



**The Overhead Foundation**  
**An approved 501(c)(3) Non-Profit**

**Constitution and Bylaws**

Date Ratified

This Constitution and Bylaws shall regulate the  
operation of The Overhead Foundation

Effective Date: January 2023



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## **ARTICLE I : Name**

This organization shall be known as The Overhead Foundation

## **ARTICLE II: Location**

This Foundation presently operates out of the following facility:

Sugar Creek Golf & Tennis Club  
2706 Bouldercrest Road  
Atlanta, Georgia 30316

## **ARTICLE III : Purpose**

To facilitate and challenge our youth participants to keep their head up, stay focused and take control of their lives through tennis, education and healthy habits.

## **ARTICLE IV : Officers**

**Section 1.** The officers will be President, Vice-President, 2nd Vice-President, Secretary, and Treasurer. Each will be appointed by the President.

**Section 2.** The duties of the President will be to preside over all meetings, head the advisory members, appoint committees not otherwise provided for herein, assist officers, advisory members and committees in the performance of their respective duties.

**Section 3.** The duties of the Vice-President will be to assist the President and to preside in the absence of the President.

## **ARTICLE IV : Officers, continued**

**Section 4.** The duties of the Secretary will be to correspond with all committees; receive applications for programs, record all program applications and event registrations, minutes of meetings (until an official recorder is appointed) and perform other duties as directed by the President.

**Section 5.** The duties of the Treasurer will be to receive all monies from all elements, keep suitable accounts and report on all funds received and disbursed. All receipts will be deposited in a financial institution (Citizens Trust Bank). All accounts will be audited by Treasurer until President appoints a certified public accountant to assist Treasurer, each quarter. Three signatures will be required to disburse funds, the President, Vice President and the Treasurer.

## **ARTICLE V : Administration**

**Section 1.** The Overhead Foundation's business and fiscal affairs shall be governed by appointed Officers, herein after referred to as the "Board," which shall have complete authority to set policy for The Overhead Foundation.

**Section 2.** The By-Laws shall set forth all provisions concerning the number of persons to sit on the Board and the manner of their appointed selection by the President.

**Section 3.** Within The Overhead Foundation's appointed Officers there shall be Advisory Members as set forth in the By-Laws.

## **ARTICLE VI : Membership**

**Section 1.** Membership within The Overhead Foundation shall be voted on. Members can be composed of volunteers, appointed Advisory persons, parents of participants and community leaders.

**Section 2.** All application for membership will be made within The Overhead Foundation and will not require any dues.

**Section 3.** All applications will be voted on by the Officers and appointed Advisory Members present. Approval or rejection will be done by majority vote.

**Section 4.** All members of The Overhead Foundation must be a current member of the ATA.,with the exception of the President who must be a life member of the ATA.

## **ARTICLE VII : Voting**

**Section 1.** During quarterly meetings, each Officer and appointed Advisory Member shall have one vote for membership applications. Prospective member applicant shall present themselves before The Overhead Foundation's Officers and provide a statement of their intentions.

**Section 2.** At the quarterly meeting, each member application shall be entitled to one Delegate or one Alternate, in the event applicant isn't present.

**Section 3.** Each current Advisory Member and Officer shall have one vote; such members may not vote in a dual capacity.

**Section 4.** All members in good standing, as cited in Article VI, are eligible to vote. In the event a member in good standing cannot be present, absentee vote is permitted.

## **ARTICLE VII : Voting, continued**

**Section 5.** The outcome of all motions shall be determined by a majority vote of memes in good standing.

## **ARTICLE VIII : Meetings**

**Section 1.** The Quarterly Meeting of The Overhead Foundation shall be held in January, April, July and October.

**Section 2.** Meeting of the Officers shall be determined by the President or in his absence, by the Vice President.

**Section 3.** Notice of the Quarterly Meeting shall be sent to all Officers and Advisory Members at least thirty (30) days prior to such meeting.

**Section 4.** The Overhead Foundation's Officers shall meet at the direction of the President, or in his/her absence by the Vice President, and shall be a closed session.

**Section 5.** The President shall have the authority to convene a "call meeting" for the purpose of conducting emergency business.

Section 6. Quorum:

A quorum is reached when  $\frac{2}{3}$  (two thirds) of the membership is present.

## **ARTICLE IX : Committees**

**Section 1.** Executive Committee consists of the appointed Officers and appointed Committee Chairpersons.

**Section 2.** Standing Committees shall be determined by the Executive Committee. Each committee shall consist of at least three persons with the chairperson appointed by the President.

**Section 3.** Other committees shall be appointed by the Executive Committee as needed with each chairperson appointed by the President.

**Section 4.** All committee members must be a member in good standing..

## **ARTICLE X : Delegates**

**Section 1.** The President shall select delegates and alternates to represent The Overhead Foundation, when such voting on new member applications are in order.

**Section 2.** Each delegate serves as Advisory Member until voted off or letter or resignation is submitted.

**Section 3.** One delegate may be assigned for every 2 advisory member.

## **ARTICLE XI : Vacancies**

**Section 1.** All vacancies among Officers will be appointed and filled by the President. There are no expired terms, although Officers other than the President, may be voted off due to evidence of negligence or poor service.

**Section 2.** Should the Presidency become vacant, an incorporated member will serve as President, and therefore hold total autonomy of The Overhead Foundation. Should the incorporated member(s) become vacant while the Presidency is vacant the Vice-President will serve as President hold total autonomy of The Overhead Foundation.

## **ARTICLE XII : Financial**

**Section 1.** The fees payable to The Overhead Foundation shall be recommended by the Officers and approved by the Advisory Membership.

**Section 2.** Reimbursement receipts for each calendar year shall be due and payable on or before December 31st of each year.

**Section 3.** No further programming, event planning or promotional marketing will take place until The Overhead Foundation's outstanding reimbursements or unpaid bills are paid and satisfied.



## **ARTICLE XII : Financial, continued**

**Section 4.** Collections and expenditures of funds shall be under the control of the President, Vice-President the Treasurer and appointed Advisory Member.

**Section 5.** Funds and assets received by The Overhead Foundation shall become the sole property under the direction of The Overhead Foundation.

**Section 6.** Funds and assets may be disbursed by The Overhead Foundation's Officers only for carrying out the purpose of The Overhead Foundation

**Section 7.** The Overhead Foundation's officers shall, through the Treasurer, cause an audit to be made at least annually, by a certified public accountant, and a report thereon shall be given to The Overhead Foundation's Officers. Once approved, copies shall be made available to the Members.

## **ARTICLE XIII : Parliamentary Authority**

Roberts Rules of Order Newly Revised, shall procedurally govern the Section's meetings when it is not inconsistent with the By-Laws.

## **ARTICLE XIV : Amendments**

**Section 1.** Amendments to these Bylaws shall require a  $\frac{2}{3}$  (two thirds) majority vote of all voting members to be tallied at Quarterly Meetings or by special meeting called for that purpose.

**Section 2.** All voting members of The Overhead Foundation are also to receive the Proposed Amendments thirty (30) days prior to a vote being taken with instructions for voting.

**Section 3.** Any voting member without a functioning email address on file with The Overhead Foundation is to receive the Proposed Amendment by U.S. Postal Service.



[www.theoverheadfoundation.org](http://www.theoverheadfoundation.org)