



**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**

<b>Thursday, November 6, 2025,</b>	<b>6:30 PM</b>	<b>Adult Recreation Center</b>
------------------------------------	----------------	--------------------------------

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

**Call to Order**

**Agenda Items**

1. Consideration to add a New Booster Club - Friends of the CAC
2. Consideration to approve the updated bylaw procedures for Roswell Dance Starz.
3. Consideration to approve the updated bylaw procedures for Roswell Youth Theatre.
4. Consideration to approve the updated bylaw procedures for The Clay Collective.

**Adjournment**



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

**ID # - 10160**

---

**MEETING DATE:** November 6, 2025  
**DEPARTMENT:** Roswell Recreation Commission  
**ITEM TYPE:** Agenda Vote

---

**Consideration to add a New Booster Club - Friends of the CAC**

**INFORMATIONAL UPDATE**

Approval

**ITEM DETAILS**

Friends of the CAC - Roswell Cultural Arts Center seeks permission to add a booster club to support community engagement and performance opportunities at Roswell Cultural Arts Center.

Friends of the CAC will offer a dedicated, donor-facing fund that supports the City's art and cultural initiatives and programming. Establishment of this organization, supported by the Friends of the Roswell Parks 501(c)(3) status, would make philanthropic giving simpler, tax-advantaged, and more attractive to individuals, foundations, and corporate sponsors who wish to support world-class performing arts programming and creative community engagement.

**FINANCIAL IMPACT**

N/A

**STAFF RECOMMENDATION**

Review the justification for adding a "Friends of the CAC" and approve the group's charter inclusion under the Friends of Roswell Parks non-profit umbrella.

## JUSTIFICATION FOR DBA

**Proposed DBA:** Friends of the CAC (under “Friends of the Roswell Parks, Inc.”)

### **Purpose:**

To create a dedicated, donor-facing fund that can support the Art and Cultural initiatives and programming within the City. Establishment of this organization, supported by the Friends of the Roswell Parks 501(c)(3) status, would make philanthropic giving simpler, tax-advantaged, and more attractive to individuals, foundations, and corporate sponsors who wish to support world-class performing arts programming and creative community engagement.

### **Rationale:**

- Theatre’s industry-wide dependency on “Contributed Income”
  - According to *Theatre Communications Group’s Theatre Facts 2023*, nonprofit theatres rely heavily on contributed income—defined as unrestricted donations/grants for operating and non-operating purposes. The two largest sources were individual giving (14% of expenses) and foundation giving (11%), with government funding covering an additional 7.4%. Overall, contributed revenue covered 46% of expenses for the largest theatres and up to 75% for the smallest theatres, underscoring that **the majority of companies cannot sustain operations on earned income alone. This industry norm demonstrates the necessity of cultivating a clear avenue for contributed support through mechanisms like a DBA under a 501(c)(3).**
- Tax-deductibility and donor confidence
  - A nonprofit can issue standardized gift acknowledgments, qualifies for more grant and matching-gift programs, and offers donors greater transparency through required IRS filings. **Establishing a DBA for the Roswell Arts and Culture ensures that contributions for cultural programming are both clearly deductible and attractive to the widest pool of donors, including foundations, corporations, and individual donors.**
- Capacity to attract and steward larger gifts
  - The Cultural Arts Center has already demonstrated donor confidence, securing a \$25,000 contribution in 2025, along with other sponsorship opportunities that have supported programming over the last 10 years. Establishing a DBA focused on the initiatives of the Cultural Arts Center creates a clear and trusted avenue for similar or larger gifts in the future.

### **Strategic Benefits**

- Keeps programming affordable
  - By cultivating contributed income through a DBA, we can offset rising costs of productions, artist fees, and facility operations. This ensures ticket prices and

class fees remain accessible to the Roswell community, especially families and youth.

- Expands artistic offerings
  - With stronger donor support, the Cultural Arts Center can engage well-known artists and higher-profile productions that may not be financially feasible through ticket sales alone. This elevates the visibility of Roswell’s cultural programming, draws and retains larger audiences, activates economic growth, and creates memorable experiences for the community.
- Strengthens community access and civic partnerships
  - **These funds allow the Cultural Arts Center to serve as a reliable partner for city-sponsored programming**, including State of the City, Roswell Youth Theatre, Roswell Dance Starz, the Employee Wellness Expo, the Employee Talent Show, and other city events. By supporting these initiatives, we can maximize the use of our building, enhance cross-department collaboration, and amplify the impact of arts and culture across the Roswell community.
- Deepens community connection
  - Friends of CAC DBA gives people a tangible way to support the arts and the children’s programming they love. Donors can see firsthand how their gifts bring performances, programs, and experiences to the community, creating shared moments that inspire pride, joy, and lasting impact.
- Increases long-term sustainability
  - A reliable stream of contributed income builds financial resilience, allowing the Cultural Arts Center to weather economic shifts without compromising its mission of providing affordable, high-quality arts programming. It also creates the flexibility to fundraise for necessary capital improvements, such as building renovations, new technology, and production upgrades, ensuring the Center can continue to offer top-notch experiences for years to come.

#### Governance & Controls

- Board composition and oversight
  - The Friends of CAC DBA would be governed by a board made up of Roswell Roots committee members and other highly engaged community leaders who are already invested in the success of the Cultural Arts Center.
- Proven model
  - Rather than creating an entirely new structure, we plan to follow a pre-approved governance template similar to the one used successfully by the **Roswell Ramblers**. This ensures that policies, financial controls, and reporting procedures are already vetted, minimizing administrative risk while maintaining transparency and accountability.



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

ID # - 10161

---

**MEETING DATE:** November 6, 2025  
**DEPARTMENT:** Roswell Recreation Commission  
**ITEM TYPE:** Agenda Vote

---

**Consideration to approve the updated bylaw procedures for Roswell Dance Starz.**

**INFORMATIONAL UPDATE**

Agenda Vote

**ITEM BACKGROUND**

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

The Cultural Arts Manager presented the procedure to all the existing Cultural Arts 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, the bylaws presented were sent to the Friends of the Roswell Parks board for approval on October 10, 2025.

**ITEM DETAILS**

Final bylaw submission for Roswell Dance Starz

**FINANCIAL IMPACT**

None

**Agenda Item (ID # 10161)**

**STAFF RECOMMENDATION**

Approval

## Recreation, Parks, Historic & Cultural Affairs Department

### Roswell Dance Starz Booster Club

#### Section 1

- 1.1. Affiliation:** The Roswell Dance Starz Booster Club (RDS Booster Club) 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.
- 1.2. Organization Address:** The address of the RDS Booster Club will be the Administration Offices of the Recreation, Parks, Historic and Cultural Affairs Department. 38 Hill St Suite 100 Roswell GA 30075.
- 1.3. Dissolution:** If the RDS Booster Club 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.
- 1.4. Contracts**
- 1.4.1. 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.
- 1.4.2. 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.
- 1.5. Conflict of Interest/Duty to Disclose**
- 1.5.1. 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.
- 1.5.2. 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.

