last general election.

Prohibition (e) of this section shall not apply to a member of the governing authority who is a licensed professional and appears on behalf of any applicant in such professional capacity so long as disclosures required by section 2.5.4 are made to the board or commission chairperson thirty (30) days prior to any action being taken, and the member is associated with the project at the time the initial application is filed.

(Ord. No. 2023-03-03, § 1, 03/13/2023; 2007-03-06, Amended, (j) added, 03/19/2007)

State law reference(s)—Voting when personally interested, O.C.G.A. § 36-30-6.

### **Section 2.5.4 Disclosure of Conflicts of Interest.**

An appointed member of the governing authority who has an interest that he/she has reason to believe may be affected by his/her official acts or actions or by the official acts or actions of the governing authority shall disclose the precise nature of such interest by written or verbal statement thirty (30) days prior to the governing authority's taking official action on a matter affecting such interest and abstain from discussion and voting. An elected member of the governing authority shall disclose the nature of any interest he/she has at the time such matter is presented to mayor and council for discussion. Such written or verbal statements shall be recorded into the minutes of the meeting and thus become part of the public record. Following any disclosure made pursuant to this section, the member shall refrain from all ex-parte communications with other members regarding the application in which he/she has an interest.

### **Section 2.5.5 Disqualification.**

A member of the governing authority shall disqualify himself/herself from participating in any official act or action of the city which results in a pecuniary benefit to the member or a business or activity in which he/she has an interest, when such benefit is not available to the public at large.

### **Section 2.5.6 Prohibited Contracts.**

The city shall not enter into any contract involving services or property with a member of the governing authority or with a business in which a member of the governing authority has an interest. This section shall not apply in the case of:

- (a) The designation of a bank or trust company as a depository for city funds;
- (b) The borrowing of funds from any bank or lending institution which offers the lowest available rate of interest in the community for such loan;
- (c) Contracts entered into in accordance with the O.C.G.A. § 16-10-6.
- (d) Contracts entered into under circumstances that constitute an emergency situation, provided that the mayor prepares a written record explaining the emergency.
- (e) Contracts entered into with a member of the governing authority, or with a business in which a member of the governing authority has an interest, provided that such contract is the result of a competitive bid, disclosure of the nature of such member's interest is made prior to the time any bid is

submitted, and a waiver of the prohibition contemplated by this section is issued by the city administrator following disclosure.

### **Section 2.5.7 Restrictions on Contracts with Former Members of the Governing Authority.**

The city shall not enter into any contract with any person or business represented by such person, who has been within the preceding twelve-month period a member of the governing authority, unless the contract is awarded by a competitive bid or a committee selection process.

### **Section 2.5.8 Complaints.**

Any person having a complaint against any member of the governing authority for an alleged ethics violation shall file in writing a verified complaint setting forth the particular facts and circumstances which constitute the alleged violation against the governing authority. The complaint shall be filed with the mayor, or in the event the complaint regards the mayor, shall be filed with the mayor pro-tem. Upon receipt of a complaint, the mayor, or in the event the complaint regards the mayor, the mayor pro-tem shall appoint three (3) members of council, who, along with the city attorney, shall constitute an investigating committee to determine whether the complaint sets forth significant facts and circumstances so as to warrant a hearing before the board of ethics. In the event the complaint does not set forth sufficient facts to constitute an alleged violation and is found unjustified, frivolous or patently unfounded, it shall be dismissed and the complainant notified immediately. In the event the complaint is found to state sufficient facts to warrant a hearing before the board of ethics, the board shall be appointed as provided herein.

### **Section 2.5.9 Board of Ethics.**

(a) Composition of the board of ethics:

- (1) The board of ethics of the city shall be composed of five (5) residents of the city to be appointed as provided in paragraphs (2) and (3) of this subsection. Each member of the board of ethics shall have been a resident of the city for at least one (1) year immediately preceding the date of taking office and shall remain a resident of the city while serving as a member of the board of ethics. No person shall serve as a member of the board of ethics if the person has, or has had within the preceding one-year period, any interest in any contract, transaction, or official action of the city.
- (2) The mayor and councilmembers shall each designate two (2) qualified citizens to provide a pool of fourteen (14) individuals who have consented to serve as a member of such board of ethics and who will be available for a period of two (2) years to be called upon to serve in the event a board of ethics is appointed.
- (3) The city administrator shall maintain a listing of these fourteen (14) qualified citizens. Should the investigating committee determine a complaint warrants a hearing before the board of ethics, the mayor and council, at the first public meeting after such determination, shall draw names randomly from the listing of qualified citizens until the specified five (5) members of the board of ethics have been appointed. Such board will elect one of its members to serve as chairman.
- (4) The members of the board of ethics shall serve without compensation. The governing authority of the city shall provide meeting space for the board of ethics. Subject to budgetary procedures and requirements of the city, the city shall provide the board of ethics with such supplies and equipment as may be reasonably necessary for it to perform its duties and responsibilities.

(b) The constituted board of ethics shall have the following duties and powers:

- (1) To establish procedures, rules and regulations governing its internal organization and conduct of its affairs;
- (2) To hold a hearing within sixty (60) days after the receipt of complaint. Failure to hold a hearing within the specified time shall result in dismissal of the complaint as to the transaction and shall prevent refiling if a complaint arises in the same incident for at least a period of six (6) months;
- (3) To prescribe forms, approved by the city attorney, for the disclosure required in this ordinance and to make available to the public information disclosed as provided in this section;
- (4) To receive and hear complaints of violations of the standards required by this ordinance;
- (5) To make such investigation and response to a complaint as it deems necessary to determine whether any person has violated any provisions of this ordinance;
- (6) To hold such hearings and make such inquiries as deemed necessary to investigate and rule upon complaints; and
- (7) To report its findings to the governing authority for such action as the governing authority deems appropriate.

### **Section 2.5.10 Service of Complaint; Hearings and Disposition of Complaints.**

The board of ethics as appointed herein set forth shall cause the complaint to be served on the member of the governing authority charged as soon as practicable. Service may be by personal service or by certified mail, return receipt requested. A hearing shall be held within sixty (60) days after filing of the complaint. The board of ethics shall conduct the hearing in accordance with the procedures and regulations it establishes but, in all circumstances, the hearing shall include the taking of testimony and the cross-examination of witnesses. The decision of the board of ethics shall be rendered to mayor and council within five (5) days after completion of the hearing.

### **Section 2.5.11 Penalty and Member Rights.**

- (a) Any member of the governing authority who knowingly violates any provision of the code of ethics provided in this ordinance shall be subject to public reprimand or censure by the governing authority of the city.
- (b) At any hearing held by the board of ethics, the member of the governing authority who is the subject of inquiry shall have the right to written notice of the allegations at least ten (10) business days before a hearing, to be represented by counsel, to hear and examine the evidence and witnesses and to present evidence and witnesses in opposition or in extenuation.

### **Section 2.5.12 Appeals.**

- (a) Any member of the governing authority or the complainant adversely affected by these findings of the board of ethics may obtain judicial review of such decision as provided in this section.
- (b) An action for judicial review may be commenced by filing an application for a writ of certiorari in the Superior Court of Fulton County within thirty (30) days after the decision of the board of ethics. The filing of such application shall act as supersedeas.



**City of Roswell**  
**Roswell Recreation Commission**  
**AGENDA ITEM REPORT**

ID # - 9809

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**MEETING DATE:** May 1, 2025

**DEPARTMENT:** Roswell Recreation Commission

**ITEM TYPE:** Approval

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**Consideration to approve the updated bylaw procedures for Roswell Youth Lacrosse.**

**INFORMATIONAL UPDATE**

Commission Vote

**ITEM BACKGROUND**

The Bylaw Procedure, previously approved by the Recreation Commission, was written to ensure that affiliated booster organizations operate consistently.

