



BYLAWS

Article I. NAME, PURPOSE, AND LIMITATIONS

Section 1.01 Name

The name of this organization is GEORGIA SEA HAWKERS LTD, a Domestic Nonprofit Corporation incorporated in the State of Georgia on February 22, 2024. The Georgia Seahawks Booster Club operates as a program of Georgia Sea Hawks Ltd.

Section 1.02 Charitable Purpose

Georgia Sea Hawks Ltd is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 1.03 Mission

To build and support the community of 12s in Georgia and the greater community through charitable, educational, and community-service activities.

Section 1.04 Vision

To be a place where Seattle Seahawks fans can gather, build relationships, establish community, and contribute to charitable causes in the spirit of the 12s.

Section 1.05 Limitations

- a) No part of the net earnings shall inure to the benefit of any Director, officer, member, or private individual.
- b) The organization shall not engage in substantial attempts to influence legislation.
- c) The organization shall not participate in or intervene in any political campaign.
- d) The organization shall not carry on activities not permitted for organizations exempt under Section 501(c)(3).

Article II. DEFINITIONS

Section 2.01 Definitions

For the purposes of these bylaws, the following terms shall have the meanings set forth below:

- a) “Board” or “Board of Directors.” - The governing body of Georgia Sea Hawkers Ltd, consisting of all officers and directors as identified in these bylaws.
- b) “Director” - An individual elected or appointed to serve on the Board of Directors with full voting rights.
- c) “Officer” - A Director who holds one of the designated officer positions: President, Vice President, Secretary, or Treasurer.
- d) “Member” - An individual or organization that has completed the enrollment process, paid applicable dues (if any), and remains in good standing.
- e) “Good Standing” - A status indicating that a member has paid required dues (if applicable), complies with organizational policies, and has not engaged in conduct harmful to the organization’s mission.
- f) “Quorum” - The minimum number of Directors or members required to conduct official business as defined in these bylaws.
- g) “Majority Vote” - More than half of the votes cast by individuals entitled to vote on a matter at a meeting with a quorum present.
- h) “Program Participant” - An individual who participates in the Georgia Seahawks Booster Club program but is not necessarily a corporate member of Georgia Sea Hawkers Ltd.
- i) “Conflict of Interest” - A situation in which personal, financial, or other interests could impair, or reasonably appear to impair, an individual’s objectivity or loyalty to the organization.
- j) “Policies” - Written rules, procedures, or guidelines adopted by the Board to govern the operations of the organization. Policies may be amended by the Board without amending these bylaws.
- k) “Fiscal Year” - The 12-month period beginning September 1 and ending August 30.
- l) “Sea Hawkers Central Council” - The national governing body with which Georgia Sea Hawkers Ltd is affiliated as the official Georgia chapter.

**Article III. MEMBERSHIP IN GEORGIA SEA HAWKERS LTD
(CORPORATE MEMBERSHIP)**

Section 3.01 Membership Categories

Membership may consist of:

- a) Individual Members — persons who support the mission.
- b) Organizational Members — businesses, nonprofits, or other entities that support the mission.

Section 3.02 Dues Structure

- a) Individual and organizational members may be subject to different dues structures as established by the Board.
- b) Dues support the organization's charitable and operational activities.
- c) Failure to pay dues within the timeframe established by the Board may result in loss of voting rights or membership status.
- d) The Board shall establish and may amend dues by majority vote.

Section 3.03 Eligibility and Good Standing

Members are in good standing when they:

- a) Have paid required dues (if applicable).
- b) Comply with organizational policies.
- c) Have not engaged in conduct harmful to the organization's mission.

Section 3.04 Voting Rights

- a) Individual members who are 16 years of age or older and in good standing may vote.
- b) Organizational members may designate one voting representative age 16 or older.
- c) Each member (individual or organizational) receives one vote.
- d) The Board may authorize electronic voting methods consistent with Georgia law.

Section 3.05 Enrollment

Membership is established upon completion of the enrollment process and payment of applicable dues.

Article IV. GEORGIA SEAHAWKS BOOSTER CLUB (PROGRAM MEMBERSHIP)

Section 4.01 Program Status

The Georgia Seahawks Booster Club operates as a program of Georgia Sea Hawkers Ltd.

Section 4.02 Participation Requirements

- a) Participation in the Booster Club is free and open to the public.
- b) Participants must comply with rules established by the Sea Hawkers Central Council. These requirements apply solely to participation in the Booster Club program and do not affect corporate membership or governance.

Section 4.03 Central Council Dues

Georgia Sea Hawkers Ltd may pay any required Central Council dues on behalf of all Booster Club participants.