## *Recreation, Parks, Historic & Cultural Affairs Department*

- 1.5.3. 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.
- 1.5.4. 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.
  - 1.5.4.1. 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.

### **1.6. Political Involvement**

- 1.6.1. 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.
- 1.6.2. 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.

**1.7. Management and Powers:** The RDS Booster Club 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.

**1.8. Prohibition against Private Accrue ment:** No part of the organization's net earnings 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 make payments and distributions to further the organization's purposes.

**1.9. 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.

### **1.10. Extensions:**

- 1.10.1. Roswell Recreation Commission Policy 5390 considers affiliated booster organizations extensions of the City of Roswell.

## *Recreation, Parks, Historic & Cultural Affairs Department*

- 1.10.2. 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.
- 1.10.3. 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.

### **1.11. Treasurer Requirements.**

- 1.11.1. The bank used for the organization's account is at the discretion of the Friends of the Roswell Parks, Inc.
- 1.11.2. The bank account shall be set up under the Friends of the Roswell Parks, Inc. 501(c)(3) tax ID number.
- 1.11.3. Two board members shall always be on the account, with signing rights and the ability to view the account.
- 1.11.4. 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.
- 1.11.5. A monthly financial report shall be submitted at each organization's board meetings.
- 1.11.6. Good Standing:
- 1.11.6.1. All members who wish to vote on organization decisions must be in good standing with the organization, the City of Roswell, and other related organizations.
- 1.11.6.2. To serve on the board, members must be in good standing with the City of Roswell, the Organization, and affiliated organizations.

### **1.12. Definition of Terms**

- 1.12.1. The term "shall" is mandatory; the term "may" is permissive.
- 1.12.2. 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.
- 1.12.3. Good standing is defined as 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.

## *Recreation, Parks, Historic & Cultural Affairs Department*

- 1.12.4. 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 board of directors.

### **Section 2**

**2.1. Purpose:** The RDS Booster Club exists to support the Roswell Dance Starz, hereafter referred to as RDS, as a not for profit organization through encouragement in all aspects of the dancers' growth.

#### **2.2. Objectives**

- 2.2.1. Support the development of all dancers as complete individuals - emotionally, mentally, and physically.
- 2.2.2. Promote sportsmanship and fellowship throughout the entire membership and dance community.
- 2.2.3. Sponsor and support the competitive dance team in all levels of competition.
- 2.2.4. Conduct all activities in an ethical manner, ensuring fairness and reason in all decisions.
- 2.2.5. Follow the directives and guidelines of RDS.

#### **2.3. Prohibition against Private accruement**

- 2.3.1. No part of the net earnings of the Club shall accrue to the benefit of, or be distributed to, its members or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to further the purposes of the Club.

#### **2.4. Management**

- 2.4.1 The Club shall be managed by the Board of Directors, hereinafter the Board, acting in accordance with these Bylaws.

#### **2.5. Dissolution**

- 2.5.1. In the event this Club dissolves or otherwise ceases to legally exist under the terms and conditions of these Bylaws, the remaining assets of the Club, after all just debts have been discharged, shall be disbursed to a succeeding organization or another not for profit 501©3 organization as determined by the Board.

#### **2.6. Rules of Order**

- 2.6.1. Roberts Rules of Order shall be the parliamentary guide for all meetings of members, the Board, or of committees, but shall not take precedence over the Bylaws.

#### **2.7. Contracts**

## *Recreation, Parks, Historic & Cultural Affairs Department*



2.7.1. No one individual director, member, or employee shall have any power of authority to bind the organization by any contract or agreement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **2.8. General Membership**

2.8.1. All families of Roswell Dance Starz dancers are required to be RDS Booster Club members.

2.8.2. Members must maintain all specified requirements or they will be unable to enjoy the sponsorship and benefits of the RDS Booster Club until such time that all requirements are current.

2.8.3. The Membership shall consist of the parent(s), legal guardian(s), or person(s) having custody of any child who is registered in RDS sponsored programs.

2.8.4. A Member in good standing shall be defined as a Member whose financial responsibilities and work requirements are current.

2.8.5. All Members shall have the same property rights, interests, privileges, restrictions, and conditions.

### **2.9. Participation**

2.9.1. A membership in the Club will be required for each dancer; those families having more than one dancer in the program must have a membership and assume all obligations for each dancer. Members with multiple dancers will have one (1) vote per dancer as long as they are considered a Member in good standing for said dancer.

### **2.10. Ex Officio Membership**

2.10.1. The instructors of RDS will be given Ex Officio membership, if not full membership by virtue of Article II, Section 1.

2.10.2. Ex Officio members will be kept informed of all activities, invited to attend meetings and functions, but will not vote in the RDS Booster Club.

### **2.11. Representation**

2.11.1. All members will be given one (1) vote per team dancer.

2.11.2. All members will be given a forum to express their views on a regular basis, and additionally as conditions warrant.

## **Section 3 Organization**

### **3.1. Officers**

3.1.1. The membership shall elect Officers of the RDS Booster Club, through secret ballot, to lead and coordinate the RDS Booster Club and its activities.

3.1.2. The Officers shall serve a term of 13 months beginning one month prior to the beginning of the fiscal year to allow for one month overlap with new Officers; this should provide a smoother transition of Officers.

## *Recreation, Parks, Historic & Cultural Affairs Department*

- 3.1.3. No officer shall serve more than three (3) consecutive terms in the same office.
- 3.1.4. The elected Officers shall have the positions of President, Vice President, Treasurer, and Secretary in addition to the RDS Director / RRPD Liaison.
- 3.1.5. President
  - 3.1.5.1. Control the general and active management of the business of the RDS Booster Club.
  - 3.1.5.2. Preside at all meetings of the membership and Board.
  - 3.1.5.3. Appoint special committees.
  - 3.1.5.4. Sign checks, with the treasurer or Vice President, for amounts in excess of \$100.00.
  - 3.1.5.5. Initiate new members.
  - 3.1.5.6. Call all general and special meetings.
- 3.1.6. Vice President
  - 3.1.6.1. In the absence of the President, or in case of his/her failure to act, assume the responsibilities of that office.
  - 3.1.6.2. Perform other duties as the Board may require.
- 3.1.7. Treasurer
  - 3.1.7.1. Collect and deposit all moneys and other properties and effects in the name of and to the credit of the Club.
  - 3.1.7.2. Keep full and accurate accounts of receipts, disbursements and quotas.
  - 3.1.7.3. Render a quarterly accounting of the transactions and financial condition of the Club.
  - 3.1.7.4. Present an annual financial statement at the first meeting following the end of the fiscal year.
  - 3.1.7.5. Sign all checks/instruments of payment with written approval of the President required on checks in excess of \$100.00, unless previously approved by the board or through the budget.
  - 3.1.7.6. Perform any and all duties considered standard practice of the office of the Treasurer.
  - 3.1.7.7. Submit necessary documents to the City of Roswell in accordance to city requirements.
- 3.1.8. Secretary
  - 3.1.8.1. Assume Responsibility to maintain all records of the Club.
  - 3.1.8.2. Record and keep the minutes of all meetings of the membership and the Board.
  - 3.1.8.3. Maintain a current copy of the Constitution-Articles and Bylaws of the Club.
  - 3.1.8.4. Maintain a current membership list.
  - 3.1.8.5. Conduct the Club's general correspondence.
  - 3.1.8.6. Be responsible, with the President, for keeping the membership informed of notices, calls for meetings, and major issues coming before the membership.
- 3.1.9. Replacement of Officers
  - 3.1.9.1. If an officer relinquishes his/her office before the end of term, the Board will elect a replacement.