The Athletics Services Manager presented the procedure to all the athletic division booster organizations in separate meetings, explaining the goals and expectations of the procedure.

The boosters independently wrote or revised their respective bylaws and submitted them to me for approval.

After vetting all the submitted bylaws according to the procedure, I returned them to the boards for their final edits.

After vetting the final edits from the boards, the bylaws presented today align with the bylaw procedure approved by the Commission.

**ITEM DETAILS**

Final bylaw submission for Roswell Youth Lacrosse.

**FINANCIAL IMPACT**

None

**STAFF RECOMMENDATION**

Approval

**ROSWELL YOUTH LACROSSE  
BY-LAWS  
Revised: January 14, 2025**

**ARTICLE I – ORGANIZATION**

<b>Section 1.1</b>	<u>Name of the Organization</u>	The name of the organization is Roswell Youth Lacrosse and may be referred to herein as “RYL.”
<b>Section 1.2</b>	<u>City Affiliation</u>	RYL is an affiliate of the City of Roswell, the Roswell Recreation, Parks, Historic and Cultural Affairs Department, the Roswell Recreation Commission and the Friends of the Roswell Parks, Inc.
<b>Section 1.3</b>	<u>Organization Address</u>	The address of RYL will be the Administration Offices of the Recreation Parks Historic and Cultural Affairs Department. 38 Hill Street Suite 100 Roswell GA 30075.
<b>Section 1.4</b>	<u>Purpose</u>	The purpose of this organization is to grow the sport of lacrosse and assist the City of Roswell in the administration of a youth lacrosse program serving both boys and girls in the Roswell area. The organization will support skill development for the betterment of its players’ physical and social well-being and will raise funds for purposes that benefit the organization’s participants, parents, and coaches.
<b>Section 1.5</b>	<u>Mission</u>	The mission of RYL is to build lacrosse in Roswell while preparing our players for life, to promote a love for lacrosse by fostering passion and honoring the game, and to allow our players and coaches to positively impact the City of Roswell.
<b>Section 1.6</b>	<u>Guiding Principles</u>	RYL is committed to the following guiding organizational principles: <ol style="list-style-type: none"> <li>1. Instilling the values of sportsmanship, respect, teamwork, and love of the game of lacrosse in our players by providing a positive, challenging, and character-building youth sports environment.</li> <li>2. Offering year-round opportunities for skill development across all ages and skill levels, within the program’s purview.</li> <li>3. Engagement with the local lacrosse community is beneficial to the future success of our players.</li> <li>4. Fundraising is essential to the growth and continued success of the organization.</li> <li>5. The growth of the program is more important than competitive success.</li> </ol>

Attachment: RYL By-Laws - 3.23.25 - Final (Updated Bylaw Procedures for Roswell Youth Lacrosse)

- Section 1.7**     Measures of Success
- RYL will measure its organizational success by tracking the number of new and returning players to the program by age group, the number of teams in the program per age group, and the level of parent engagement. In order to accomplish these measures of success, RYL will focus on the following:
1. Recruitment of lacrosse players in the greater Roswell area within the organization's age range.
  2. Establishment of a leading lacrosse experience across all skill levels which engages and develops players throughout the year.
  3. Promotion of RYL's standing in the lacrosse community.
  4. Encouragement of parent engagement and a beneficial sense of community across the organization.
  5. Furnish opportunities internally or with established outside resources to benefit advanced players.
  6. Fundraising to support the goals listed above.
- Section 1.8**     One Program Approach
- RYL will act in the best interest of the boy's and girl's programs within the organization and no decisions should disproportionately benefit or affect either program.
- Section 1.9**     Definitions of Involved Parties and Terms
- 1.9.1    City of Roswell     The City of Roswell, Georgia, in the County of Fulton, and the inhabitants thereof, shall be a body politic and corporate under the name and style of the "City of Roswell, Georgia", and by that name shall have perpetual succession and may exercise the powers enumerated herein and all those granted to such bodies.
- 1.9.2    Roswell Recreation, Parks, Historic and Cultural Affairs Department     An extension of the City of Roswell with its powers and duties implemented and managed by the Department Director.
- 1.9.3    The Recreation Commission of the City of Roswell     Created and empowered by the City of Roswell to provide, maintain, and conduct supervised recreation systems, to acquire, establish, conduct and maintain parks, playgrounds, recreation facilities and activities. The principal function of the Recreation Commission is to formulate policies and approve procedures for the Roswell Recreation, Parks Historic and Cultural Affairs Department.
- 1.9.4    Friends of the Roswell Parks, Inc.     Created and empowered by the Recreation Commission to provide a 501(c)(3) for the affiliated booster organizations to conduct business. The Recreation Commission oversees the

- responsibilities and activities of Friends of the Roswell Parks, Inc.
- 1.9.5 **Booster Organizations** Affiliated organizations shall support the programs and operations of the Roswell Recreation, Parks, Historic, and Cultural Affairs Department. Booster organizations shall be responsible for raising funds to benefit programs and shall assist the department, along with designated personnel, in providing opportunities for participants.
- 1.9.6 **Shall/May** The term "shall" is mandatory; the term "may" is permissive.
- 1.9.7 **Submission** The phrase “submission for approval to City of Roswell staff” or the like, requires the City of Roswell Staff to submit recommendations in accordance with the City approval procedures set forth by the Roswell Recreation Commission and the Friends of the Roswell Parks Inc.
- 1.9.8 **Good Standing** Good Standing is defined as a person who has paid their membership fees and has complied with all their obligations, while not being subject to any form of sanction, suspension or disciplinary censor.
- Section 1.10** Extension of the City of Roswell Roswell Recreation Commission Policy 5390 considers affiliated booster organizations extensions of the City of Roswell. The booster organization's Board of directors shall follow Article 2.5 of the Code of Ethics within the City of Roswell’s Ordinances and the Policies of the Recreation Commission. The affiliated booster organization legal name is the Friends of the Roswell Parks, Inc., as registered with the appropriate governmental authorities. The booster organization shall form a ‘Doing Business As’ (DBA) in order to open a bank account, conduct business, and brand the organization, including marketing. The booster organization shall adhere to all applicable laws and regulations required of the Friends of the Roswell Parks, Inc.
- Section 1.11** Dissolution If the RYL dissolves or otherwise ceases to exist under the terms and conditions of these Bylaws legally, the remaining assets of the Organization, after all just debts have been discharged, shall be attained by the Friends of the Roswell Parks, Inc. In the event the Friends of the Roswell Parks, Inc. ceases to exist, the remaining assets shall be attained by the City of Roswell.

**ARTICLE II – MEMBERSHIP**

- Section 2.1**     General Membership     General Membership is defined as the state of belonging to an organization or group. The general membership votes on Board member elections and other organization matters brought to the membership by the Board of Directors. Membership shall contain all or a portion of those registered in the City program affiliated with the organization.
- Section 2.2**     RYL Membership     RYL voting membership includes all parents or guardians of minor participants, all volunteer coaches, and all volunteer assistant coaches.
- Section 2.3**     Membership Representation     All RYL members shall have the same property rights, interests, privileges, restrictions, and conditions when voting in elections. Each family shall receive one vote, independent of the number of participants in the program.
- Section 2.4**     Good Standing     All members who wish to vote in organization decisions shall be in good standing with the organization, the City of Roswell and other related organizations.

