

708539

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

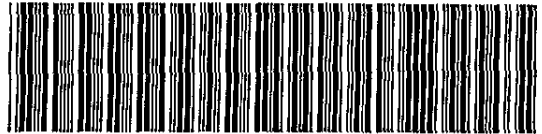
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600021008516

07/02/03--01015--011 **43.74

FILED
03 JUL -2 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMEND
PRG
7-9



Gulf Coast Community College

5230 West U.S. Highway 98
Panama City, Florida 32401-1058

(850) 769-1551

Wellness & Athletics

MEMORANDUM

To: DEPARTMENT OF STATE
AMENDMENT DIVISION OF CORPORATIONS

From: GW GREGG WOLFE

Date: June 12, 2003

Subject: REVISED ARTICLES OF INCORPORATION

Enclosed are revised Articles of Incorporation for the Gulf Coast Athletic Association. Changes are reflected by underline and deletions are reflected by strike through.

A check in the amount of \$43.74 is enclosed for the following services:

1. Filing fee =\$35.00
2. (1) certified copy = \$8.75

If you need additional information you may contact me at (850) 872-3830 or gwolfe@gulfcoast.edu.

Thank you

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

The Gulf Coast Athletic Association, Inc.
(present name)

(Document Number of Corporation (If known))

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER (S) BEING AMENDED, ADDED OR DELETED.)

*See Attached Articles for multiple changes
underlined are new changes
Strike Out are deletions*

SECOND: The date of adoption of the amendment(s) was: April 23, 2003

THIRD: Adoption of Amendment (CHECK ONE)

- ☒ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.



Signature of Chairman, Vice Chairman, President or other officer

Roy W. Smith

Typed or printed name

Executive Director

Title

6/16/03

Date

THE GULF COAST ATHLETIC ASSOCIATION, INC.

AMENDED ARTICLES OF INCORPORATION

A corporation not for profit pursuant to the provision of Chapter 617.01, Florida Statutes 1963.
(Revised April 2003)

ARTICLE I NAME AND LOCATION

The name of this corporation shall be "The Gulf Coast Athletic Association, Inc.". The location of the principal office of this corporation shall be in the City of Panama City, Bay County, and State of Florida.

ARTICLE II NATURE

This corporation is and shall continue to be throughout its existence, a non-profit scientific education corporation, the business and activities of which shall be conducted for the mutual benefit of its members and the public and not for profit.

ARTICLE III PURPOSE

The purpose of this organization shall be to encourage and promote the welfare of amateur athletics; to foster the interest of sports in the area; and to promote the interest of its members in volunteer service to the community. The primary beneficiary of the organization is the athletic program at Gulf Coast Community College.

ARTICLE IV POWERS

In order to accomplish the aforesaid purpose of this corporation, it shall be authorized and is by these articles authorized to exercise the necessary authority and powers as follows:

- a) To acquire and hold by contract, purchase, lease, gift, devise, or bequest, or by any lawful means in the State of Florida or elsewhere, real property (improved or unimproved), athletic fields, swimming pools, lakes, stadiums, gymnasiums, club houses, barns, golf course, tennis courts, tracts, and bridle paths, and such other kinds of types of realty and improvements thereon as may be necessary or convenient for the accomplishment of the corporate purpose as hereinbefore set out in these articles, and to exchange, lease, mortgage, rent or otherwise dispose of same at will.
- b) To acquire and hold by contract, purchase, assignment, lease, gift, devise, or bequest, or by any other lawful means personal property, both tangible and intangible, animate and inanimate, including the natural and artificial products of the mines, and the factories, and the farms of this and other countries, notes, mortgages, stocks, bonds, and any and all other kinds and classes or property of this nature as may be necessary, convenient or conducive to the accomplishment of the purpose of this corporation as hereinbefore set out in these articles, and to improve, develop use and enjoy same and to convey, sell, exchange, lease, mortgage, rent or otherwise dispose of same at will.

- c) To enter into any and all lawful contracts for securing and enjoying the services, labor, advice, counsel, assistance, and cooperation of any person or persons and any and all associations, organization, partnerships, trust, foundations, and corporations existing in the State, the United States, or in foreign countries, which may be necessary, expedient or convenient for the accomplishments of the purpose of this corporation as hereinbefore set out in these articles.

