

BYLAWS

VETERANS HIGH SCHOOL TOUCHDOWN CLUB

ARTICLE I – GENERAL

Section 1. Name.

The name of the “Club” is Veterans High School (VHS) Touchdown Club, which shall be referred to herein for convenience as the “VHS TD Club.”

Section 2. Authority of Organization.

The VHS TD Club is a non-profit, all volunteer, adult booster organization, organized pursuant to authority contained in the BYLAWS of the Georgia High School Association (GHSA), VHS BOOSTER CLUB, INC and by permission of the VHS Principal, Athletic Director and/or Football Head Coach.

In order for the VHS TD Club to remain as a sanctioned Committee of VHS BOOSTER CLUB, INC the VHS TD Club shall adhere to all requirements contained within “BYLAWS OF VETERANS HIGH SCHOOL BOOSTER CLUB, INC.” as well as VHS School, all local, county, state, and federal requirements as applicable.

The VHS TD Club is a Committee under VHS Booster Club, Inc and is granted 501C status as such.

Section 3. Office of VHS TD Club.

The principal office of the VHS TD Club shall be the Athletic Department, Veterans High School. Mailing address: P.O. Box 52, Bonaire, Georgia 31005 or VHS TD Club In-Care-of Veterans High School Athletics Department 340 Piney Grove Rd, Kathleen, GA 31047.

Section 4. Fiscal Year.

The fiscal year of the VHS TD Club shall be that selected by the Executive Board and having been so determined is subject to change from time to time as the Executive Board shall determine. Normally, it shall run from the date of July 1 to June 30 each year.

ARTICLE II – PURPOSES AND POWERS

Section 1. Purposes.

a. To support and promote in every way possible ALL VHS football activities, and any such other activities not inconsistent with these BYLAWS, Veterans High School, and to the degrees determined by the Executive Board.

The Officers and Members shall at all times keep the best interests of the school paramount in their thoughts and actions.

b. The VHS TD Club is expressly prohibited from and shall never attempt to enter into the policy making and/or administration of Veterans High School. No Officer or Member, acting as a representative of the VHS TD Club, will seek to interfere in the actions of the School Administration, or more specifically the Houston County Board of Education.

c. The VHS TD Club is NOT a communication device or go between a parent/guardian/athlete and the Football Head Coach, other coaches nor school administration regarding concerns or grievances about one's student athlete. Concerns/Grievances should be handled in accordance with school guidelines.

d. To Promote and encourage the highest type of sportsmanship among students and adults.

e. To promote and encourage the highest degree of scholastic achievement among students and student athletes.

f. Political Activity. The VHS TD Club is expressly prohibited from engaging in any political activity whatsoever. Specifically, the VHS TD Club, acting as a body, shall not lend its' name to nor indorse any candidate for public office nor shall the meetings of said VHS TD Club be used to allow political speeches of any type.

Section 2: Powers.

The VHS TD Club shall have power to do whatever is necessary, conducive, incidental, or advisable to accomplish and promote its' purposes, **EXCEPT** carrying on a business or trade for profit of its' members, and in connection therewith shall have, but not limited to, the following powers: (See Article XIV)

a. To appoint such Subcommittees as may be necessary to, or convenient in, the discharge of any of its' obligations or powers.

b. To expend its' moneys for the payment and discharge of all proper cost, expenses, and obligations incurred in carrying out all or any of these powers in furtherance of its' purposes and objectives.

- c. To sponsor awards as recommended by the Athletic Director/Football Head Coach. No awards shall be given to any person without the prior approval of the Football Head Coach and/or Principal, and the Executive Board.
- d. To sponsor athletic training camps as requested by the Athletic Director/Football Head Coach.
- e. To sponsor social events for VHS TD Club membership and school athletes as deemed practical and appropriate.
- f. To sponsor efforts consistent with these BYLAWS to promote and create a strong “school spirit.”
- g. To sponsor and conduct activities as necessary to raise funds for support of VHS TD Club activities and the attainment of its’ purposes.

ARTICLE III – MEMBERSHIP

Section 1. General Membership.

All persons interested in, who are willing to uphold the policies of the VHS TD Club, work to actively promote its’ purposes and objectives and subscribe to its BYLAWS, may become members upon payment of annual dues as prescribed by Section 2, below.