Attachment: RYL By-Laws - 3.23.25 - Final (Updated Bylaw Procedures for Roswell Youth Lacrosse)

**ARTICLE III – FISCAL YEAR**

**Section 3.1**     Fiscal Year

The fiscal year of the organization shall be July 1<sup>st</sup> to June 30<sup>th</sup>, unless otherwise determined by the Board of Directors.

Attachment: RYL By-Laws - 3.23.25 - Final (Updated Bylaw Procedures for Roswell Youth Lacrosse)

## ARTICLE IV – BOARD OF DIRECTORS

- |                    |                                       |   |
|--------------------|---------------------------------------|---|
| <b>Section 4.1</b> | <u>General</u>                        | The business and affairs of the organization shall be managed by the Board of Directors comprised of members elected annually by the general membership of RYL or otherwise vacancy appointed by the Board of Directors in accordance with these by-laws (Section 4.11). The Directors shall in all cases act as a board and they may adopt such rules and regulations for the conduct of their meetings and the management of the organization as they may deem proper and consistent with these by-laws.  |
| <b>Section 4.2</b> | <u>Eligibility and Qualifications</u> | <p>To be eligible for nomination, election, or appointment to any position on the Board of Directors of RYL, a person shall:</p> <ol style="list-style-type: none"> <li>1. Be at least 18 years of age.</li> <li>2. Be in good standing with the City of Roswell, RYL, and affiliated organizations.</li> <li>3. Be a part of the general membership of RYL.</li> <li>4. Reside in Roswell, GA.</li> <li>5. Enter into no personal venture that can, in any way, be considered or viewed as a conflict of interest.</li> <li>6. Not seek personal financial gain from the use of the person's position within the organization or through the use of the organization's name.</li> <li>7. Agree to fulfill all duties and responsibilities of the office for which the person has been elected or appointed, as outlined in the by-laws, including attendance at meetings and agreeing to serve without personal remuneration except for reimbursement of out-of-pocket expenses incurred in the performance of the duties required of the position.</li> </ol> |
| <b>Section 4.3</b> | <u>Voting and Non-Voting Members</u>  | The Board may consist of voting and non-voting members. No individual compensated by or contracted with the organization may serve as a voting member unless such conflict is disclosed prior to election or appointment and is approved by a 2/3 majority vote of the Board.   |
| <b>Section 4.4</b> | <u>Elections, General Membership</u>  | All voting members of the Board of Directors shall be elected by majority vote of the general membership of the organization except as otherwise provided by these by-laws.   |
| <b>Section 4.5</b> | <u>Elections, Timing</u>              | Annual elections shall take place prior to the start of the organization's fiscal year, such that newly elected member will take office on July 1 <sup>st</sup> of each year.   |

- Section 4.6**     Elections, Preferred Slate     The Board of Directors may, at their discretion, release a preferred slate of candidates for officer positions to the general membership prior to annual elections. The Board of Directors should strive to achieve member balance representing the girls and boys programs within RYL.
- Section 4.7**     Officer Quantity     There shall be nine voting members of the RYL Board of Directors. The nine voting members are the President, Vice President, Treasurer, Secretary, Girls Program Director, Boys Program Director, Fundraising Director, Marketing Director, and Coaching Director.
- Section 4.8**     Officer Terms     The Board of Directors shall serve for a period of two years according to the fiscal year of the organization and may serve consecutive terms if re-elected. No officer shall serve greater than three consecutive two-year terms in any office.
- Section 4.9**     Officer Terms, Staggered     The organization shall strive to elect its Board of Directors on staggered terms to properly account for transition, succession, and the protection of institutional knowledge.
- Section 4.10**     Members, Ex Officio     The Board of Directors may appoint in recognition of significant past contributions to RYL, and by majority vote, ex officio members to serve two-year terms as non-voting members. An ex officio member may participate in Board meetings and serve as an advisor to the current Board.
- Section 4.11**     Vacancy     In the case of vacancy, by an official vote of the Board, the Board can appoint Board member replacements to fulfill a term. In these cases, the members are voting members serving out the term of the vacated position.
- Section 4.12**     Management & Powers     RYL shall have the power to take all actions which the Board of Directors deems advisable to carry out the purpose of the organization, consistent with the organization Bylaws, the directives of the Friends of the Roswell Parks, Inc., the Roswell Recreation Commission and The City of Roswell and the laws and rules of the Governing Bodies with which the organization is affiliated.
- Section 4.13**     Manner of Acting     The act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

## ARTICLE V – OFFICERS

- Section 5.1**     President                      The RYL President shall set meeting dates and times, provide meeting agendas, and act as the liaison between the City of Roswell and RYL. The President provides leadership to the Board members and helps to ensure they are carrying out their duties.
- Section 5.2**     Vice President                      The Vice President serves at the discretion of the Board President and will provide additional leadership to the Board. The Vice President may run meetings in the President’s absence and may take on other duties as requested.
- Section 5.3**     Treasurer                                      The Treasure shall be responsible for overseeing the program budget, expenditures, and reimbursements of Board members. The Treasure shall dutifully follow all the requirements listed in Article VII of these by-laws.
- Section 5.4**     Secretary                                      The Secretary shall be responsible for taking and distributing meeting minutes. The Secretary shall also be the Board custodian of the current organization by-laws and act as the Parliamentarian for each meeting.
- Section 5.5**     Girls Program Director                      The Girls Program Director will work with other members of the Board and the City of Roswell Liaison to ensure a successful girls program throughout the year including league seasons, clinics, and camps. They will work with the Coaching Director to find and maintain the best coaches each season. They will make sure that all girls teams have the equipment and resources needed to ensure a successful season. They will work closely with the Boys Program Director to ensure consistency for the entire program.
- Section 5.6**     Boys Program Director                      The Boys Program Director will work with other members of the Board and the City of Roswell Liaison to ensure a successful boys program throughout the year including league seasons, clinics, and camps. They will work with the Coaching Director to find and maintain the best coaches each season. They will make sure that all boys teams have the equipment and resources needed to ensure a successful season. They will work closely with the Girls Program Director to ensure consistency for the entire program.
- Section 5.7**     Fundraising Director                      The Fundraising Director shall coordinate and facilitate all fundraising opportunities throughout the year. These opportunities include, but are not limited to, tournaments, sponsorships, and merchandise sales. The Fundraising Director

		will work closely with the Treasurer to ensure financial goals are met.
<b>Section 5.8</b>	<u>Volunteer and Communications Director</u>	The Volunteer and Communications Director is responsible for coordinating RYL volunteers throughout the year and ensuring timely and consistent communications across the organization.
<b>Section 5.9</b>	<u>Coaching Director</u>	The Coaching Director is responsible for the recruitment, assignment, and training of all RYL coaches. They will also act as the liaison for all coaches to the Board. The Coaching Director will work with the other members of the Board to ensure that RYL has the most qualified and successful coaches possible each season. This position shall be a voting member and is not a paid position.
<b>Section 5.10</b>	<u>Non-Voting Members</u>	The Board of Directors may appoint additional non-voting members. Non-voting members may include an Assistant Girls Program Director, an Assistant Boys Program Director, Merchandise Coordinator, Marketing Coordinator, and Communications Assistant.
<b>Section 5.11</b>	<u>Expectations, General</u>	RYL Board members are expected to fulfill their duties in an appropriate manner that advances the purposes of RYL, facilitates the development of an excellent youth lacrosse program, and results in a positive experience for members of the Roswell community.
<b>Section 5.12</b>	<u>Expectations, Program Interest</u>	RYL Board members are expected to act in the best interest of the program. No actions shall be taken or decisions shall be made by any member of the Board of Directors for the direct benefit of an individual team, player, coach, or family.
<b>Section 5.13</b>	<u>Expectations, Attendance</u>	RYL Board members are expected to attend monthly Board meetings and may not miss in excess of 25% of annual Board meetings.
<b>Section 5.14</b>	<u>Conduct, Transparency</u>	RYL Board members shall act and communicate transparently. Any decisions must be made with the full knowledge of the Board.
<b>Section 5.15</b>	<u>Conduct, Solicitation</u>	While conducting operations on behalf of the organization or soliciting fundraising, RYL Board members serve as program ambassadors to the wider community, and as such, shall act with professionalism and with the whole program's best interest as their priority. Donations or fundraising shall not be held to negotiate the interests of any individual party.