ARTICLE V REAL ESTATE

This corporation is hereby authorized to hold real estate amounting in value to the sum of \$5,000,000.00 (five million dollars) and to hold personal property without limit as to amount of value.

ARTICLE VI INDEBTEDNESS

The highest amount of indebtedness to which this corporation may at any time subject itself shall never be greater than two-thirds (2/3) of the value of the real property which this corporation holds.

ARTICLE VII MEMBERSHIP

Any person shall be eligible to apply for membership. Applicants whose standing in the community conforms to rules to be adopted and published by the Board of Directors shall be admitted upon their acceptance in the manner subscribed by the by-laws.

ARTICLE VIII BOARD OF DIRECTORS

The lawful authority and powers of this corporation shall be exercised by, and its business shall be conducted and carried on by or be authorized to be conducted and carried on by the Board of Directors. The head coach of each sport shall serve as an ex officio member of the Board of Directors.

Said board shall consist of ~~nine (9)~~ twelve (12) members including the four association officers, the president of Gulf Coast Community College, a member of the GCCC District Board of Trustees, the past president of the Association, and two (2) members of the community to be appointed by the president of the college or his/her designee. The remaining members shall be elected annually from the membership in accordance with the provision set out in the by-laws.

ARTICLE IX OFFICERS

The officers of this corporation shall be President, Executive Director, Executive Secretary, and Secretary/ Executive Treasurer.

- a) The president shall be elected from the membership of the corporation at the annual meeting. The other officers serve by virtue of their positions held at Gulf Coast Community College according to By-Laws Article Six.

- b) The duties of said officers shall be such as are set out in the by-laws.

ARTICLE X VACANCIES

Vacancies occurring in the office of the president or on the Board of Directors shall be filled in such manner and at such time and place as may be set out in the by-laws.

ARTICLE XI BY-LAWS

The by-laws of this corporation shall be made, altered, amended, or rescinded only by two-thirds (2/3) of the active members present and voting at any regular meeting of said members of this corporation or at any other meeting of said members called for this purpose. Any such meeting it shall be called strictly in accordance with the provision of the by-laws providing for called meetings.

ARTICLE XII DURATION

The corporation shall exist perpetually.

ARTICLE XIII AMENDMENT OF ARTICLES

These articles of incorporation can be amended ~~by the membership only at a regular annual election or at a special election call for that purpose~~ only by 2/3 of the active members present and voting. No proposed amendment shall be submitted to the membership until it shall have first received the approval of two-thirds (2/3) of the members of the Board of Directors at regular or duly called session thereof.

BY-LAWS OF THE GULF COAST ATHLETIC ASSOCIATION

ARTICLE ONE MEMBERSHIP

Membership in this organization shall be open to all those persons, families, firms, organizations, or corporations interested in the purposes and objectives of the Association and the advancement of the College. All individual and family memberships shall begin with the receipt of a completed membership application and appropriate dues and run through June 30. All other memberships shall require a majority vote of the Board of Directors prior to commencement.

ARTICLE TWO MEETINGS

The membership meeting of This organization shall be held annually, with by monthly quarterly meetings occurring throughout the year. have an annual membership meeting and other meetings as called by the president. The president of this organization shall determine the meeting dates and present them at the annual membership meeting. The executive secretary/treasurer shall mail to notify every member in good standing, a notice telling the time and place of such meetings.

The presence of not less than ten (10) members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser number may adjourn the meeting for a period of not more than 52 weeks from the date scheduled in accordance with these by-laws and the executive secretary/treasurer shall cause a notice of this scheduled meeting to be sent to all those members. who were not present at the originally called meeting.

Special meetings of this organization may be called by the president when deemed in the best interest of the organization. Notices of such meeting shall be mailed to all members at their addresses as they appear in the membership roll book at least 5 but not more than 30 days before the scheduled date set for such special meeting. All members shall be notified of such meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting, and by whom called.

At the request of one (1) member of the Board of Directors or 40% of the members of the organization the president shall cause a special meeting to be called but such request must be made in writing at least 5 days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

ARTICLE THREE VOTING

At all meetings, except for the election of officers and directors, all votes shall be via voice or show of hands. For election of officers, ballots shall be provided and there shall not appear any place on such ballot any mark or markings that might tend to indicate the person who cast such ballot. If a majority so requires, any question may be decided by ballot.