Section 4.04 Voting Rights

Booster Club participation does not confer voting rights in Georgia Sea Hawkers Ltd.

Article V. MEETINGS

Section 5.01 Board Meetings

- a) Held at least quarterly.
- b) Quorum: 51% or current Board members.
- c) Each Director has one vote.
- d) The President votes only to break a tie.
- e) Meetings may be held electronically.

Section 5.02 Membership Meetings

- a) The Annual Meeting shall be held in August each year.
- b) Special Meetings may be called by a majority of the Board or 10% of voting members.
- c) Quorum: 10% of voting members.
- d) Meetings may be held electronically.

Section 5.03 Voting Procedures

- a) Members age 16+ may vote.
- b) The majority vote wins.
- c) No proxy voting.
- d) If a quorum is not met, no binding vote may occur.

Article VI. ARTICLE V — BOARD OF DIRECTORS

Section 6.01 Composition

The Board of Directors shall consist of the following officers and directors:

- a) President
- b) Vice President
- c) Secretary
- d) Treasurer
- e) Director of Membership
- f) Director of Communications
- g) Director of Community Service
- h) Director at Large

All officers serve as Directors and full voting members of the Board. The President votes only to break ties.

Section 6.02 Terms of Office

- a) Directors serve **two-year terms**.
 - (i) Even - Year Elections
 - Vice President
 - Secretary
 - Director of Communications
 - Director of Membership
 - (ii) Odd - Year Elections
 - President
 - Treasurer
 - Director of Community Service
 - Director at Large

Section 6.03 Mid-Term Vacancies

- a) Vacancies may be filled by nomination from any Director and approved by a majority vote of the Board.
- b) All organizational property must be returned within 30 days.
- c) Failure to return property may result in legal action.

Section 6.04 Removal of Directors

- a) A Director may be removed for:
 - (i) Failure to meet attendance requirements. Directors are expected to attend at least 75% of Board meetings annually unless excused by the Board.
 - (ii) Violation of fiduciary duties.
 - (iii) Conduct harmful to the organization's mission.
- b) Removal requires a majority vote of the Board after notice and an opportunity to respond.

Section 6.05 Transition of Responsibilities

A minimum one-month transition period follows each election.

Section 6.06 Director Roles and Responsibilities

a) President

- (i) Serves as the Chief Executive Officer of the organization.
- (ii) Presides over all Board and membership meetings.
- (iii) Ensures that the organization operates in accordance with its mission, bylaws, and charitable purpose.
- (iv) Executes contracts, agreements, and other instruments on behalf of the organization when authorized by the Board.
- (v) Serves as an ex officio member of all committees.
- (vi) Represents the organization in external relationships and affiliations.
- (vii) Votes only to break a tie.

b) Vice President

- (i) Assists the President in carrying out executive duties.
- (ii) Presides over meetings and represents the organization in the President's absence.
- (iii) Supports coordination of Board activities and oversight of committees.
- (iv) May be assigned specific operational or strategic responsibilities by the Board.

c) Secretary

- (i) Maintains accurate records of all Board and membership meetings.
- (ii) Distributes meeting minutes to the Board within ten (10) days of each meeting.
- (iii) Maintains the organization's official documents, including bylaws, policies, and correspondence.
- (iv) Ensures compliance with notice requirements for meetings and amendments.
- (v) May assist with filing required reports or registrations.

d) Treasurer

- (i) Oversees the financial affairs of the organization.
- (ii) Maintains accurate records of income, expenditures, and account balances.
- (iii) Deposits funds in a Board-approved financial institution.
- (iv) Provides financial reports at each Board meeting.

- (v) Prepares an annual budget for Board approval.
 - (vi) Ensures compliance with financial controls, including dual authorization for withdrawals.
 - (vii) May coordinate with external accountants or auditors as needed.
- e) Director of Membership
- (i) Maintains an accurate, up-to-date roster of members.
 - (ii) Coordinates member enrollment, renewals, and status updates.
 - (iii) Supports member engagement, retention, and outreach efforts.
 - (iv) Reports membership statistics and trends to the Board.
 - (v) May assist with onboarding new members and organizing member events.
- f) Director of Communications
- (i) Manages the organization's official communications, including social media, newsletters, and announcements.
 - (ii) Ensures that all messaging aligns with the organization's mission and branding standards.
 - (iii) Coordinates communication strategies for events, campaigns, and public outreach.
 - (iv) May serve as liaison to media or external partners.
 - (v) Maintains access credentials and archives for communication platforms.
- g) Director of Community Service
- (i) Coordinates volunteer activities, charitable initiatives, and service projects.
 - (ii) Identifies opportunities for community engagement aligned with the organization's mission.
 - (iii) Works with external partners, nonprofits, and beneficiaries to plan and execute service events.
 - (iv) Tracks participation and impact of community service efforts.
 - (v) Reports outcomes and recommendations to the Board.
- h) Director at Large
- (i) Serves as a full voting member of the Board.
 - (ii) Assists other Directors as needed across operational and strategic areas.
 - (iii) With approval of the Board, may assist the President in the absence of the Treasurer, or assist the Treasurer in the absence of the President.