- Section 5.16**    Conflict of Interest, Purpose    The conflict of interest disclosure aims to protect the corporation's tax-exempt interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or result in a possible excess benefit.
- Section 5.17**    Conflict of Interest, Transactions    If a potential conflict is not disclosed at the time of the transaction, such transaction shall be void or voidable between the organization and one or more of its Board Members or Directors, or between the Organization and any entity in which one or more of its Board Members or Directors has a financial interest.
- Section 5.18**    Conflict of Interest, Disclosure    With any actual or possible conflict of interest, an interested person must disclose the existence of the conflict and be given the opportunity to disclose all material facts to the organizations Board considering the proposed transaction or arrangement.
- Section 5.19**    Conflict of Interest, Material Fact    If the material facts to the relationship or interest to the contract or transaction is disclosed to the Board, the Board can authorize the transaction by the affirmative votes of a majority of the disinterested Board Members. The Board shall submit appropriate quotes and a disclosure statement to the City of Roswell for approval. The board shall submit appropriate quotes and a disclosure statement to the Friends of the Roswell Parks, Inc. Executive Board for approval through the appropriate City of Roswell Liaison.
- Section 5.20**    Political Involvement    No person shall serve on a booster organization Board while holding office in a political position, in any capacity, within the City, County, State or Federal office. Current Board Members shall be automatically resigned from their positions once they qualify for candidacy for any political position in the City, County, State, or Federal office.
- Section 5.21**    Compensation of Board Members    All voting members of the Board shall serve without compensation; Board members may be reimbursed for out-of-pocket expenses pertaining to the organization's business if approved by the Board.
- Section 5.22**    Removal of Board Members    Any Board members may be removed from office for just cause by a majority vote at any lawful meeting of the Board. Vacancies shall be filled in accordance with these by-laws.

- Section 5.23**    Resignation of Board Members    Any Board members may willfully resign from their office by providing the Board their resignation in writing with 30-days advanced notice.
- Section 5.24**    Friends of Roswell General Membership    A representative from the organization's general membership, appointed by the Board, shall be a member of the Friends of the Roswell Parks, Inc. general membership.

## ARTICLE VI – BOARD MEETINGS

- Section 6.1**     Meeting Cadence     The RYL Board of Directors has the authority to establish the frequency of its meetings. Meetings shall typically be held once a month throughout the fiscal year. Additional meetings shall be considered prior to player evaluation, the start of practices, and the start of games to ensure an efficient start to each season.
- Section 6.2**     Meeting Notice     Meetings shall be scheduled by the RYL President with at least 10-day notice to allow for all Board members and general membership to attend.
- Section 6.3**     Meeting Location     In-person meetings shall take place at a City of Roswell Facility.
- Section 6.4**     Virtual Meetings     Electronic meetings are allowed as an official way to conduct meetings provided that all Board members are invited and have the technical ability to attend. An electronic component may be added to an in-person meeting in order to achieve quorum. Virtual meetings shall be noted in the meeting minutes.
- Section 6.5**     City Representation     A Roswell Recreation, Parks, Historical and Cultural Affairs Department employee shall be present at all meetings of the Board, any special meetings, and committee meetings.
- Section 6.6**     Special Meetings     Special meetings of the Board of Directors may be called by the President or any 3 members of the Board of Directors. If any motion is to be considered and voted on during a special meeting, the Board must achieve quorum.
- Section 6.7**     Quorum     A quorum for the transaction of business at any regular or special meeting of the Board of Directors shall consist of one more than half the voting members of the Board, but a majority of those present at any regular or special meeting shall have the power to adjourn the meeting to a future time.
- Section 6.8**     Majority Voting     The vote of a majority of the Board members present in a meeting at which quorum is achieved shall be the act of the Board unless a vote of a greater number is required by these by-laws.
- Section 6.9**     Electronic Voting     In the event where a vote is needed outside of a regularly scheduled meeting, voting may be conducted via email but quorum must be met by the respondents of the electronic vote. A 48-hour period is required to allow voting members to respond or offer discussion. The results of electronic voting should be immediately published to all Board members.

- Section 6.9**     Tie-Breaking     Each voting Board member shall have one vote. The President shall cast a vote only when there is a tie. An odd number of voting members shall be maintained for tie-breaking purposes.
- Section 6.10**   Proxy Voting     There shall be no proxy votes allowed during meetings of the RYL Board of Directors.
- Section 6.11**   Parliamentary Procedure     The rules contained in the current edition of Robert's Rules of Order shall govern the organization's meetings unless otherwise stipulated in these by-laws. The Secretary shall serve as Parliamentarian during meetings of the Board of Directors.
- Section 6.12**   Books and Records     The financial records and minutes from each meeting will be kept by the Board. Meeting minutes shall be available upon request by the membership or Friends of the Roswell Parks, Roswell Recreation Commission and the City of Roswell as requested. Meeting minutes shall be sent to the City of Roswell Liaison after each meeting.
- Section 6.11**   Disputes     Any disputes between Board members shall first be resolved through consultation with these by-laws. If following the by-laws does not provide resolution, the dispute should be resolved by a majority vote of the collective Board and not by the judgment of an individual Board member.

## ARTICLE VII – FINANCE

<b>Section 7.1</b>	<u>Budget</u>	The Board of Directors shall adopt an annual operating budget at the first meeting held during the fiscal year.
<b>Section 7.2</b>	<u>Treasury Reports</u>	During each Board meeting, the Treasurer will provide the Board a report on the RYL budget, including an account summary and review of all expenditures in the preceding 30 days. At the start of each Board meeting, the President shall make a motion to approve the Treasury Report.
<b>Section 7.3</b>	<u>Bank Account</u>	The bank used for the organization's account is at the discretion of the Friends of the Roswell Parks, Inc. The bank account shall be set up under the Friends of the Roswell Parks, Inc. 501(c)(3) tax ID number.
<b>Section 7.4</b>	<u>Bank Account Access</u>	Two Board members shall always be on the account, with signing rights and the ability to view the account.
<b>Section 7.5</b>	<u>Financial Statements</u>	Monthly financial statements shall be submitted to the Executive Board of the Friends of the Roswell Parks Inc. through the appropriate City of Roswell Liaison.
<b>Section 7.6</b>	<u>Financial Reports</u>	A monthly financial report shall be submitted at each organization's Board meetings.
<b>Section 7.7</b>	<u>Distribution of Funds</u>	Funds shall be used as determined by the Board within the general framework of the annual operating budget.
<b>Section 7.8</b>	<u>Expenditures</u>	The Board must approve any single expenditure exceeding \$300. The Board may approve specific categories of recurring expenditures which may be paid by the Treasurer without prior Board approval.
<b>Section 7.9</b>	<u>Contracts</u>	No Board member, committee member, or employee shall have any authority to bind the organization by any contract or agreement or pledge its credit to render it liable monetarily, for any purpose, or in any amount without submission for approval to the Friends of the Roswell Parks, Inc. Executive Board through the appropriate City of Roswell Liaison.
<b>Section 7.10</b>	<u>Transactions</u>	The President and Treasurer or RYL shall have the power to enter transactions, benefiting the organization, with vendors to pay invoices for goods or services as approved by the Friends of the Roswell Parks, Inc. Executive Board through the appropriate City of Roswell Liaison.