This organization welcomes all people into its membership regardless of race, sex, age, sexuality, gender, religion, disability, national origin, or other protected group.

Executive Board Officers, Executive Board Members and Members with voting privileges will be limited to parents/lawful guardian of current members of the VHS football program and local community and business leaders who are in good standing.

One vote is granted to each Membership Family/household regardless of number of individuals in that family/household regardless of the number of participating student athletes in that family/household. Exception permanently split families if both households are eligible, join and each pay the membership fee separately.

Membership is open all year; however, runs annually and expires on March 30th at 12:00AM each year, regardless of date joined.

Section 2. Membership Dues.

The annual dues for VHS TD Club Members shall be \$50.00 per family/household. The VHS TD Club may issue membership cards or other proof of membership as needed to Members to assure proper control and identification. A roster of Members shall be kept sufficiently current to insure proper identification and control. The Executive Board will be responsible for determining business sponsorship levels, VIP packages and fundraising levels annually.

ARTICLE IV – EXECUTIVE BOARD, DUTIES AND RESPONSIBILITIES

Section 1. Defined, Powers and Responsibilities.

The Executive Board shall consist of duly elected Officers of the VHS TD Club, VHS Athletic Director/Football Head Coach and eight (8) VHS TD Club Members elected by the membership. The eight (8) VHS TD Club Members will simply be known as Executive Board Members with no specific elected duties.

Executive Board Members may be elected at the annual election meeting of the general membership or at the next general membership meeting, whichever is convenient to the incoming officers.

The Executive Board shall have authority to appoint a member to fill the unexpired term of an Executive Board Member. Subject to any limitations of these BYLAWS, all powers of the VHS TD Club shall be exercised by and under the authority of the Executive Board.

Specifically, the Executive Board shall have authority to conduct, manage, and control the affairs and business of the VHS TD Club and to make such rules and regulations therefor not inconsistent with law and these BYLAWS as they deem best in the pursuit of the objectives of the VHS TD Club.

A report of the transactions of the Executive Board shall be made to the membership at general meetings and social events.

The VHS Football Head Coach will be a non-voting advisor of the Executive Board.

Section 2. Executive Board Meetings.

All meetings of the Executive Board shall be held as deemed necessary by the Executive Board, but not less than 6 per calendar year.

Special meetings can be called as needed by the Officers or Executive Board with proper notification of ALL Officers, Executive Board Members, advisors, and VHS TD Club Members with no less than a 3-day notice.

Membership meetings shall be biannually to quarterly as deemed necessary by the Executive Board.

These will be exclusive to VHS TD Club Members. Only VHS TD Club Members are allowed in attendance unless invited as a guest and announced as such. Invited guest must be released/dissmised before business is conducted unless approved by a majority vote of those present.

Meetings will normally be held on the school premises; however, the Executive Board may designate such other places as may be necessary in the conduct of the affairs of the VHS TD Club.

Section 3. Quorum.

A quorum of eight (8) members of the Executive Board (which is 2/3 of the Executive Board) must be present before business may be legally transacted.

All actions taken by the Executive Board shall be by majority vote of those Members present and voting.

Section 4. Veto of Actions.

The Principal/Athletic Director/Football Head Coach of Veterans High School, acting independently or in consort, shall have authority to veto actions of the VHS TD Club they determine to be not in the best interest of the school and the purposes for which the VHS TD Club exists.

Such vetoes shall be in writing and point out specific instances requiring corrective action by the VHS TD Club.

ARTICLE V – OFFICERS AND THEIR DUTIES

Section 1. General.

The Officers of the VHS TD Club shall be a Chairman, a Vice Chairman, a Secretary, and a Treasurer, and each of them shall be elected by the general membership.

Only VHS TD Club Members current, in good standings and with an athlete in the VHS football program are eligible to be nominated to or hold an Executive Board position.

The VHS TD Club Executive Board may also appoint one (1) Assistant Secretary and one (1) Assistant Treasurer as needed. Assistants gain no additional voting authority except in the absence on the office to which they are assigned.

The Executive Board is authorized to appoint individuals to fill the unexpired term of Officers except for the Chairman, which shall be filled as provided in section 2b, below.