## *Recreation, Parks, Historic & Cultural Affairs Department*

3.1.9.2. If an elected officer is not fulfilling their responsibilities, the Board has the authority to remove and replace that person by a majority vote and replace them by special election.

3.1.9.3. If no suitable nomination is received for an officer, the responsibility for this office will revert to the Board for disposition of those duties.

### **3.2. Board of Directors**

3.2.1. The Board of Directors shall consist of the Officers of the RDS Booster Club and the RDS Director / RRPD Liaison.

### **3.3. Powers**

3.3.1. The Board of Directors shall have general supervision of the affairs of the organization, make recommendations to the organization, and shall perform other orders of the organization consistent with these Bylaws. The RDS Director has control of all areas concerning artistic and educational value.

3.3.2. Members can submit a request for financial assistance to help cover the cost of annual fees, costumes, etc. Assistance may be granted at the discretion of the Board as well as the RDS Director / RRPD Liaison and would be contingent upon the financial situation of the RDS Booster Club.

### **3.4. Board Duties**

It shall be the duty of the Board of Directors to:

3.4.1. Perform any and all duties imposed on them collectively or individually by law or by these Bylaws.

3.4.2. The Board will constitute the governing body of the RDS Booster Club. It will be responsible for, authorize and control all RDS Booster Club activities, expenditures, and policies in a manner consistent with the Constitution-Articles and Bylaws of the RDS Booster Club.

3.4.3. Each Board member shall have one vote in Board decisions and one vote in general Membership matters allowed under the bylaws. In the event of any tie, the presiding officer shall have the deciding vote.

3.4.4. Any proposed changes to the Constitution must first be approved by the Board. Upon approval, the proposed change will be brought before the general membership for ratification and passed with a simple majority vote.

### **3.5. Committees**

3.5.1. Formation of committees will be called for by the Board to direct the activity of each fundraising program, group-hosted events, and as conditions warrant.

3.5.2. Each committee will have a chairperson that will direct, be responsible for, and report progress of that committee activity to the Board. The chairperson will work within the budget guidelines given to them by the Treasurer for their particular activity/event.

### **3.6. Elections**

3.6.1. Open nominations will be made for Officers each summer via email.

## Recreation, Parks, Historic & Cultural Affairs Department



3.6.2. Elections for Officers will be held during the Summer. 50% of the general membership must vote in the election.

### 3.7. Officer Compensation

3.7.1. The Officers of the RDS Booster Club (President, Vice President, Treasurer, and Secretary) shall receive compensation for each year of their term in the form of a costume credit for their dancer (excluding competition costumes).

3.7.2. All compensation shall be distributed following successful completion of duties for the year.

3.7.3. No board member shall receive more than one costume credit for the year.

### 3.8. Conduct and Agenda of Meetings

3.8.1. Meetings shall be chaired by the President of the Club or, in his/her absence, by the Vice President of the Club. In the absence of the Secretary of the Club the Chair shall appoint a director or Club Member to serve as Secretary of the meeting. The Chair may appoint a parliamentarian to serve for the duration of the meeting.

The order of business at any meeting shall be:

- a) Call to order
- b) Proof of notice of meeting
- c) Approval of previous minutes
- d) Reports of Directors
- e) Reports of committees
- f) Old Business
- g) New Business

**3.9. Removal of Officers** An Officer may be removed by the Membership with or without cause at any membership meeting, by a simple majority vote, which states in its notice that such action is contemplated. An Officer shall not vote in a situation involving his/her removal.

3.9.1. Any Officer having three absences from the monthly Board meetings shall be removed subject to the discretion of the Board

3.9.2. Any Officer whose membership is terminated shall automatically be removed from the Office of the Board.

### 3.10. Resignation of Officers

3.10.1. Any Officer may resign at any time by giving written notice to the Board and may take effect immediately.

### 3.11. Vacancies

3.11.1. Should any vacancy occur on the Board, the President shall nominate a member and, with approval of the Board, the member shall assume the temporary duties of the Officer until the next membership meeting, or by a special election of the Members called by the board. The election shall be conducted in accordance to these By-laws.

## Section 4: Finance

### 4.1. Budget

- 4.1.1. Annual budget for the upcoming fiscal year is to be submitted for approval by the Board of Directors at the September meeting.

### 4.2. Distribution of Funds

- 4.2.1. Funds shall be used as determined by the Board within the general framework of the budget.

## Section 5: RDS Booster Club Meetings

### 5.1. Booster Club Meetings and Quorum

- 5.1.1. The general membership will meet when necessary. The President will preside over all meetings. The Board will call for all general meetings.
- 5.1.2. The Board will meet prior to all general membership meetings, and additionally, as required. The President will chair all Board meetings. The President will call for all meetings of the Board.
- 5.1.3. A Special meeting of the general membership will be called upon request of 50% of the general membership.
- 5.1.4. A general quorum will be constituted by those in attendance at a general membership meeting.
- 5.1.5. A quorum at the Board of Directors will be constituted by the simple majority of the Board.
- 5.1.6. A constitutional quorum will be constituted by a simple majority of the membership at a general membership meeting.
- 5.1.7. All meetings will be conducted in accordance with Robert's Rules of Order, Revised.
- 5.1.8. Voting at all meetings will be done by a show of hands, with the exception of the election of Officers. 50% of the general membership must be present to vote on the budget at the beginning of the RDS Season.
- 5.1.9. Nominations for the RDS board will take place in the summer. 50% of the general membership must vote in the election of the RDS board.

## Section 6: RDS Booster Club Travel

### 6.1. Policy

- 6.1.1. It is the policy of the RDS Booster Club to reimburse the instructors of the Starz for necessary travel and other expenditures incurred at conventions, competitions or other travel opportunities in accordance with directives of RDS. Such expenditures must be reasonable and properly documented.
- 6.1.2. The schedule for the Dance Starz is to be determined solely by the RDS Director.

## *Recreation, Parks, Historic & Cultural Affairs Department*

- 6.1.3. The RDS Director will determine the instructing staff required to travel to the various events. The instructing staff required will depend on such things as the levels competing, the number of dancers performing/competing and schedules. The RDS Director will present the instructing staff requirements and estimated travel expenses for each event, as far in advance as possible, to the Board for review and approval.