- Section 7.11**    Reimbursement    Board officers may be reimbursed for out-of-pocket expenses. If said expenses exceed the \$300 expenditure limit, they must be approved by the Board.
- Section 7.12**    Audit    An independent audit of the RYL finances or Treasurer records may be conducted at the request of a 2/3 majority vote of the Board.
- Section 7.13**    Contributions, Gifts, Donations    Board officers may accept, on behalf of RLY, any contribution, gifts or donations for general, dedicated, or special purpose of RYL.
- Section 7.14**    Organizational Assets    All organizational assets (financial, physical, electronic, or otherwise) are the property of RYL and should not be used for private or personal benefit.
- Section 7.15**    Prohibition Against Private Accrument    No part of the net earnings of the organization shall accrue to the benefit of, or be distributed to, its members or other private persons. The organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to further the purposes of the organization.

## ARTICLE VIII – COMMITTEES

- |                    |                               |   |
|--------------------|-------------------------------|---|
| <b>Section 8.1</b> | <u>General Committees</u>     | The Board may, by majority vote of the members of the Board, designate one or more committees, each committee to consist of one or more of the Board members of RYL. Committees may consist of non-voting Board members or RYL members. Committee members are not required to attend Board meetings other than relevant meetings to their planning and goal execution.  |
| <b>Section 8.2</b> | <u>Committee Rules</u>        | Each committee shall conduct its business in the same manner as the Board conducts its business pursuant to these by-laws. All decisions and votes by committees are considered only recommendations to the Board and not official actions.   |
| <b>Section 8.3</b> | <u>Standing Committees</u>    | Standing Committees of RYL may include, but are not limited to, the RYL Tournament Committee, Lacrosse Programs Committee, Board Nominations Committee, Fundraising Committee, and Merchandise Committee.   |
| <b>Section 8.4</b> | <u>Committee Requirements</u> | All committees shall conduct business in accordance with the by-laws. All committees shall contain at least one Board member and City staff member. All committees make recommendations to the Board and are not official business. The Board shall review recommendations by committees at a Board meeting in accordance with stated voting procedures in the by-laws. |

## ARTICLE IX – PROGRAM OPERATIONS

- Section 9.1**     Team Types             In accordance with the principle of offering opportunities for skill development across all ages and skill levels, the City of Roswell, with RYL support, will strive to offer both recreational teams and select or tournament teams at all age levels.
- Section 9.2**     Player Evaluations         Player evaluations will be conducted, with RYL support, in accordance with City of Roswell evaluation procedures.
- Section 9.3**     Team Selection, Recreational Teams     Team selection for recreational teams will be conducted in accordance with City of Roswell drafting procedures.
- Section 9.4**     Team Selection, Tournament or Select Teams     Team selection for tournament or select teams shall be at the discretion of the head coach recommended by the RYL board and approved by the City of Roswell. Tryouts must be held and communicated to all RYL participants in the team’s age group. Team selection can be informed by previous player evaluations, the recommendations of other RYL coaches, and the team tryout.
- Section 9.5**     Coach Selection             Head coaches shall be solicited, selected, and communicated with prior to player evaluation. Coaching selections should be recommended by the Coaching Director and the respective Boys/Girls Program Director. Assistant coaches may be recommended by Board members or the head coach. The RYL Board should strive to recommend paid coaches for select or tournament teams with experienced, non-parent coaches.
- Section 9.6**     Coach Expectations             Coaches are expected to sign the code contact issued by the City of Roswell and should follow the latest RYL coaching handbook.
- Section 9.10**    Coaching Conduct             All RYL coaches are required to conduct themselves in an appropriate and lawful manner at all times when engaged in RYL activities, and to treat all other program participants with courtesy, fairness, and respect. Coaches are expected to comply with all standards and rules adopted by the RYL Board or the City of Roswell.
- Section 9.11**    Coaching Issues             The RYL Board may assist the City of Roswell in investigations of alleged improper coaching conduct. Investigations will follow City of Roswell guidelines.

- Section 9.12**    Clinics and Camps    RYL is committed to providing a year-round lacrosse experience by assisting the city in providing professional clinics and camps for both players and coaches.
- Section 9.13**    Operational Procedures    No operational procedures written herein shall override any operational procedures or guidelines provided by Roswell Recreation, Parks, Historic and Cultural Affairs Department or the City of Roswell.

**ARTICLE X – AMENDMENTS**

- Section 10.1**    Amendment of By-Laws    These by-laws may be amended, added to, or repealed by a 2/3 majority vote of the entire Board; provided that no amendment or repeal shall be effective until it has been approved by the Friends of the Parks, Inc., the Recreation Commission and the Roswell Recreation, Parks, Historic and Cultural Affairs Department.

**ARTICLE XI – DISTRIBUTION**

- Section 11.1**    Public Accessibility                      These by-laws shall be published and made publicly accessible on the RYL website.
  
- Section 11.2**    Board Members Distribution                      These by-laws shall be given in electric form to each Board member and to each Board member-elect upon their election.

Attachment: RYL By-Laws - 3.23.25 - Final (Updated Bylaw Procedures for Roswell Youth Lacrosse)

**APPROVAL BY RYL BOARD OF DIRECTORS**

The foregoing by-laws, as amended, having been reviewed and considered by the RYL Board of Directors pursuant to the provisions listed in the Articles of the RYLA by-laws previously dated in the year 2017, and upon 2/3 majority vote are hereby approved.

Approved this 23<sup>rd</sup> day of March, 2025.

**APPROVAL BY THE CITY OF ROSWELL RECREATION, PARKS, HISTORIC AND CULTURAL AFFAIRS DEPARTMENT**

The foregoing by-laws, as amended, having been reviewed and considered, are hereby approved.

Approved this XX day of XX, 2025.



**City of Roswell**  
**Roswell Recreation Commission**  
**AGENDA ITEM REPORT**

**ID # - 9813**

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**MEETING DATE:** May 1, 2025  
**DEPARTMENT:** Roswell Recreation Commission  
**ITEM TYPE:** Approval

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**Consideration to approve the updated bylaws for Friends of Roswell Parks**

**INFORMATIONAL UPDATE**

Friends of Roswell Parks updated bylaws.

**ITEM DETAILS**

Friends of Roswell Parks updated bylaws have been reviewed and updated.