- (iv) May be assigned special projects or responsibilities by the Board.
- (v) Provides general support to ensure continuity and responsiveness in Board operations.

Article VII. COMMITTEES

- a) The Board may establish or dissolve committees.
- b) The President appoints chairs.
- c) Committees operate under Board-approved charters.

Article VIII. FINANCES

Section 8.01 Deposits and Accounts

Funds must be deposited in a financial institution approved by the Board of Directors.

Section 8.02 Authority

The President and Treasurer may deposit, transfer, or withdraw funds, subject to financial controls adopted by the Board.

With approval of the Board, the Director at Large may assist the President in the absence of the Treasurer, or assist the Treasurer in the absence of the President.

Section 8.03 Expenditures

- a) Expenditures over \$500 require approval by a majority of Directors present at a meeting with a quorum.
- b) The Board shall adopt and maintain written financial controls consistent with 501(c)(3) standards.
- c) Detailed financial procedures shall be maintained in policy rather than in these bylaws.

Section 8.04 Fiscal Year

The fiscal year of Georgia Sea Hawkets Ltd shall begin on **September 1** and end on **August 30** of each year.

Article IX. AFFILIATION

Georgia Sea Hawkers Ltd shall affiliate with the Sea Hawkers Central Council. The Booster Club operates as the official Georgia chapter under this affiliation.

Article X. CHARITABLE CONTRIBUTIONS

Organizational charitable contributions of time, items, or funds require Board approval.

Article XI. CONFLICT OF INTEREST POLICY

Section 11.01 Purpose

The purpose of this Conflict of Interest Article is to protect the integrity and independence of Georgia Sea Hawkers Ltd by ensuring that decisions are made in the best interests of the organization and not influenced by personal or financial interests.

Section 11.02 Definition of Conflict of Interest

A conflict of interest exists when a Director, officer, committee member, or member of the organization has a personal, financial, or other interest that could impair, or reasonably appear to impair, their objectivity or loyalty to the organization.

Conflicts may be actual, potential, or perceived.

Section 11.03 Duty to Disclose

All Directors and officers must promptly disclose any situation that may involve a conflict of interest, including financial interests, relationships, or affiliations that could influence their judgment.

Section 11.04 Recusal

Any individual with a conflict of interest must:

- a) Disclose the conflict to the Board
- b) Refrain from participating in the discussion unless requested for clarification
- c) Recuse themselves from voting on the matter

No individual with a conflict of interest may be present during the vote on the matter

The minutes shall reflect the disclosure and the recusal.

Section 11.05 Annual Disclosure

All Directors and officers shall complete an annual conflict-of-interest disclosure form and update it as circumstances change.

Section 11.06 Board Determination

After disclosure, the disinterested Directors shall determine whether a conflict of interest exists and, if so, what actions, if any, are necessary to protect the organization.

Section 11.07 Prohibited Conduct

No Director, officer, or member shall:

- a) Use their position for personal gain
- b) Accept gifts, favors, or compensation that could influence decision-making
- c) Participate in decisions that improperly benefit themselves, family members, or related organizations

Section 11.08 Written Policy

The Board shall adopt and maintain a written Conflict of Interest Policy consistent with IRS requirements. The policy shall include detailed procedures for disclosure, review, documentation, and enforcement.

Article XII. DISSOLUTION

Upon dissolution:

- a) All liabilities shall be paid or provided for.
- b) Remaining assets shall be distributed exclusively for charitable purposes to the Sea Hawkers Central Council or another 501(c)(3) organization.
- c) No assets may be distributed to any Director, officer, or member.

Article XIII. AMENDMENTS

Amendments require:

- a) 14 days' notice

- b) A two-thirds vote of voting members present at a meeting with a quorum
- c) Consistency with 501(c)(3) requirements

Article XIV. NON-DISCRIMINATION

Section 14.01 Policy of Non-Discrimination

Georgia Sea Hawkers Ltd shall not discriminate in its membership, programs, activities, operations, or employment practices on the basis of race, color, religion, creed, national origin, ancestry, sex, gender, gender identity, gender expression, sexual orientation, age, disability, marital status, veteran status, or any other characteristic protected by applicable law.