### **6.2. Requirements**

- 6.2.1. All travel plans must be presented to the board by the RDS Director in detail.
- 6.2.2. All travel expenses must be preapproved by the RDS Director and the board with respect to available RDS booster club funds.
- 6.2.3. A Travel Expense Report is to be used to summarize expenditures that are properly chargeable to the RDS Booster Club. Receipts are to be attached for all air fares, rental vehicles, and lodging. Expense reports should be prepared properly (and in ink) on a timely basis, signed, and submitted with the required documentation. If a temporary cash advance exceeds the amount due, a check should be made payable to the Roswell Dance Starz and reconciled after each meet event.

### **6.3. Reimbursable Travel Expenses**

- 6.3.1. Air Travel: Instructor accommodations or special reduced fares, when available, are to be used for all flights. Personal travel insurance is not reimbursable.
- 6.3.2. Lodging: Reasonable accommodations close to the event are to be used. When available, special rates afforded by the host are to be utilized.
- 6.3.3. Meals: Meals are reimbursed with the discretion of the RDS Board. Meal per diem will be set based on the IRS per diem index for the meet city. As this is an allowance, it will be paid each day the instructor is on the road; receipts are not necessary.
- 6.3.4. Parking: When travel requires that a vehicle be left at the airport, the cost incurred is reimbursable. Additionally, any parking fees at the locale of the event are also allowable.
- 6.3.5. Rental Vehicles: If more economical than accumulated taxi fares, or otherwise required due to the nature of the trip, rental vehicles of an appropriate size may be used. Optional insurance should be purchased. In case of an accident, follow the instructions specified on the rental agreement. The vehicle should be inspected before acceptance and damages noted on the agreement to eliminate rental company charge backs for non-RDS Booster Club damages.
- 6.3.6. Tips: Tips should be limited to reasonable and customary charges for the locale.
- 6.3.7. Entertainment: Attendance of sporting events, theater, cinemas, and social functions are reimbursable only when the entire Starz group is present. The event must be part of the dance experience and have "value added" for the group.
- 6.3.8. Miscellaneous: Certain other expenses may be submitted for reimbursement that are necessary, reasonable, and described on the expense report.

## Recreation, Parks, Historic & Cultural Affairs Department

- 6.3.9. Telephone charges may be submitted when in compliance with the previous paragraph.
- 6.3.10. Polls paid for city or rental vehicles during the course of the trip are allowable.

### 6.4. Reimbursement Levels

- 6.4.1. Local and Special event: Reimbursement for local and special events outside of the regular work schedule are up to the discretion of the RDS board.
- 6.4.2. Area Events: Events that occur at a distance between approximately fifty (50) and two hundred fifty (250) miles from the Physical Activity Building are in this category. As conditions dictate, an area event will be treated as either a local or long-distance meet. At an area event, all local or long-distance expenses are allowed, except for air travel.
- 6.4.3. Long Distance events: An event that is located over two hundred fifty (250) miles from the Physical Activity Building is considered long distance. Air travel becomes a reasonable method of transportation to and from the event.
- 6.4.4. The RDS Director may also request a rental vehicle to travel to the event, and should be of a size to accommodate the group and the chaperones. This option belongs solely to the RDS Director.
- 6.4.5. The following expenses are allowable: transportation (air fare or rental vehicle), lodging, and meals.

## Section 7: Fund Raising

### 7.1. General

- 7.1.1. All fundraising will support the entire RDS program and not any specific dancer.

### 7.2. Fundraising Programs Information

- 7.1.2. All fundraising opportunities/activities undertaken by any member must first be registered and approved by the Board and the RDS Director. The fundraiser will then be offered to the general membership for their participation. The member suggesting the fundraiser will have the first right of refusal to be the chairperson for that activity. The chairperson can limit the number of participants based on the nature of the program.

### 7.3. Leaving the Club

- 7.1.3. A Member family that withdraws from the RDS Booster Club will receive no refund on any moneys obtained through fund raising.

### 7.5. Mandatory Participation RDS Events

- 7.5.1. Every Member family is required to work a minimum of ten (10) hours during the season. The penalty for non-participation will be \$100.00 per season not worked payable to the RDS Booster Club.

## *Recreation, Parks, Historic & Cultural Affairs Department*



- 7.5.2. Only one member of the Member family is required to perform the necessary hours. If an adult member cannot be present, a dancer can complete the required hours with the approval of the RDS Director.

### **Section 8: Bylaws**

#### **8.1. Interpretation**

- 8.1.1. The Board shall determine any question as to the proper interpretation of any provision of these Bylaws.

#### **8.2. Amendments**

- 8.2.1. These Bylaws may be amended by a majority of the members present in person at any regular or special Member meetings provided that the proposed amendment has been submitted to the membership not less than ten (10) day prior to such meeting in order to be submitted to the membership, the proposed amendment shall either have been approved by the Board or shall be signed by not less than twenty percent (20%) of the members. The President shall form a By-law committee to draft amendments at his/her request or the request of the majority of the Board.



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

ID # - 10162

---

**MEETING DATE:** November 6, 2025  
**DEPARTMENT:** Roswell Recreation Commission  
**ITEM TYPE:** Agenda Vote

---

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

**INFORMATIONAL UPDATE**

Agenda Vote

**ITEM BACKGROUND**

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

The Cultural Arts Manager presented the procedure to all the existing Cultural Arts 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, the bylaws presented were sent to the Friends of the Roswell Parks board for approval on October 10, 2025.

**ITEM DETAILS**

Final bylaw submission for Roswell Youth Theatre

**FINANCIAL IMPACT**

None

Agenda Item (ID # 10162)

**STAFF RECOMMENDATION**

Approval

# Roswell Youth Theatre Booster Club

## Constitution Articles and Bylaws

November 3, 2025

### Article I – General

#### Section 1 Definitions of Involved Parties and Terms

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.
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.
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.
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.
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.

#### Definition of Terms:

1. The term "shall" is mandatory; the term "may" is permissive.
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.
3. Good Standing is defined as 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.
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 board of directors.

#### Section 2: Name

The name of the organization is the Roswell Youth Theatre Booster Club, hereafter referred to as the RYT Booster Club.

#### Section 3: Affiliation

The RYT Booster Club 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.

#### **Section 4: Organization Address**

The address of the RYT Booster Club will be the Administration Offices of the Recreation, Parks, Historic and Cultural Affairs Department. 38 Hill St Suite 100 Roswell GA 30075.

#### **Section 5: Purpose**

The RYT Booster Club exists to support the Roswell Youth Theatre, hereafter referred to as RYT, as a not-for-profit organization through encouragement in all aspects of the performers' growth.