**FINANCIAL IMPACT**

NONE

**STAFF RECOMMENDATION**

Approval

**Bylaws of  
FRIEND OF ROSWELL PARKS, INC.**

**Attachment: FORP Proposed Bylaws - FINAL PROPOSED (Updated Bylaws for Friends of Roswell Parks)**

ARTICLE I- NAME1.01: NameARTICLE II: PURPOSE & POWERS2.01: Purpose2.02: Powers2.03 Nonprofit Status and Exempt Activities Limitation.ARTICLE III: MEMBERSHIP3.01 Membership ClassesA. Executive BoardB. General Membership3.02 Ex Officio Participants3.03 DuesARTICLE IV: EXECUTIVE BOARD4.01: Number of Directors4.02 Powers4.03 Terms4.04 Qualifications and Election of Directors4.05 Compensation for Board Service4.06 Compensation for Professional Services by Directors4.07 Legacy ContributorsARTICLE V: EXECUTIVE DIRECTOR5.01 Appointment5.02 Terms5.03 Responsibilities5.04 Relation with Executive BoardARTICLE VI: OFFICERS6.01 Board Officers & Difference From Directors6.02 Term of Office6.03 Board President/Chair6.04 Vice President6.05 Secretary6.06 Treasurer6.07 Non-Director/At-Large OfficersARTICLE VII - COMMITTEES7.01 Committees7.02 Meetings and Action of CommitteesARTICLE VIII: VACANCIES & REMOVALS8.01 General Provisions8.02 Resignations8.03 Removals8.04 Conflict of Interest

ARTICLE IX: MEETINGS & MANNER OF ACTING9.01 General Provisions9.02 Cadence9.03 Types of Meetings9.04 Notice9.05 Manner of Acting9.06 Robert's Rules of OrderARTICLE X: CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS10.01 Contracts and other Writings10.02 Checks, Drafts10.03 Deposits10.04 Loans10.05 IndemnificationARTICLE XI: AFFILIATE ORGANIZATIONS11.01 Definition11.02 Relationship11.03 Guidelines11.04 Non Compliance to GuidelinesARTICLE XII: MISCELLANEOUS12.01 Project Selection12.02 Fiscal Year12.03 Audit12.04 Books and Records12.05 Conflict of Interest12.06 Nondiscrimination Policy12.07 Whistleblower Policy12.08 Bylaw Amendment12.09 Consistent with Law12.10 Severability12.11 Definition of TermsARTICLE XIII: CERTIFICATE OF ADOPTION

## **ARTICLE I: NAME**

### **1.01: Name**

The name of the organization is “Friends of the Roswell Parks, Inc.” (the “Corporation”).

## **ARTICLE II: PURPOSE & POWERS**

### **2.01: Purpose**

The Corporation is organized exclusively for charitable, educational, scientific and literary purposes as a nonprofit tax-exempt foundation, within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

The purpose of the Corporation is to develop and administer a program of public support which will provide supplemental funding for the Roswell Recreation, Parks, Historic & Cultural Affairs Department programs, activities and facilities.

### **2.02: Powers**

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions. Subject in all events to the foregoing limitation, and without limiting in any way the scope of its power, the Corporation shall also have the following specific powers:

- A. In accordance with the Article VII, Section 1 of the Bylaws, the Corporation may receive any gift, grant, contribution or devise and hold and use the same for the general purposes or any special purposes of the Corporation, provided that gifts without conditions shall be accepted consistent with the mission and purpose of the Roswell Recreations, Parks, Historic & Cultural Affairs Department. Gifts with conditions must be approved by the Executive Board and Roswell Recreation, Park and Historic & Cultural Affairs Department.
- B. To acquire from the time to time such uses and purposes, by purchase, gift, will or otherwise, real and personal property and to own, hold, control, administer, sell, exchange, mortgage or otherwise dispose of all or any part of such properties;
- C. To enter into, make, perform, and carry out contracts with any individual, entity, firm, association or corporation, private, public or municipal; or with any government, municipal or public authority, domestic or foreign;
- D. To act as trustee of any funds or property that it may receive under specific or limited grants or agreements or under any will, and to have and exercise the right to hold or manage such funds under the terms and conditions imposed by any such trust, agreement or will;
- E. To act in appropriate ways toward the accomplishment of the purposes of this Corporation to promote the welfare or interest of the Roswell Recreation, Parks, Historic & Cultural Affairs Department.
- F. To approve and amend the Friends of the Roswell Parks, Inc. articles of incorporation and bylaws and to dissolve the Friends of the Roswell, Parks, Inc. at-will.

## 2.03 Nonprofit Status and Exempt Activities Limitation.

- A. Nonprofit Legal Status. Corporation is a Georgia non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.
- B. Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for

services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

- C. **Distribution Upon Dissolution.** Upon termination or dissolution of the Corporation, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.
- D. The organization to receive the assets of the Corporation hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Corporation, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Georgia.
- E. In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the Corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Georgia to be added to the general fund.

## **ARTICLE III: MEMBERSHIP**

### **3.01 Membership Classes**

The Corporation shall have two classes of Members:

#### **A. Executive Board**

- Composed of General Members elected to governance positions.

#### **B. General Membership**

- Representatives from Affiliate Organizations.
- Representatives appointed by the Roswell Recreation Commission.

### **3.02 *Ex Officio* Participants**

For the purposes of this provision, *Ex Officio* is a classification for an individual who has been granted certain rights or privileges by virtue of the “office” they hold. For example, the Executive

Board may appoint previous Directors as non-voting attendees of the Executive Board in *emeritus* to allow previous Directors to give feedback/advice to subsequent Executive Boards if so desired. Another case may be the appointment of a local business leader or former elected official appointed *Ex Officio* to act as a non-voting strategic advisor.

The Executive Board may approve classes of Ex Officio Participants with rights, privileges, and obligations established by the Executive Board. Ex Officio Participants may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The Executive Board, a designated committee of the Executive Board, or any duly elected officer in accordance with Executive Board policy, shall have authority to admit any individual or organization as an Ex Officio Participant, to recognize representatives of Ex Officio Participant, and to make determinations as to Ex Officio Participants' rights, privileges, and obligations. At no time shall Ex Officio Participant information be shared with or sold to other organizations or groups without the Ex Officio Participant's consent. At the discretion of the Executive Board, Ex Officio Participants may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the corporation website. Ex Officio Participants have no voting rights, and are not members of the corporation.

### **3.03 Dues**

Any dues for Members shall be determined by the Executive Board.

## **ARTICLE IV: EXECUTIVE BOARD**

### **4.01: Number of Directors**

Corporation shall have an Executive Board consisting of at least 2 and no more than 11 directors. Within these limits, the Executive Board may increase or decrease the number of directors serving on the Executive Board, including for the purpose of staggering the terms of directors.

### **4.02 Powers**

The Executive Board is responsible for governance, policy formation/enforcement, and strategic direction of the Corporation.

All corporate powers shall be exercised by or under the authority of the Executive Board and the affairs of the Corporation shall be managed under the direction of the Executive Board, except as otherwise provided by law.

## 4.03 Terms

- A. All directors shall be elected to serve a two-year term, however the term may be extended until a successor has been elected.
- B. Director terms shall be staggered so that approximately half the number of directors will end their terms in any given year.
- C. Directors may serve terms in succession
- D. The term of office shall be considered to begin January 1 and end December 31 of the second year in office, unless the term is extended until such time as a successor has been elected.

## 4.04 Qualifications and Election of Directors

In order to be eligible to serve as a director on the Executive Board, the individual must be 18 years of age and:

- A. A Member in good standing
- B. An affiliate within affiliate classifications created by the Executive Board.
- C. A member of the Roswell Parks and Recreation Commission

Directors may be elected at any Executive Board meeting by the majority vote of the existing Executive Board. The election of directors to replace those who have fulfilled their term of office shall take place in January of each year.

## 4.05 Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as directors. The Executive Board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out Executive Board responsibilities.

## 4.06 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the Executive Board Conflict of Interest policy and state law.

## **ARTICLE V: EXECUTIVE DIRECTOR**

### **5.01 Appointment**

The Director of Roswell Recreation, Parks, Historic & Cultural Affairs Department or their delegated representative shall be an Appointing Entity and shall appoint a non-voting Executive Director to the Corporation.