Section 2. Duties of Officers.

a. Chairman

- The Chairman shall be the chief executive officer of the VHS TD Club and shall, subject to the control of the Executive Board, have general supervision, direction and control of the business and Officers of the VHS TD Club.
- The Chairman shall be the presiding officer of all Executive Board meetings with powers and duties prescribed for presiding officers in Robert's Rules of Order.
- The Chairman shall preside at all membership meetings and present at each annual meeting of the organization an annual report of the work of the organization.
- The Chairman shall see that all books, reports, and certificates as required by law are properly kept or filed by the Executive Board Members.

- The Chairman may be one of the Officers who may sign the checks or drafts of the organization and have such powers as may be reasonably construed as belonging to the chief executive of the organization.
- The Chairman may assist in appointing Chairmen and Members of subcommittees, Standing or Special. The Chairman shall have the authority to dissolve subcommittees as necessary in the execution of his office in the best interest of the VHS TD Club and football program.
- The Chairman shall be an ex-officio member of all Standing Subcommittees, except for the Nominating Subcommittee.
- The Chairperson shall be a non-voting member of the Executive Board.

The Chairperson shall be a non-voting member of the Executive Board.

b. Vice Chairman.

- In the absence or disability of the Chairman, the Vice Chairman shall perform all the duties of the Chairman, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman.
- The Vice Chairman shall perform such other duties as prescribed by the Executive Board, the Chairman, or these BYLAWS.
- Due to an inability of the Chairman to serve out his term of office, the Vice Chairman shall be installed as Chairman by the Executive Board and serve the remainder of that elected term.

c. Secretary.

- The Secretary shall keep a book of minutes of all meetings of the Executive Board and general membership, showing time and place of meetings, whether special or regular, and the proceedings thereof.
- The Secretary shall be responsible for notification to the members of meetings of the VHS TD Club within one week of regularly scheduled meetings and within 3 days of special meetings. The Secretary shall be responsible for handling the correspondence of the VHS TD Club and perform such other duties as may be prescribed by the Chairman/Vice Chairman
- The Secretary shall ensure all meeting agendas and minutes are at all times open to inspection by any VHS TD Club Member.
- The Secretary shall file any certificate(s) required by any statute, federal or state, serve all notices to members of the organization and submit any documents needed to Veterans High School Booster Club, Inc.
- The Secretary may be one of the Officers able to sign the checks and drafts of the organization.
- The Secretary shall keep all records of the VHS TD Club, except such as are assigned to the Treasurer.

d. Treasurer.

- The Treasurer shall keep and maintain adequate and correct accounts of the properties and business transactions of the VHS TD Club. The books of account of the VHS TD Club shall be at all times open to inspection by any VHS TD Club Member or VHS Booster Club, Inc representative.
- The Treasurer shall be the custodian of all financial records, shall maintain an accurate record of all collections and deposits made in the VHS TD Club's bank account for all incoming funds, shall pay out money from the organization's funds for all authorized expenses and shall keep a file of all receipts and vouchers for such transactions.
- The Treasurer shall receive and deposit all monies and other valuables in the name of or to the credit of the VHS TD Club. Official depository of the VHS TD Club will be as designated from time to time by the Executive Board.
- The Treasurer shall be authorized to sign checks or drafts of the organization.
- The Treasurer shall hold a credit card for the VHS TD Club in order to assist with purchases. ALL credit card statements and transactions shall be part of the treasurer's books of accounting.
- No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.
- The Treasurer shall make a report to the Executive Board of its financial condition each meeting and be prepared to provide an account of all transactions of the VHS TD Club upon request. The Treasurer shall make a full report to the general membership at the annual election meeting and perform such other duties as may be prescribed by the Executive Board,

e. Executive Board Members

- Executive Board Members may be appointed to act as Chairmen of VHS TD Club Standing or Special Subcommittees throughout their term.
- Executive Board Members shall act as Member representatives to the Executive Board and as such, have voting responsibilities.
- Executive Board Members may be assigned duties by the Executive Board as needed in order to carry out or conduct VHS TD Club business.

ARTICLE VI – MEMBERS MEETINGS

Section 1. Meetings.

Membership meetings shall be biannually or quarterly or as deemed necessary by the Executive Board. These will be exclusive to VHS TD Club members. All parents' meetings are not considered membership meeting unless all in attendance are VHS TD Club members. Only VHS TD Club members are allowed in attendance unless invited by the Executive Board as a guest and announced as such.

Invited guest must be released/dismitted before business is conducted unless approved to say by a majority of those in attendance.