#### **Section 6: Objectives**

1. Support the development of all performers as complete individuals - emotionally, mentally, and physically.
2. Promote teamwork and fellowship throughout the entire membership and theatre community.
3. Conduct all activities in an ethical manner, ensuring fairness and reason in all decisions.
4. Follow the directives and guidelines of RYT.

#### **Section 7: Prohibition against Private accruement**

No part of the net earnings of the Club shall accrue to the benefit of, or be distributed to, its members or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to further the purposes of the Club.

#### **Section 8: Management and Powers**

The RYT Booster Club 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 9: Dissolution**

In the event this Club dissolves or otherwise ceases to legally exist under the terms and conditions of these Bylaws, the remaining assets of the Club, after all just debts have been discharged, shall be disbursed to The Friends of Roswell Parks Inc.

#### **Section 10: Rules of Order**

Roberts Rules of Order shall be the parliamentary guide for all meetings of members, the Board, or of committees, but shall not take precedence over the Bylaws. All publications, marketing material, or ads must be approved by the Department, prior to printing or distribution.

#### **Section 11: Contracts**

No one individual director, member, or employee shall have any power of authority to bind the organization by any contract or agreement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

No one individual director, member, or employee shall have any power of authority to bind the organization by any contract or agreement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

#### **Section 12: Conflict of Interest/ Duty to Disclose.**

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.
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.

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.
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.
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.

### **Section 13: Political Involvement**

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.
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.

### **Section 14: Extensions**

1. Roswell Recreation Commission Policy 5390 considers affiliated booster organizations extensions of the City of Roswell.
2. 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.
3. 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 15: Treasurer Requirements**

1. The bank used for the organization's account is at the discretion of the Friends of the Roswell Parks, Inc.
2. The bank account shall be set up under the Friends of the Roswell Parks, Inc. 501(c)(3) tax ID number.
3. Two board members shall always be on the account, with signing rights and the ability to view the account.
4. 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. Monthly financial report shall be submitted at each organization's board meetings.
5. **Good Standing:**
  - a. All members who wish to vote on organization decisions must be in good standing with the organization, the City of Roswell, and other related organizations.
  - b. To serve on the board, members must be in good standing with the City of Roswell, the Organization, and affiliated organizations.

## Article II – Membership

### **Section 1: General Membership**

1. Students age 8-17 of the local community are welcome to audition for a RYT production. Casting for all shows is at the discretion of the RYT Director.
2. The Membership shall consist of the parent(s), legal guardian(s), or person(s) having custody of any child who is registered in RYT sponsored programs.

### **Section 2: Participation**

A membership in the Club will be required for each performer, and those families having more than one performer in the program must have a membership and assume all obligations for each performer.

### **Section 3: Ex Officio Membership**

1. The instructors and supervisor of RYT will be given Ex Officio membership, if not full membership by virtue of Article II, Section 1.
2. Ex Officio members will be kept informed of all activities, invited to attend meetings and functions, but will not vote in the RYT Booster Club.

### **Section 4: Representation**

1. All members will be given one (1) vote per team performer. Members with multiple performers will have one (1) vote per performer as long as they are considered a Member in good standing for said performer.
2. All members will be given a forum to express their views on a regular basis and additionally as conditions warrant.

## ARTICLE III - ORGANIZATION

### **Section 1: Officers/Board of Directors**

1. The membership shall elect Officers of the RYT Booster Club, through secret ballot, to lead and coordinate the RYT Booster Club and its activities.
2. The Officers shall serve a term of 13 months, with election occurring between November and January for new officers. New officers should begin one month prior to the end of current officers' term to allow for one-month overlap with new officers to provide a smoother transition of officers.
  3. No officer shall serve more than three (3) consecutive terms in the same office.
4. The RYT Director and/or a Roswell Recreation, Parks, Historic & Cultural Affairs liaison will serve as a non-voting members on the Board of Directors.
5. The Board of Directors is comprised of the Booster Club Officers: President, Vice President, Treasurer and Secretary in addition to the RYT Director / Roswell Recreation, Parks, Historic & Cultural Affairs Department Liaison.

#### **5.1 President**

- 5.1.1 Control the general and active management of the business of the RYT Booster Club.
- 5.1.2 Preside at all meetings of the membership and Board.
- 5.1.3 Appoint special committees.
- 5.1.4 Sign checks, with the treasurer or President, for amounts in excess of \$1000.00.
- 5.1.5 Initiate new members.
- 5.1.6 Call all general and special meetings.

#### **5.2 Vice-President**

5.2.1 Assist the President in his/her duties.

5.2.2 Serve as President Pro Temp during the temporary absence of the President.

### 5.3 Treasurer

5.3.1 Collect and deposit all moneys and other properties and effects in the name of and to the credit of the Club.

5.3.2 Keep full and accurate accounts of receipts, disbursements and quotas.

5.3.3 Render a quarterly accounting of the transactions and financial condition of the Club.

5.3.4 Present an annual financial statement at the first meeting following the end of the fiscal year.

5.3.5 Sign all checks/instruments of payment with written approval of the President required on checks in excess of \$1000.00, unless previously approved by the board or through the budget.

5.3.6 Perform any and all duties considered standard practice of the office of the Treasurer.

5.3.7 Submit necessary documents to the City of Roswell in accordance to city requirements.

5.3.8 Submit an annual report to the Friends of Roswell Inc. no later than 2 months after the end of the fiscal year.

### 5.4 Secretary

5.4.1 Assume responsibility to maintain all records of the Club.

5.4.2 Record and keep the minutes of all meetings of the membership and the Board.

5.4.3 Maintain a current copy of the Constitution-Articles and Bylaws of the Club.

5.4.4 Maintain a current membership list.

5.4.5 Conduct the Club's general correspondence.

5.4.6 Be responsible, with the President, for keeping the membership informed of notices, calls for meetings, and major issues coming before the membership.

## Section 2 Powers

The Board of Directors shall have general oversight of the affairs of the organization, make recommendations to the organization, and shall perform other orders of the organization consistent with these Bylaws. The RYT Director, upon approval of Department liaison, has control of all areas concerning artistic and educational value.

## Section 3 Board Duties

It shall be the duty of the Board of Directors to:

1. Perform any and all duties imposed on them collectively or individually by law or by these Bylaws.
2. The Board will constitute the governing body of the RYT Booster Club. It will be responsible for, authorize and control all RYT Booster Club activities, expenditures, and policies in a manner consistent with the Constitution-Articles and Bylaws of the RYT Booster Club.
3. Each Board member shall have one vote in Board decisions and one vote in general Membership matters allowed under the Bylaws. In the event of any tie, the presiding officer shall have the deciding vote.
4. Any proposed changes to the Constitution must first be approved by the Board. Upon approval, the proposed change will be brought before the general membership for ratification and passed with a simple majority vote.

## Section 4 Committees

1. Formation of committees will be called for by the Board to direct the activity of each fundraising program, group-hosted events, and as conditions warrant.
2. Each committee will have a chairperson that will direct, be responsible for, and report progress of that committee activity to the Board. The chairperson will work within the budget guidelines given to them by the Treasurer for their particular activity/event.
3. All committees shall conduct business following the bylaws.