At all votes by ballot, the president of the association shall immediately prior to the commencement of balloting appoint a committee of three (3) who shall act as "Inspectors of Election" and who shall at the conclusion of such balloting certify to the membership the results. The results shall be in the minutes of that meeting.

No Inspector of Election shall be a candidate for office or shall be personally interested in the question voted upon.

Each member of the Association, in good standing, shall have one vote. Where a family, firm, organization, or corporation shall become a member, it shall be entitled to one membership, and shall select a representative person to cast its vote, and so notify the Executive secretary treasurer of the Association.

Each member must be present or have a representative (as outlined above) in order to vote.

ARTICLE FOUR **ORDER OF BUSINESS**

The order of business at all regular or special meetings of the association shall be held in accordance with the by-laws and Roberts Rules of Order (latest revision). Where in conflict the by-laws shall take precedence.

ARTICLE FIVE **BOARD OF DIRECTORS**

The business of this organization shall be managed by a Board of Directors consisting of ^{twelve (12)} ~~nine (9)~~ members as outlined in the Articles of Incorporation.

The directors chosen for the ensuing year shall be chosen at the annual meeting of this organization in the same manner and style as the president of this organization and they shall serve for a term of one (1) year.

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by the president after due notice to all the directors of such meeting.

A majority of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held bi-monthly, immediately following the annual meeting of the members, and as needed and called by the president.

Each director shall have one vote and such voting may not be done by proxy.

The Board of Directors shall meet in ~~June~~ May to ~~approve the association's and determine the organizations~~ budget for the new fiscal year. This budget shall be presented to the membership at the annual meeting.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the elected Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. The Board of Directors shall adopt such rules, as it may in its discretion consider necessary for the best interests of the organization, for this hearing.

ARTICLE SIX

OFFICERS

The officers of the organization shall be as follows:

President, Gulf Coast Athletic Association (elected) (Chairman, Board of Directors)
Executive Director (Athletic Director) (GCCC Dean of Student Development)
Executive Secretary (Dean of Business Affairs) (GCCC Athletic Director)
Secretary/ Executive Treasurer (Secretary, Wellness and Athletics) (GCCC Dean of Business Affairs)

Officers shall, in accordance with the Articles of Incorporation, serve as members of the Board of Directors.

No officer shall, for reason of his office, be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

~~The regular and customary operations of the association shall be carried out jointly by the Executive Director, Executive Secretary, and Secretary/Treasurer in accordance with association policy and Board of Director's practices. The association president, executive director, and executive secretary shall comprise a steering committee to act on behalf of the athletic association (with all decisions subject to ratification by the Board of Directors at its next regular meeting).~~

The association president, executive director, executive secretary, and executive treasurer shall comprise a steering committee to carry out the regular and customary operations of the association and to act on behalf of the association, with all decisions subject to ratification by the Board of Directors at its next regular meeting.

All checks drawn against Athletic Association funds shall require signatures of two Executive Officers of the Board of Directors.

Responsibilities of the President:

The president shall preside at all meetings of the membership and Board of Directors.

The president shall present at each annual meeting of the organization an annual report of the work of the organization.

The president shall appoint all committees, standing and ad hoc, temporary or permanent.

~~The president shall be one of the officers authorized to sign the checks or drafts of the organization.~~

The president shall have such powers as may be delegated or assigned by the Board of Directors.

Responsibilities of the Executive Director:

~~The athletic director dean of student development shall serve as the executive director and as the chief administrative officer of the athletic association. , he shall also be one of the individuals authorized to sign checks and drafts.~~

The executive director shall, in the event of the absence or inability of the president to exercise his office, become acting president of the organization for the purpose of calling and conducting a special meeting of the Board of Directors to elect a new president or an acting president.

~~The executive director shall serve as the chief administrative officer of the association and shall be responsible for the proper and appropriate submission of business to be considered by the Board of Directors or the membership as a whole.~~

The executive director shall be one of the individuals authorized to sign checks and drafts of the organization.

The executive director shall approve all incidental expenses of the association not included in the pre-approved budget.