Meetings will normally be held on the school premises; however, the Executive Board may designate such other places as may be necessary in the conduct of the affairs of the VHS TD Club.

In special circumstances, meetings may be held virtually and shall provide a phone link in order to accommodate those individuals without adequate internet access. These meetings will continue to follow Robert's Rules of Order, as do all regular membership meetings. Virtual voting will also be allowed in special circumstances as deemed necessary by the Executive Board in order to conduct business in a timely manner.

Section 2. Quorum.

A quorum for all membership meetings is considered to be 51% of the membership before business may be transacted.

All actions taken by the membership shall be by majority vote of those members present and voting.

ARTICLE VII – OFFICER AND EXECUTIVE BOARD NOMINATIONS

Nominations

- a. Nominations for VHS TD Club Officer and Executive Board Member positions shall be from among all eligible VHS TD Club Members. A Nominations Subcommittee of six (6) Members appointed by the Executive Board will validate all Members for eligibility or ineligible based on requirements in Article III, section 1.
- b. Nominations will be solicited and accepted by the Nominations Subcommittee via electronic means, by voice and signup sheet at member meetings. The Nominations Subcommittee will solicit the nominee's consent or declination. Nominee's response will be made known to the membership.
- c. The election shall be by secret written ballot only when there is more than one (1) nominee for the same office.
- d. Newly elected Officers shall be installed at the Winter (approximately February or March) membership meeting and take office the first meeting following that membership meeting.

ARTICLE VIII – OFFICER AND EXECUTIVE BOARD ELECTIONS

Section 1. Elections.

Executive Board Members shall be elected at the quarterly Winter meeting (approximately February or March) membership meeting by majority vote.

For any contested Executive Board position, nominees shall have 5 minutes each to make introductions and discuss their qualifications followed by open questions from the floor. Open questions shall not exceed 10 minutes. The preceding vote shall be by secret ballot.

Section 2. Terms of Office.

Officers and Executive Board Members, elected or appointed annually, shall be ineligible to serve more than six (6) consecutive terms or (6) nonconsecutive terms of office or any combination of offices.

Specifically, the maximum length of service as an Officer or Executive Board Member within any period shall be six (6) years regardless of Executive Board officer or member position.

This restriction may be waived only upon request of the incoming elected Officers, by approval of the general membership, and by majority vote of those Members present and voting.

In the event an Officer's or Executive Board Member's athlete is deemed disqualified/removed permanently from the VHS football program that Officer or Executive Board Member will vacate the position within 30 days of notice. The Executive Board will fill all vacancies within 30 days.

Section 3. Recall.

Officers and Executive Board Members can be recalled from Executive Board positions and replaced by the remaining VHS TD Club Executive Board Members as needed or warranted with a two-thirds (2/3) vote.

VHS TD Club Officers or Executive Board Members may be recalled by petition, and signed by, at least, 10 members is delivered to the Chairman, or Vice Chairman, or Secretary, the Officer in question and the membership shall be notified of the recall petition prior to the next regular meeting, which is, at least, seven (7) days from the date of such delivery, at which time a secret ballot vote shall be held. If the vote is affirmative by a majority of the Members present and voting, the Officer shall be immediately recalled. VHS TD Club Officers who have failed to comply with these BYLAWS and/or has been removed from office by a majority vote will not be eligible for re-election. Recall should be without prejudice to the rights, if any, of the person so removed.

In the event of a recall of the entire slate of Officers, the VHS Football Head Coach, as ex-officio member of the Executive Board, shall preside over the election of a new slate of officers within 30 days.

As representatives of the VHS TD Club, VHS Booster Club, Inc, VHS, and Community; All VHS TD Club Officers, Executive Board Members, Subcommittee Members and Members shall conduct themselves morally, ethically, and professionally.

ARTICLE IX – SUBCOMMITTEES AND DUTIES

Section 1. General.

The Executive Board shall have the power to appoint such subcommittee as deemed advisable for the welfare of the VHS TD Club, and the Executive Board shall have the power to dissolve such subcommittees at any time.

Subcommittees should keep records of their individual subcommittee meeting and report back to the Executive Board at the next scheduled meeting.

Section 2. Standing Subcommittees.