### **5.02 Terms**

The Executive Director shall be appointed to a one-year term, which may be automatically renewed given no objection from themselves or the appointing entity..

### **5.03 Responsibilities**

The Executive Director shall consult with the Board regarding organizational strategic direction, and dutifully implement the Board's recommendations commensurate with the course of regular operational affairs.

### **5.04 Relation with Executive Board**

The Executive Director shall be present at all meetings of the Executive Board, and shall be given notice of said meetings consistent with Section 4.07 of these Bylaws.

## **ARTICLE VI: OFFICERS**

### **6.01 Board Officers & Difference From Directors**

Directors are elected by General Members to the Executive Board; Officers are elected by the Executive Board to serve as the Corporation's executives.

The officers of the corporation shall be an Executive Board president, vice-president, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the Executive Board. Each Executive Board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Executive Board or by direction of an officer authorized by the Executive Board to prescribe the duties and authority of other officers. The Executive Board may also appoint additional vice-presidents and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the Executive Board may determine. No Officer may act in more than one capacity where action of two or more Officers is required.

## 6.02 Term of Office

Follows Term provisions in Article IV “Executive Board”.

## 6.03 Board President/Chair

The chair shall convene the annual meeting and other scheduled Executive Board meetings, shall preside or arrange for the other members of the executive committee to preside at each meeting in the following order: vice-chair, secretary and treasurer. The chair shall have general supervision and direction of and over the affairs of the Corporation; and serve as the primary representative of the Corporation to the general public. The chair may be an ex-officio member of all committees; and shall perform all such other duties as are incident to the office or are properly required of the chair by the Executive Board. After completing his or her term as chair, the chair shall continue to serve as an ex-officio, non-voting member of the Executive Board for a period of one year.

## 6.04 Vice President

The vice-chair shall perform the duties of the Executive Board chair in the absence or upon the disability of the Executive Board chair, and shall perform the usual duties of the office of the vice-chair and shall have such special authority as may from time to time be conferred upon him/her by the Executive Board.

## 6.05 Secretary

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the Executive Board or the Executive Board president. The secretary may appoint, with approval of the Executive Board, a director to assist in performance of all or part of the duties of the secretary.

## 6.06 Treasurer

The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the Executive Board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial

condition of the corporation, are made available to the Executive Board on a timely basis or as may be required by the Executive Board. The treasurer shall perform all duties properly required by the Executive Board or the Executive Board president. The treasurer may appoint, with approval of the Executive Board, a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

## **6.07 Non-Director/At-Large Officers**

The Executive Board may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.

# **ARTICLE VII - COMMITTEES**

## **7.01 Committees**

The Executive Board may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of one or more directors, to serve at the pleasure of the Executive Board. Any committee, to the extent provided in the resolution of the Executive Board, shall have all the authority of the Executive Board, except that no committee, regardless of Executive Board resolution, may:

- A. take any final action on matters which also requires Executive Board members' approval or approval of a majority of all members;
- B. fill vacancies on the Executive Board of in any committee which has the authority of the Executive Board;
- C. amend or repeal Bylaws or adopt new Bylaws;
- D. amend or repeal any resolution of the Executive Board which by its express terms is not so amendable or repealable;
- E. appoint any other committees of the Executive Board or the members of these committees;
- F. expend corporate funds to support a nominee for director; or
- G. approve any transaction;
- H. to which the corporation is a party and one or more directors have a material financial interest; or,
- I. between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

## **7.02 Meetings and Action of Committees**

Meetings and action of the committees shall be governed by and held and taken in accordance with the provisions of these Bylaws concerning meetings of the directors. Minutes shall be kept of each

meeting of any committee and shall be filed with the corporate records. The Executive Board may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

## **ARTICLE VIII: VACANCIES & REMOVALS**

### **8.01 General Provisions**

The Executive Board shall fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled Executive Board position, subject to the maximum number of directors under these Bylaws.

Vacancies in the Executive Board due to resignation, death, or removal shall be filled by the Executive Board for the balance of the term of the director being replaced.

Vacancies in a Committee shall be filled by the presiding Director of that committee, or by the Executive Board if the vacant person was the presiding Director.

In the rare circumstance that the entire Executive Board ceases to function, through mass resignation or other scenarios, the Roswell Recreation and Parks Commission shall appoint the minimum number of Executive Board members required to repopulate the Executive Board.

The Executive Board shall not fill vacancies for:

- A. Executive Director: Shall be filled in the same manner by which they were appointed.
- B. Officers: An unserved Officer role is assigned by virtue of the Executive Board electing an Executive Board member to serve in that capacity as an Officer. An individual must be elected to the Board prior to being appointed as an Officer.
- C. General Members: Shall be filled by the originating entity of that Member per their electoral process.

### **8.02 Resignations**

Resignations do not need to be accepted to be in effect; however:

- A. Director or Officer resignations must be duly communicated to the rest of the Executive Board prior to resuming regular business.
- B. Executive Director resignations must be duly communicated to both the Executive Board and the Appointing Entity.
- C. General Member resignations must be duly communicated to the Executive Board.

- D. Resignations which do not specify an effective date shall be considered to be in effect at the commencement of the next meeting of the Executive Board.

### **8.03 Removals**

- A. A Director may be removed by two-thirds ( $\frac{2}{3}$ ) vote of the Executive Board then in office.  
 B. An Officer may be removed from their role (though they still remain a Director) by a two-thirds ( $\frac{2}{3}$ ) vote of the Executive Board then in office.  
 C. A committee member (excluding the presiding Director) may be removed by a two-thirds ( $\frac{2}{3}$ ) vote of the committee. The presiding Director may be recalled from a Committee by a two-thirds ( $\frac{2}{3}$ ) vote of the Executive Board then in office.  
 D. The Executive Director may be removed by a two-thirds ( $\frac{2}{3}$ ) vote of the Executive Board and confirmation of their removal by the Appointing Entity.  
 E. A General Member may be removed/recalled by their originating entity pursuant to that entity's electoral and governance processes. A General Member may also be immediately removed/recalled if their originating entity ceases to be an Affiliate Organization.

### **8.04 Conflict of Interest**

Any director shall abstain from vote and discussion on any matter in which said director or officer may be considered to have a conflict of interest. An abstaining declaration shall be made for the record at the beginning of any such motion or discussion and shall be recorded in the official minutes of the meeting. The same conflict of interest procedures shall apply to any director participation in any committee action or vote.

## **ARTICLE IX: MEETINGS & MANNER OF ACTING**

### **9.01 General Provisions**

This Article establishes the manner by which meetings are held and notice is given for the Executive Board and Committees.

### **9.02 Cadence**

- A. Executive Board: Shall meet a minimum of 4 times per year.  
 B. Committees: Shall meet a minimum of once per month.

## 9.03 Types of Meetings

- A. Regular Meetings are typical meetings, usually scheduled at the adjournment of the previous meeting.
- B. Special Meetings are meetings of importance by which the subject matter cannot wait until the next regular meeting.
- C. Emergency Meetings are meetings by which urgent official action may be required.

## 9.04 Notice

Any member of the body conducting the meeting may waive their right to be notified of a meeting, in accordance with Georgia law; otherwise:

Notice must be given to all members of the body conducting the meeting. Notice shall include the time, place, date, and agenda/purpose of the meeting.

If a meeting's agenda includes consideration of an individual's removal or change in their status within the Corporation, that individual must be invited to the meeting.