4. All committees shall contain at least one board member and City staff member.
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.
6. 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.

### **Section 5 Elections**

1. Open nominations will be made for Officers between November and January by a posting in the Physical Activity Building or via email.
2. An annual meeting will be held in December/January. Elections for Officers will be held at the annual meeting by secret ballot by simple majority. A panel of randomly selected members will compile the slate of Officers to be voted upon from the names submitted during open nominations. The slate will include no more than two (2) names per position.

### **Section 6 Officer Compensation**

The Officers of the RYT Booster Club (President, Vice-President, Treasurer and Secretary) shall receive compensation for each year of their term in the form of four tickets to a show at no cost.

### **Section 7 Conduct and Agenda of Meetings**

1. Meetings shall be chaired by the President of the Club or, in his/her absence, by the Vice-President of the Club. In the absence of the Secretary of the Club, the President shall appoint a director or Club Member to serve as Secretary of the meeting. The President may appoint a parliamentarian to serve for the duration of the meeting. a Roswell Recreation, Parks, Historic, and Cultural Affairs Department employee shall be present at all board meetings, special meetings, and committees.
2. The order of business at any meeting shall be:
  - a) Call to order
  - b) Approval of previous minutes
  - c) Treasurer's report
  - d) Reports of Directors
  - e) Reports of committees
  - f) Old Business
  - g) New Business
  - h) Adjourn
3. Regular meetings shall take place at a City of Roswell Facility. The board shall determine regular meeting dates, times, and locations. The board shall make regular meetings public with reasonable notice.
4. Special meetings can take place if called upon by the board, with reasonable notice of time, date, and location.
5. Virtual meetings are allowed as an official way to conduct meetings, provided everyone can participate as needed to conduct business. This method can also be combined with those in an in-person meeting to make a quorum.

### **Section 8 Removal of Officers and Directors**

1. An Officer or Director may be removed by the Membership with or without cause at any membership meeting, by a simple majority vote, which states in its notice that such action is contemplated. An

Officer or Director shall not vote in a situation involving his/her removal. It shall be the responsibility of the Department liaison to preside over any such vote.

2. Any Officer or Director having three absences from the monthly Board meetings shall be removed subject to the discretion of the Board.
3. Any Officer whose membership is terminated shall automatically be removed from the Office of the Board.

### **Section 9 Resignation of Officers and Directors**

Any Officer may resign at any time by giving written notice to the Board and may take effect immediately.

### **Section 10 Vacancies**

Should any vacancy occur on the Board, the President shall nominate a member, and with approval of the Board, the member shall assume the temporary duties of the Officer until the next membership meeting, or by a special election of the Members called by the board. The election shall be conducted in accordance to these Bylaws.

### **Section 11 Books and Records**

1. The board will keep the financial records and minutes from each meeting.
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.
3. Meeting minutes shall be sent to the City of Roswell Representative after each meeting.
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.

## **ARTICLE IV - FINANCE**

### **Section 1 Budget**

1. The RYT Booster Club fiscal year shall run from Jan 1 through Dec 31.
2. Annual budget for the upcoming year is to be submitted for approval by the Board of Directors at the December/January meeting.

### **Section 2 Distribution of Funds**

Upon approval of the Department, funds shall be used as determined by the Board within the general framework of the budget.

## **ARTICLE V – RYT Booster Club Meetings**

### **Section 1 Booster Club Meetings, Board Voting and Quorum**

1. An annual meeting will be held in January of each year to officially elect and recognize the new Officers and Board and approve the upcoming year's annual budget.
2. The general membership will meet when necessary. The President will preside over all meetings. The Board will call for all general meetings.
3. The Board of Directors will meet prior to all general membership meetings, and additionally, as required. The President will chair all Board meetings. The President will call for all meetings of the Board.
4. A Special meeting of the general membership will be called upon request of 50% of the general membership.
5. A general quorum will be constituted by those in attendance at a general membership meeting.

6. A quorum at the Board of Directors will be constituted by the simple majority of the Board.
7. A constitutional quorum will be constituted by a simple majority of the membership at a general membership meeting.
8. All meetings will be conducted in accordance with Robert's Rules of Order, Revised.
9. Voting at all meetings will be done by a show of hands, with the exception of the election of Officers, in accordance with Article III, Section 1.1.

## **ARTICLE VI - Fund Raising**

### **Section 1 General**

All fund raising will support the entire RYT program and not any specific performer.

### **Section 2 Fundraising Programs Information**

All fundraising opportunities/activities undertaken by any member must first be registered and approved by the Board, the RYT Director, and the Department/Recreation Commission. The fundraiser will then be offered to the general membership for their participation. The member suggesting the fundraiser will have the first right of refusal to be the chairperson for that activity. The chairperson can limit the number of participants based on the nature of the program.

### **Section 3 Leaving the Club**

A Member family that withdraws from the RYT Booster Club will receive no refund on any moneys obtained through fundraising.

## **ARTICLE VII Bylaws**

### **Section 1 Interpretation**

The Board shall determine any question as to the proper interpretation of any provision of these Bylaws.

### **Section 2 Amendments**

1. A request to amend these Bylaws may be made by a majority of the members present in person at any regular or special Member meetings provided that the proposed amendment has been submitted to the membership not less than ten (10) days prior to such meeting in order to be submitted to the membership. The proposed amendment shall either have been approved by the Board or shall be signed by not less than twenty percent (20%) of the members.
2. The President shall form a Bylaw committee to draft amendments at his/her request or the request of the majority of the Board.
3. The Roswell Recreation Commission must approve all changes made to the RYT Booster Club Bylaws.



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

ID # - 10163

---

**MEETING DATE:** November 6, 2025  
**DEPARTMENT:** Roswell Recreation Commission  
**ITEM TYPE:** Agenda Vote

---

**Consideration to approve the updated bylaw procedures for The Clay Collective.**

**INFORMATIONAL UPDATE**

Agenda Vote

**ITEM BACKGROUND**

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

The Cultural Arts Manager presented the procedure to all the existing Cultural Arts 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, the bylaws presented were sent to the Friends of the Roswell Parks board for approval on October 10, 2025.

**ITEM DETAILS**

Final bylaw submission for The Clay Collective

**FINANCIAL IMPACT**

None

**Agenda Item (ID # 10163)**

**STAFF RECOMMENDATION**

Approval

# Roswell Clay Collective (RCC) Bylaws

Version 2 2025-08-27

## Purpose:

This document specifies the bylaws for the Roswell Clay Collective (RCC), a booster association connected with programs under the Roswell Recreation, Parks, Historic and Cultural Affairs Department, and designating Friends of the Roswell Parks, Inc. as the legal 501(c)(3) entity for the RCC operations.