Standing Subcommittees are those that may function for the entire year. Chairpersons of Standing Subcommittees shall be appointed by the Executive Board. The Chairperson shall determine the number of persons on the subcommittee. Standing Subcommittees may be, but are not limited to the following:

Membership - The Membership Chairperson shall have the responsibility of building and retaining membership and extending acts of courtesy on behalf of the VHS TD Club. The subcommittee's primary function is to direct all activities pertaining to procurement and retention of Members.

Motivated Moms - The Chairperson shall ensure that each Member is advised of special events and meetings and any other pertinent information deemed necessary by the Chairman, Executive Board or Football Head Coach.

Dedicated Dads - The Chairperson shall ensure that each Member is advised of special events and meetings and any other pertinent information deemed necessary by the Chairman, Executive Board or Football Head Coach.

Spirit Wear - The Chairperson shall be responsible for the selecting, designing, ordering, and selling of sport/spirit wear, annual program, and all other merchandise throughout the year. They are responsible for the “Apparel Trailer” to include moving it to and from locations as well as its operation. They are responsible for informing the Executive Board of any trailer registration needs.

“Feed-the-Birds” Pre-game Meal - The Chairperson will work with the Football Head Coach to plan the menu, find the location, set the fees, cook, serve and/or clean-up as necessary during the football season. They will be responsible for finding volunteers to assist them in these duties.

Stadium Game Day - The Chairperson shall work with the Football Head Coach to evaluate the needs of the stadium as well as Game Day setup/takedown and game operations. Responsibilities include, but are not limited to, ALL home Game Day field setup/takedown, referee meal/beverage, press box meal/beverage, Down Marker/Chain Gang (3), Goal Post Pads, End zone Markers, etc. A work schedule will be set, workers notified, and materials purchased prior to the workday(s).

Golf Tournament - The Chairperson will be responsible for all aspects of the golf tournaments to include, but not limited to, obtaining teams, soliciting sponsorships, coordinating with the golf course, collecting team registrations/fees, coordinating volunteers to help work the event and providing a report to the Executive Board on the success of the event.

Media - The Chairperson will be responsible for working with the Vice Chairman on the Football Program. The Chairperson will be responsible for coordinating with the sponsorship team in order to verify sponsorships, packages, graphics, and payment of advertising. The Chairperson will coordinate with the Football, Cheerleading, Band, and ROTC teams in order to consolidate, proof, edit and distribute information that will be included in the program. During home games, the Chairperson will assist in organizing and setting-up program sales. The Chairperson will also be responsible for assigning a member who will update the website and social media sites. The Chairperson will assist in finding a photographer for events.

Nominating/Election - The Chairperson and subcommittee shall be comprised of one parent from each grade level during the October or November business meeting. The responsibility of the subcommittee is to validate eligible nominees and prepare a slate of eligible officers for the upcoming

Banquet - The Chairperson shall be appointed by the Executive Board and the subcommittee should

be made up of one parent from each grade level. The responsibility of this subcommittee is to evaluate and recommend an adequate and reasonable facility for the annual Football Banquet. The subcommittee shall handle reservations, collection and decorations and all other details pertaining to the Football Banquet.

Finance - The Chairperson shall be the Vice Chairman and three members appointed by the Chairman.

A review by the Finance Subcommittee shall be completed yearly before the new Treasurer takes office. The responsibility of the subcommittee shall be to thoroughly review and examine the financial books and records of the Treasurer and report to the membership during a business meeting. The subcommittee will provide an annual budget to the Executive Board.

The Executive committee reserves the right to modify sub-committees with the approval of Head Coach and General Membership on an annual basis.

ARTICLE X – SCHOLARSHIP FUND

The VHS TD Club shall have the authority to establish the VETERANS HIGH SCHOOL TOUCHDOWN SCHOLARSHIP FUND, from moneys available from its operating funds and donations made to the fund from time to time by interested citizens. Said funds shall make, subject to having qualified candidates, annual awards of two (2) scholarships in an amount to be determined by the Executive Board. Normally, the award shall be not less than \$300.00.

The number of scholarships and the amount may be increased or decreased, subject to availability of funds, by the Executive Board.

Awards will be limited to a deserving Senior VHS Football Players that has Lettered in Football while attending VHS and is pursuing a post-secondary education. Other selection criteria will be as established by the Executive Board.