Responsibilities of the Executive Secretary:

~~The executive secretary shall see all books, reports, and certificates, as required by law, are properly kept or filed.~~

The athletic director shall serve as the executive secretary of the athletic association.

The executive secretary shall be responsible for the proper and appropriate submission of business to be considered by the Board of Directors or the membership as a whole.

The executive secretary shall be one of the officers authorized to sign checks and drafts of the organization.

~~The executive secretary shall have the care and custody of all monies belonging to the organization and shall be responsible for such monies or securities of the organization.~~

~~The executive secretary is accountable for the financial statements on all association activities.~~

~~The executive secretary shall provide at the annual membership meeting and each regular Board of Director meeting a written account of the finances of the organization and such report shall be included in the minutes of the meeting.~~

~~The executive secretary shall present at the last meeting of the year (in June), a budget for the upcoming year.~~

In May of each year, the executive secretary shall present the budget for the upcoming year to the Board of Directors.

The executive secretary shall attend to all correspondence of the organization and shall exercise all duties incident to the office.

The executive secretary shall keep the minutes and records of the organization in appropriate books.

Responsibilities of the Executive Treasurer Secretary/Treasurer:

The secretary/treasurer Executive Treasurer shall be responsible for drafting checks and compilation of financial statements on all association activities, under the supervision of the executive director.

The secretary/treasurer shall give and serve all notices to members of this organization.

The secretary/treasurer shall keep the minutes and records of the organization in appropriate books.

The secretary/treasurer is responsible for the compilation of financial statements on all association activities.

The secretary/treasurer shall attend to all correspondence of the organization and shall exercise all duties incident to the office of secretary.

The dean of business affairs shall serve as the executive treasurer of the association.

The executive treasurer shall have the care and custody of all monies belonging to the organization and shall be responsible for such monies or securities of the organization once collected by and received from the office of the GCCC Athletic Director.

The executive treasurer shall keep all financial records as required by law and ensure such records are maintained and filed.

The executive treasurer shall provide at the annual membership meeting and each regular Board of Director meeting a written account of the finances of the organization and such report shall be included in the minutes of the meeting.

The executive treasurer shall be one of the officers authorized to sign the checks and drafts of the organization.

Responsibilities of the GCCC President:

The president of the college shall be a member of the Board of Directors as outlined in the Articles of Incorporation and shall be one member of the Board of the officers authorized to sign the checks and drafts of the organization.

ARTICLE SEVEN
SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees, which they in their discretion may determine to be necessary in the conduct of the business of the organization. The Board of Directors shall require full and complete documentation of any request for corporate funds.

ARTICLE EIGHT

COMMITTEE

The president shall appoint all committees of this organization and their term of office shall be for a period of one (1) year or less.

The standing committees shall be:

Sport Committees: The Board of Directors shall select from the association membership a Baseball Chairperson, a Men's and Women's Basketball Chairperson, and a Softball Chairperson, and a Volleyball Chairperson each to direct a separate committee. Each committee shall be responsible for promoting their individual sport in the community and also be a liaison between the Association and the community. The chairperson of each committee shall be recommended to the Board of Directors by the head coach of each sport and selected by the Board of Directors and report to the Board of Directors.

Membership Committee: Duties include the responsibility of informing the community and GCCCC employees of available membership to the Athletic Association. The chairperson shall meet with the Board of Directors to determine the annual membership dues and annual activities for the membership.

Ad Hoc Committee shall be:

Fundraising Committees: The president shall appoint a chairman for each major fundraising event that takes place. The Board of Directors shall approve all fundraising events. All monies solicited for Gulf Coast intercollegiate sports shall be channeled through the association.

ARTICLE NINE

DUES

The dues of this organization shall ~~be determined annually~~ run pursuant to the fiscal year which shall be July 1 through June 30 and shall be payable prior to the end of any membership drive established by the Board of Directors. The Board of Directors may waive individuals or firms membership dues by majority vote.

ARTICLE TEN

AMENDMENTS

~~These by-laws may be altered, amended, repealed or added to by an affirmative vote of not less than a majority vote of all members of the Board of Directors at any meeting of the Board of Directors, provided that notice of the proposed action shall have been given at least thirty (30) days preceding the meeting.~~