Section 1 specifies bylaws with exact language required by the City of Roswell for all Roswell Recreation, Parks, Historic and Cultural Affairs Department booster associations, including the RCC.

Section 2 specifies additional bylaws customized for the objectives of the RCC.

## 1. Roswell Conformant Requirements

### 1.1. 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 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 board of directors.

**1.2. Name of the Organization:** Roswell Clay Collective (RCC)

**1.3. Affiliation:** The Roswell Clay Collective 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 address of the Roswell Clay Collective will be the Administration Offices of the Recreation, Parks, Historic and Cultural Affairs Department. 38 Hill St Suite 100 Roswell GA 30075.

**1.5. Dissolution:** If the Roswell Clay Collective 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.

## *Roswell Clay Collective (RCC) Bylaws*

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.

1.7.4.1. 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:** The Roswell Clay Collective 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.

## *Roswell Clay Collective (RCC) Bylaws*

- 1.10. **Prohibition against Private Accrue ment:** No part of the organization's net earnings 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 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.
- 1.12. **Extensions:**
- 1.12.1. Roswell Recreation Commission Policy 5390 considers affiliated booster organizations extensions of the City of Roswell.
  - 1.12.2. 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.
  - 1.12.3. The affiliated booster organization's 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.
- 1.13. **Treasurer Requirements.**
- 1.13.1. The bank used for the organization's account is at the discretion of the Friends of the Roswell Parks, Inc.
  - 1.13.2. The bank account shall be set up under the Friends of the Roswell Parks, Inc. 501(c)(3) tax ID number.
  - 1.13.3. Two board members shall always be on the account, with signing rights and the ability to view the account.
  - 1.13.4. 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.
  - 1.13.5. A monthly financial report shall be submitted at each 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, the City of Roswell, and other related organizations.
- 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.

2. **RCC-Specific Requirements**

2.1. **Definitions**

- 2.1.1. **Art Center West (ACW):** The facility located at 1355 Woodstock Road, Roswell, GA 30075, providing educational programs dedicated to the ceramic arts and metal arts. The ACW is part of the Creative Arts Division of the Roswell Recreation, Parks, Historic & Cultural Affairs Department.
- 2.1.2. **The Forge:** The facility located at the Art Center West, providing educational programs dedicated to metal arts, including blacksmithing, welding, and bladesmithing. The Forge and its programs are part of the ACW.
- 2.1.3. **ACW Class:** Any program offered by the Roswell Recreation, Parks, Historic & Cultural Affairs Department requiring a participant registration and held at the ACW.
- 2.1.4. **Studio:** Refers to the facility and equipment used by ACW students and instructors to create ceramic and metal arts.
- 2.1.5. **ACW Supervisor:** The City of Roswell employee responsible for managing the ACW and executing its programs.
- 2.1.6. **City of Roswell Liaison:** Same as ACW Supervisor
- 2.1.7. **RCC Member / Membership:** See section 2.3.
- 2.1.8. **FORP:** Friends of the Roswell Parks, Inc.

2.2. **Purpose and Objectives**

- 2.2.1. The Roswell Clay Collective is a booster association for the Art Center West, enhancing the educational effectiveness of ACW programs through the following activities.
  - 2.2.1.1. Fundraising:
    - 2.2.1.1.1. Exhibitions, events, and sales of ceramic and metal artwork created by RCC membership.
    - 2.2.1.1.2. Solicitation of donations and grants via the 501(c)(3) organization *Friends of the Roswell Parks, Inc. dba The Roswell Clay Collective.*

## *Roswell Clay Collective (RCC) Bylaws*

2.2.1.1.3. Sales of logo merchandise such as t-shirts and aprons.

2.2.1.2. Financing:

2.2.1.2.1. Acquisition and maintenance of ACW studio equipment, supplemental to the Roswell City budget for the ACW.

2.2.1.2.2. Artist-led educational workshops for members.

2.2.1.2.3. Community workshops, free or low cost, particularly for local youth and local educators.

2.2.1.2.4. Enhancements to the ACW Artist-in-Residence program and facilities.

2.2.1.2.5. Other expenditures that enhance the effectiveness of the ACW educational programs and community outreach.

2.2.1.3. With approval of the ACW Supervisor, promotion of the art and educational opportunities of the ACW at community art shows and other events.

### **2.3. RCC Membership:**

2.3.1. Anyone who is enrolled in a Full Term ACW Class or in Full Term Independent Study in the current or previous quarter is automatically an RCC Member.

2.3.1.1. Full Term is defined as at least 7 active weeks during a given quarter (Winter, Spring, Summer, or Fall).

2.3.2. RCC Members also include:

2.3.2.1. Instructors teaching an ACW Class in the current or previous quarter.

2.3.2.2. ACW staff, assistants, and artist-in-residents, as designated by the ACW Supervisor.

2.3.2.3. Current RCC Board members.

2.3.3. No dues are required to be a member.

### **2.4. Membership Representation:**

2.4.1. Each RCC Member gets one vote for matters involving general membership voting.

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

### **2.5. Fiscal Year:**

2.5.1. The RCC fiscal year extends from March 1 to February 28 (29).

## *Roswell Clay Collective (RCC) Bylaws*

### **2.6. Board of Directors:**

2.6.1. The RCC Board of Directors consists of the following positions:

2.6.1.1. President - Presides over meetings, oversees RCC activities, and serves as a primary liaison with the ACW Supervisor.

2.6.1.2. Vice President - Assists the President and assumes their duties in their absence.

2.6.1.3. Recording Secretary - Maintains records, meeting minutes, and official RCC documents.

2.6.1.4. General Secretary – Manages RCC member communications and media assets.

2.6.1.5. Treasurer - Manages financial records, pays taxes, and provides financial reports.

2.6.2. All board members receive one equal vote in matters decided by a board vote.

2.6.2.1. Unless otherwise stated in the Bylaws, a majority vote by the board members will pass a resolution.

2.6.3. The board may optionally appoint additional non-voting board members that report to the board.

2.6.3.1. Non-voting board members shall be appointed by the board after the election process for voting board members, by board vote.

2.6.3.2. Non-voting board members may be City of Roswell employees, committee members, legal experts, accountants, etc.

2.6.4. The board shall have the option, by board vote, to shift some board member roles and responsibilities to better match board members' skills and availability to task needs.

2.6.4.1. For example, two Secretary positions, two Co-Presidents, two Treasurer positions.

2.6.5. A board member may resign by submitting an email specifying the resignation date to the rest of the board.

2.6.6. A board member may be removed by motion by another board member, followed by a unanimous vote for dismissal by the remaining board members.

2.6.7. In the case of a board vacancy, the board can appoint a replacement board member to fulfill the vacated term, up to a maximum of 1 year, by a board vote.

### **2.7. Board Elections:**

2.7.1. Board elections shall follow these steps:

2.7.1.1. Call for nominations from the RCC membership for open board positions, through electronic notification, with a nomination period of at least one week.