Section 14.02 Equal Opportunity

All members, volunteers, Directors, officers, and participants shall be treated with dignity and respect and shall have equal opportunity to participate in the organization's activities and programs.

Section 14.03 Compliance With Law

This policy shall be interpreted and applied in a manner consistent with federal, state, and local non-discrimination laws, including those applicable to nonprofit and charitable organizations.

Section 14.04 Enforcement

The Board shall adopt and maintain policies and procedures to ensure compliance with this Article and to address any concerns or complaints related to discrimination.

Article XV. MEMBERSHIP PROPERTY RIGHTS

Section 15.01 No Ownership Interest

Membership in Georgia Sea Hawkers Ltd does not confer any ownership or property rights in the assets, income, or resources of the organization. All assets are held exclusively for the charitable purposes of the organization.

Section 15.02 No Distribution of Assets

Members are not entitled to receive, and shall not receive, any distribution of the organization's assets or earnings at any time, including upon dissolution.

Section 15.03 Use of Organizational Property

Members may use organizational property, materials, or resources only for purposes authorized by the Board and only in a manner consistent with the organization's mission and policies.

Section 15.04 Return of Property

Any organizational property, documents, or materials in the possession of a member must be returned immediately upon request of the Board or upon termination of membership.

Section 15.05 Intellectual Property

Logos, branding, digital content, and other intellectual property of Georgia Sea Hawkers Ltd remain the exclusive property of the organization. Members may use such materials only with prior authorization and in accordance with organizational policies.

Article XVI. INDEMNIFICATION

Section 16.01 General

To the fullest extent permitted by the laws of the State of Georgia, Georgia Sea Hawkers Ltd shall indemnify any Director, officer, committee member, employee, or volunteer who is or was acting on behalf of the organization and who is made a party to any legal action, claim, or proceeding by reason of their service to the organization.

Section 16.02 Scope of Indemnification

Indemnification shall cover:

- a) Expenses, including reasonable attorney's fees
- b) Judgments
- c) Fines
- d) Settlements
- e) Any other amounts reasonably incurred in connection with the proceeding

provided that the individual acted in good faith and in a manner reasonably believed to be in the best interests of the organization.

Section 16.03 Exclusions

Indemnification shall not apply to:

- a) Acts of fraud, gross negligence, or intentional misconduct
- b) Actions taken outside the scope of organizational duties
- c) Situations in which indemnification is prohibited by law

Section 16.04 Advancement of Expenses

The organization may advance expenses incurred in defending any proceeding, subject to receiving an undertaking to repay those amounts if it is ultimately determined that the individual is not entitled to indemnification.

Section 16.05 Insurance

The organization shall maintain insurance on behalf of any person covered by this Article, whether or not the organization would have the power to indemnify them under Georgia law.

Section 16.06 Non-Exclusivity

The rights provided under this Article are not exclusive of any other rights to which an individual may be entitled under law, agreement, vote of the Board, or otherwise.

Article XVII. MEMBERSHIP PRIVACY

Section 17.01 Protection of Member Information

Georgia Sea Hawkers Ltd shall protect the privacy and confidentiality of all member information. Membership records, including names, contact information, and any other personal data, shall be used solely for organizational purposes.

Section 17.02 Prohibited Use

Membership lists and member information shall not be:

- a) Sold
- b) Shared with external organizations
- c) Used for personal, commercial, or political purposes

No member, Director, or officer may use member information for any purpose not expressly authorized by the Board.

Section 17.03 Authorized Access

Access to membership information shall be limited to individuals who require such access to perform their official duties, including:

- a) The Director of Membership
- b) The Secretary
- c) Officers or committee members with Board authorization

All individuals with access must handle member information in accordance with organizational policies.

Section 17.04 Member Rights

Members have the right to:

- a) Request correction of inaccurate information
- b) Request removal of outdated information
- c) Expect that their information will be handled securely and confidentially

Section 17.05 Data Security

The organization shall maintain reasonable administrative, technical, and physical safeguards to protect member information from unauthorized access, disclosure, or misuse.

Section 17.06 Written Policy

The Board shall adopt and maintain a written Membership Privacy Policy that provides detailed procedures for the collection, storage, use, and protection of member information.

Article XVIII. SEVERABILITY

If any provision of these bylaws is held to be invalid, illegal, or unenforceable by a court of competent jurisdiction, such provision shall be severed, and the remaining provisions shall remain in full force and effect. The invalidity of any part shall not affect the validity or enforceability of the remainder of the bylaws.