ARTICLE XI – MISCELLANEOUS

Section 1. Checks and Drafts.

a. All checks, drafts, or other orders for payment of moneys issued in the name of the VHS TD Club may be signed by the designated representatives which shall include, but are not limited to, the Chairman, Treasurer, and the Football Head Coach. There shall be a minimum of 3 representatives from the VHS TD Club for these duties.

b. All checks, drafts and other instruments of payment made payable to the VHS TD Club shall be indorsed by such person or persons and in such manner as shall be determined by the Executive Board.

c. The Executive Board shall be authorized to expend up to and including One Hundred dollars (\$100.00) as an emergency fund for necessary VHS TD Club expenses. Such expenditures shall be reported at the next meeting of the Executive Board and made a matter of record in the minutes of the VHS TD Club with appropriate receipts and/or documentation for said expenditures.

Section 2. Expenditure of Funds.

- a. All requests for expenditure of funds in support of the athletic programs and activities of the schools shall originate with and be requested by the Executive Board/Athletic Director/Football Head Coach or designated subcommittee.
- b. All other requests for the expenditure of funds in support of the VHS TD Club and its purposes shall originate with a Member or Executive Board Member.
- c. All expenditure of funds shall be by majority vote of the Executive Board.
- d. All financial expenditures over Fifteen Thousand Dollars (\$15,000) shall be voted upon by the general membership.

Section 3. Inspection of VHS TD Club Records.

- a. The membership roster, the books of account and minutes of members and Executive Board meetings, shall be open to inspection by any member within seven (7) calendar days.
- b. VHS TD Club records shall be open to inspection by the Athletic Director/Football Head Coach, School Principal and the Executive Secretary of Georgia High School Association, Veterans High School Booster Club, Inc. or their designated representative, at any reasonable time and for purpose reasonably related to their respective interests.

ARTICLE XII – DISSOLUTION CLAUSE

If for any reason, the VHS TD Club shall dissolve, all information maintained by and for the VHS TD Club use and operation will be given to the VHS Football Head Coach by every Officer, Executive Board, and every subcommittee.

Funds from the VHS TD Club account in excess of outstanding debt will be donated to the VHS Football Program.

ARTICLE XIII - AMENDMENTS

This Constitution and BYLAWS may be amended or repealed, and new BYLAWS adopted at any regular or special meetings of the membership of the VHS TD Club, by majority vote of the qualified VHS TD Club Members present and voting, provided notice of the amendment was given to the membership at the previous special or regular meeting or via electronic notification no less than 7 days prior to the vote.

ARTICLE XIV - CONFLICT OF INTEREST POLICY

Section 1. Purpose

The purpose of the conflict-of-interest policy is to protect this tax-exempt organizations interest when contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer, Executive Board Member or Subcommittee Member might result in a possible excess benefit transaction.

This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

1. Interested Person - Any Officer or Executive Board Member or Member of a Subcommittee with the governing delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest - A person has a financial interest if the person has, directly, or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the VHS TD Club has a transaction or arrangement.

b. A compensation arrangement with the VHS TD Club or with any entity or individual with which the VHS TD Club has a transaction or arrangement, or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the VHS TD Club is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

d. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Executive Board or Membership decides that a conflict of interest exists.

Section 3. Procedures

1. Duty to Disclose

In connection with an actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Executive Board and Members of Subcommittees with powers considering the proposed transaction or arrangement.

2. Procedures for Determining Whether a Conflict of Interest Exist

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Executive Board or Members meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Executive Board shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the Executive Board or Members meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The Executive Board may appoint a disinterested person or subcommittee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the Executive Board shall determine whether the VHS TD Club can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under the circumstances not producing a conflict of interest, the Executive Board shall determine by a majority vote of the disinterested members, whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In

conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Procedures for Violations of the Conflicts of Interest Policy

a. If the Executive Board or a Subcommittee has reasonable cause to believe a Member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the Member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the Member's response and after making further investigation as warranted by the circumstances, the Executive Board or Subcommittee determines that the Member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Presented to VHS TD Club Members by Majority Vote on May 18, 2023

Approved by VHS TD Club Members on May 18, 2023

Approved: _____/_____ Chairman VHS TD Club on _____ PRINT SIGN DATE

Approved: _____/_____ VHS Football Head Coach _____ PRINT SIGN DATE



Approved on May 18, 2023, by open vote of Touchdown Club Members

Presiding Chairman: Jason Maxwell