All meetings must meet the following time requirements:

- A. Regular Meetings: 14-day notice
- B. Special Meetings: 3-day notice
- C. Emergency Meetings: 24 hour notice

## 9.05 Manner of Acting

For this provision, "Members" shall refer to either Members of a Committee or Members of the Executive Board. "In Office" shall refer to either elected Members of the Executive Board or Members of a Committee.

- A. Quorum. A majority of members in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting. No business shall be considered at any meeting at which a quorum is not present or improper/no notice was given.
- B. Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of members present at a meeting at which a quorum is present shall be the act of that convening body.
- C. Hung Board Decisions. On the occasion that members are unable to make a decision based on a tied number of votes, the motion shall fail.
- D. Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, members may participate in a regular or special meeting through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

## 9.06 Robert's Rules of Order

In cases where an established parliamentary procedure is absent, meetings shall be conducted in accordance with the current version of Robert's Rules of Order.

# ARTICLE X: CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

## 10.01 Contracts and other Writings

Except as otherwise provided by resolution of the Executive Board or Executive Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the Executive Board.

## 10.02 Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Executive Board.

## 10.03 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 depository as the Executive Board or a designated committee of the Executive Board may select.

## 10.04 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Executive Board. Such authority may be general or confined to specific instances.

## 10.05 Indemnification

(a) Mandatory Indemnification. The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

(b) Permissible Indemnification. The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

(c) Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Executive Board in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

(d) Indemnification of Officers, Agents and Employees. An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Georgia Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Executive Board or by contract.

# ARTICLE XI: AFFILIATE ORGANIZATIONS

## 11.01 Definition

Affiliate Organizations shall include but not be limited to entities operating in Roswell and providing community/recreational programming, such as recreational “Booster Clubs”, or other such organizations classified in this manner at the discretion of the Executive Board.

## 11.02 Relationship

Affiliate Organizations must adhere to all guidelines listed below to be affiliated with the Corporation. Any Affiliate Organization not meeting these guidelines will not be affiliated with the corporation and associated privileges.

## 11.03 Guidelines

1. Affiliate Organizations must be from a program affiliated with the City
2. Affiliate Organizations must be in good standing with the City of Roswell
  - a. Affiliate Organizations must have approved By-Laws on file with the City
3. All Affiliate Organizations shall appoint one (1) general member to the Corporation.
4. Affiliate Organization bank accounts must be held at the same institution as the Corporations funds.
  - a. Affiliate Organizations are required to have no less than two (2) Executive Board members on their account with signing and viewing rights.
  - b. Monthly financial statements must be kept on file with the City

## 11.04 Non Compliance to Guidelines

Any Affiliate Organization not in compliance with the guidelines stated above will be at risk of losing affiliation with the Corporation. A notice of non-compliance will be given to both the department liaison and the Affiliate Organization's President. This notice will include the guideline the Affiliate Organization is not compliant with along with a time frame to come back into compliance. Failure to comply within the time frame stated will result in the Affiliate Organization being suspended from the Corporation until such time that the Affiliate Organization has become compliant or an appeal can be heard by the Executive Board. Suspension will result in loss of voting rights as a General Member of the Corporation and use of any associated privileges. Suspension can be lifted if the Affiliate Organization becomes compliant or if the appeal is approved by the Executive Board.

# **ARTICLE XII: MISCELLANEOUS**

## 12.01 Project Selection

The Corporation will develop an annual list of projects to support the Roswell Recreation, Parks, Historic & Cultural Affairs Department. The Corporation will present that list to the Roswell Recreation, Parks, Historic & Cultural Affairs Department for approval. As projects arise during the year, the executive committee shall ensure that those projects are coordinated with and have

the approval of the Executive Board and the Roswell Recreation, Parks, Historic & Cultural Affairs Department.

## **12.02 Fiscal Year**

The Fiscal Year/Schedule used by the Corporation shall be identical to the Fiscal Year/Schedule used by the City of Roswell.

## **12.03 Audit**

The Executive Board will provide for an annual independent audit of the records of the Corporation.

## **12.04 Books and Records**

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Executive Board, a record of all actions taken by Executive Board without a meeting, and a record of all actions taken by committees of the Executive Board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

## **12.05 Conflict of Interest**

The Executive Board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with Executive Board-delegated powers.

## **12.06 Nondiscrimination Policy**

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of the Corporation not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

## **12.07 Whistleblower Policy**

The Corporation shall not retaliate against any Member, Director, or Officer who in good faith reports a violation of these Bylaws, municipal ordinance, or relevant state or federal law.

All reports of this nature shall be investigated and progress reported at meetings of the Executive Board until resolved.

## 12.08 Bylaw Amendment

These Bylaws may be amended, altered, repealed, or restated by a two-thirds ( $\frac{2}{3}$ ) majority vote of Directors then in office at a meeting of the Board and approval by the Director of Roswell Recreation and Parks, provided, however,

- A. that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,
- B. that all amendments be consistent with the Articles of Incorporation.

## 12.09 Consistent with Law

These Bylaws and all policies, procedures, and standards of the Corporation shall at all times be executed in a manner consistent with applicable Federal and State law, as well as applicable Municipal Ordinance/Code.

## 12.10 Severability

Should any provisions of these Bylaws or other governance instruments/processes be found unenforceable or inconsistent with relevant law, said provision shall be nullified, while the remainder of the Bylaws or other governance instruments/processes remain in effect.

## 12.11 Definition of Terms

**Affiliate Organization:** synonymous with a Booster Club or any similar recreation-based Roswell organization with which the City of Roswell is a partner.

**Bylaws:** This document; the governing document for this Corporation.

**Cadence:** refers to the frequency by which meetings are held.

**City:** City of Roswell

**Corporation:** Friends of Roswell Parks, Inc.

**Director:** Executive Board Member, unless described otherwise.

**Officer:** Executive Board Member serving as an executive of the Corporation (such as CEO, CFO, or Secretary).

**Executive Board:** Governing body of Friends of Roswell Parks, Inc. Synonymous with other common terms such as Board of Directors, Board, etc.

Member: Unless specifically contextualized in a Section or Article concerning a governing body, committee, or other subgroup, Member refers to a General Member of the Corporation who has been nominated to this stature by their Affiliate Organization of origin.

## ARTICLE XIII: CERTIFICATE OF ADOPTION

I do hereby certify that the above stated Bylaws of the Corporation were approved by the Corporation Executive Board on XX, XX, 20XX and constitute a complete copy of the Bylaws of the corporation.

\_\_\_\_\_  
[Secretary’s Name], Secretary

Date: \_\_\_\_\_

Attachment: FORP Proposed Bylaws - FINAL PROPOSED (Updated Bylaws for Friends of Roswell Parks)



**City of Roswell**  
**Roswell Recreation Commission**  
**AGENDA ITEM REPORT**

ID # - 9811

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**MEETING DATE:** May 1, 2025

**DEPARTMENT:** Roswell Recreation Commission

**ITEM TYPE:** Information Item

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**Consideration to approve the 2025 Youth Day Theme**

**INFORMATIONAL UPDATE**

Agenda Vote

**ITEM BACKGROUND**

Youth Advisory Council presents options for the 2025 Youth Day Theme

**ITEM DETAILS**

Youth Day Theme Ideas:

- Furry Friends of Roswell  
Animal Advocacy, Rescue, and Stewardship (Fluffy Friends of Roswell)
- Paint a Picture of Roswell  
Arts & Culture in the Community
- Growing Greener Together  
Environmental Issues (recycling, clean-up, nature)
- Many Scenes, One Roswell  
Celebrating Roswell Landmarks

**FINANCIAL IMPACT**

N/A

**STAFF RECOMMENDATION**

Approval