## *Roswell Clay Collective (RCC) Bylaws*

- 2.7.1.1.1. Open board positions are those for which the current board member is completing their full term of service (see 2.8).
- 2.7.1.1.2. Only RCC Members, excluding full-time City of Roswell employees, shall be eligible for a board election.
- 2.7.1.2. General RCC Membership voting through electronic notification and voting, during a voting period of at least one week.
  - 2.7.1.2.1. Positions with only a single candidate shall not require a vote.
  - 2.7.1.2.2. Positions filled by a board member continuing their multi-year term shall not require a vote.
- 2.7.1.3. Selection of a candidate is based on a plurality of votes from the RCC Members submitting votes.
- 2.7.2. The election shall complete before the current fiscal year ends.
  - 2.7.2.1. Newly elected board members shall assume their role at the start of the next fiscal year.
- 2.7.3. Whenever practical, staggered board member voting cycles shall be used.
  - 2.7.3.1. For example, 3 board positions may be changed in one year, followed by the other 2 board positions changed in the next year.
  - 2.7.3.2. This helps keep seasoned members on the board, eliminating the entire board being in transition at one time without previous knowledge of the organization's activities.
- 2.8. Terms of service for board members:**
  - 2.8.1. The elected board members shall serve for two (2) years according to the RCC fiscal year.
  - 2.8.2. A board member may change board roles after a first year of service.
    - 2.8.2.1. If the change is unanimously approved by the remaining board members, then during the next election the new role will be treated as filled and the vacated role treated as available for election.
    - 2.8.2.2. If the change is not unanimously approved by the remaining board members, then during the next election both the new role and vacated roles will be treated as available for election.
  - 2.8.3. Board members elected by the RCC membership shall not be subject to a limitation on the number of terms they may serve but shall be treated as member candidates for any additional new term.
- 2.9. Committees:**
  - 2.9.1. Non-standing Committees can be formed from time to time as needed to conduct the organization's business efficiently.
  - 2.9.2. A Committee can be formed by Board vote.

## *Roswell Clay Collective (RCC) Bylaws*

- 2.9.3. For each established Committee, the Board shall appoint a Committee Chair.
- 2.9.4. The Committee Chair shall select Committee Members subject to approval by the Board.
- 2.9.5. Committee Requirements per City of Roswell:
  - 2.9.5.1. All committees shall conduct business following the bylaws.
  - 2.9.5.2. All committees shall contain at least one board member and City staff member.
  - 2.9.5.3. 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.

### 2.10. **Friends of Roswell General Membership:**

- 2.10.1. A representative from the organization's general membership, appointed by the Board, shall be a member of the Friends of the Roswell Parks, Inc. (FORP) general membership.
- 2.10.2. The FORP Representative shall serve for two (2) years according to the RCC fiscal year.
- 2.10.3. The FORP Representative may resign by submitting an email specifying the resignation date to the rest of the board.
- 2.10.4. The FORP Representative may be removed by motion by a board member, followed by a majority vote for dismissal by the board.
- 2.10.5. In the case of a FORP Representative vacancy, the board can appoint a replacement FORP Representative.

### 2.11. **Meetings:**

- 2.11.1. The RCC Board shall hold two general membership meetings per year:
  - 2.11.1.1. Annual General Meeting, in the month of the start of the RCC fiscal year (March).
    - 2.11.1.1.1. Introduces the new board, reviews the previous fiscal year, and provides information regarding the forthcoming fiscal year (including spring sales events).
  - 2.11.1.2. Fall General Meeting, in October.
    - 2.11.1.2.1. Reviews the first half of the fiscal year, and provides information regarding the remainder of the year (including the winter sales events).
- 2.11.2. Additional general membership meetings can be held by the board, with reasonable notice of time, date, and location.
- 2.11.3. The board shall make general membership meetings public with reasonable

*Roswell Clay Collective (RCC) Bylaws*

notice.

## *Roswell Clay Collective (RCC) Bylaws*

- 2.11.4. General membership meetings shall take place at a City of Roswell Facility, typically the ACW building.
- 2.11.5. General membership meetings shall include a virtual attendance option, by which attendees can listen to proceedings and electronically submit questions.
- 2.11.6. A Roswell Recreation, Parks, Historic, and Cultural Affairs Department employee shall be present at all board meetings, general membership meetings, and committee meetings.

### 2.12. **Board Voting and Quorum:**

- 2.12.1. A quorum shall be present for a board to vote on an item.
- 2.12.2. A quorum is considered to consist of most of the board plus a city representative.
- 2.12.3. If a quorum is not present, the vote will be postponed until a quorum is present.
- 2.12.4. If a vote is needed outside of a meeting, the voting topic in question shall be provided to the Recording Secretary to initiate the electronic vote for all board members. A quorum shall be met by the recipient's response to the electronic communication. After initial submission, a discussion period shall be allowed for recipients to voice points and counterpoint to the topic. The secretary may then call for a vote, which will be an act of the Board, adherent to all rules listed in the bylaws.

### 2.13. **Books and Records:**

- 2.13.1. The board will keep the financial records and minutes from each meeting.
- 2.13.2. 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.
- 2.13.3. Meeting minutes shall be emailed to or electronically posted for the City of Roswell Representative after each meeting.
- 2.13.4. 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.
- 2.13.5. The board shall ensure any state and federal taxes due from RCC operations shall be paid on time.

### 2.14. **Amendment of Bylaws:**

- 2.14.1. 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.

## *Roswell Clay Collective (RCC) Bylaws*

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

### 2.15. **Use of RCC Funds:**

2.15.1. The Board can authorize the purchase of a single item of goods or services up to and including \$1000 by a majority board vote.

2.15.2. Purchases of a single item of goods or services exceeding \$500 shall be submitted for a general membership vote, and executed only if the majority of responding members vote in favor.

2.15.3. No purchases of RCC goods and services can be made without majority board approval.

2.15.4. The RCC shall not donate funds to any person, organization, or charity unless approved by the Board and the ACW Manager, and there is a clear communication to the membership as to the use of the funds.

2.15.5. Compliant with Section 1.10, no RCC funds shall be used to provide gifts to RCC Members, including ACW staff and assistants.

2.15.5.1. Gifts from member donations collected outside RCC funding and not involving RCC Board members are not prohibited provided such gifts are acceptable per City of Roswell guidelines.

### 2.16. **Fundraising Events:**

2.16.1. The board shall manage the execution of fundraising event(s), including establishing dates and times of operation, establishing operational rules and logistics, determining RCC commission amounts, purchasing supplies and equipment needed for event execution, managing publicity, managing the retention and distribution of earnings, and assuring compliance with tax requirements.

2.16.2. The board may appoint leads from the membership for key event-related activities.

### 2.17. **Merchandise Sales:**

2.17.1. The boards can raise funds for the RCC by purchasing and reselling merchandise related to the RCC mission to members and the general public.

2.17.1.1. For example, logo'ed t-shirts and aprons, ceramic items created and donated by members.