



**Bylaws for
Peachtree Santas of Georgia, Inc.
October 2022**

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1. Organization

Peachtree Santas, incorporated in 2012 as Peachtree Santas of Georgia, Inc. (PSoG), which is organized for Charitable and Educational purposes, is comprised of individuals who portray Santa Claus (or variations of Santa), Mrs. Claus (with or without Santa Claus), or other Christmas characters, as well as individuals who support the "Christmas Community" such as seamstresses, costumers, helpers, and/or anyone who has the "Christmas Spirit", which is the spirit of giving in their heart as further described below in 3 Membership.

2. Mission

The mission of PSoG is to provide educational opportunities to its members, develop and improve the members' art of portraying Christmas characters, and for Charitable purposes by demonstrating "Christmas Spirit," which is the spirit of giving. We show the Spirit of Christmas through fund raising activities, donation of the members' services as Christmas performers at no cost to other Charitable Organizations, aiding other Charitable organizations as needed when we are able, and as a 501c3 through the distribution of its income to other qualifying 501(c)3 organizations selected by its members to receive assistance.

3. Membership

Membership includes any person who performs as a Santa Claus (Real Bearded or not), any Mrs. Claus (with or without an accompanying Santa Claus), any person performing as an elf or other Christmas character, and those in the Christmas Community who support the Community within the confines of good character with a positive and wholesome image both professionally and personally, with integrity and honesty in dealings with each other, the public, and the charities we serve. Supporters of the Christmas Community include, but are not limited to seamstresses, costumers, assistants, helpers, and any other individual approved by the membership committee.

- A. Annual Membership dues of \$25.00 are billed on the member's anniversary date, the cost of which may be amended by a majority vote of the Executive Board. These dues cover reasonable and necessary administrative expenses, and as a 501c3 its remaining income being distributed at the end of each year to the qualifying 501(c)3 Charity selected by the membership to be supported by PSoG. So long as the organization is a 501c3, no part of the membership dues or other income will be used for the benefit of individuals or for activities that do not further the organizational purposes of PSoG.
- B. Approval for Membership requires the completion of the application which may be an online application, payment of the annual dues, compliance with the Membership Committee's processes and request for any additional information and/or interview, and confirmation by the Membership Committee upon completion of the membership application process.
- C. The Membership Committee shall review applications to determine if applicants meet the conditions of membership as outlined in Section 5 Membership Responsibilities below. The Committee will approve or reject an application once the application process as determined by the Committee is completed and notify the Treasurer and the applicant of the outcome.
- D. A member in good standing is one that is current with their annual dues, meets the standards further defined in Section 5 Membership Responsibilities below and is not in violation of any of these Bylaws listed herein as determined by the Executive Board.

- E. Any person rejected or terminated for Membership to the PSoG may appeal the decision to the Founder's Committee presenting, supporting reasoning and/or evidence for the appeal. All decisions by the Founders Committee will be final.
- F. General membership meetings, consisting of an administrative overview of the organization that may also include fund raising and other charitable activities, membership drives, and an Educational Segment related to the art of portraying Christmas characters, will be held the last weekend of January, February, April, June, August, and October. Additional meetings at any other time, or change in regularly scheduled meetings, may be called by the President and/or the Executive Board with a minimum of 7-days' notice.

4. Voting Rights

Each member in good standing of PSoG will be entitled to one vote on each matter submitted for a vote of the entire membership. Under no circumstances will any member be allowed to vote by proxy for another member. Absentee voting by the member using a ballot approved by the Executive Board will be allowed, including but not limited to online voting.

5. Membership Responsibilities

- A. All members are responsible for their annual membership dues, and a pro-rata cost associated with individual programs as approved by the Executive Board, after discussion of such programs at a general membership meeting. To be considered a member in good standing of PSoG, members must maintain a positive and wholesome image both personally and professionally, with integrity and honesty in dealings with each other, the public, and the charities we serve as determined by the Board, as well as being current on annual dues and any required pro-rata cost as outlined above.
- B. Members are encouraged to participate in fund raising activities both administratively as the event requires as requested by the Board, and by portraying their Christmas character at fund raising events to assist other qualifying 501(c)3 Charitable Organizations to obtain donations, and/or to make appearances as their Christmas character at special outreach events as requested by the Charitable Organization through the Board.
- C. Members are expected to participate fully in resource sharing at general membership meetings and posting to the members only Forum on the PSoG website for the education and betterment of all members.
- D. Each member of the PSoG is encouraged and expected to participate actively in its governance and committees, and to meet certain financial and other obligations and requests as outlined in 5 Membership Responsibilities A and B above.
- E. Members are expected to adhere to the following rules of conduct:
 - 1. Lead by example with professional behavior displaying good judgment and proper discernment in all dealing with PSoG Board and Committee members and its members at large, with vendors, sponsors, and the general public, responding to needs or commenting on announcements in a responsible and respectful manner
 - 2. Lead by example in personal appearance at all times, whether representing PSoG at an event or function, portraying the Christmas characters we portray, or in everyday, normal life, so as to gain and maintain respect for the Christmas Community at large and bring no ridicule or embarrassment to the Community for the improper or scandalous manner of dress

3. Lead by example while serving the public, PSoG, its members, and chosen charitable organization(s) and/or their functions, maintaining integrity in all dealings with the Christmas Community and the public community at large, while protecting the interests of PSoG, its values, principles, and goals
 4. Always speaking and acting in a way to present respect for each other and for members of other organizations without displaying any negativity for opposing or different points of view on any topic
 5. Never engaging in or facilitating discriminatory, harassing, abusive, disrespectful, or belittling behavior or speech toward anyone for any reason
- F. Each member shall meet and remain in compliance with membership standards, requirements, and rules of conduct as set or later developed by the Executive Board that includes all the aforementioned above and the following:
1. Any member who is arrested, charged, indicted, or facing any criminal case or trial, will immediately notify the Executive Board of the PSoG. Based on the Executive Board's review and determination, their membership may be suspended pending the outcome of said arrest, case, trial, etc.
 2. Any member convicted of any crime involving moral turpitude, sexual misconduct, theft, or any other serious misdemeanor as determined by the Executive Board, or any felony, will immediately have their membership terminated and will immediately surrender any and all materials belonging to or associated with PSoG
 3. Any Member who refuses to submit their materials after their membership has been terminated will be financially responsible for the cost of the material and all methods to retrieve said material. A majority vote of the Executive Board will be necessary for any legal pursuit of same
 4. All members entrusted with, but not limited to money, financial books, equipment, records, receipts, etc., shall maintain them in a professional, organized, and clean manner, and will immediately surrender all such materials belonging to or associated with PSoG upon request of the President or the Board. In the event any misconduct and/or theft involving said item(s) occurs, that member will be immediately suspended and/or terminated as determined by the Board pending investigation of same
 5. The Executive Board will decide on any prosecution in said misconduct or theft regarding the above aforementioned in 4 above
- G. Members agree that the Forum on the PSoG website, presently www.peachtreesantas.org or any such URL as may be secured in the future, is available to members in good standing only and is provided solely for the benefit of those members. Members further agree that they will not disclose job postings or other information contained in the Forum to anyone that is not a member in good standing of PSoG without the prior written consent of the PSoG Executive Board. Members agree to use the PSoG website Forum job postings for their own personal job opportunities only, and not for booking opportunities for any other Christmas performer other than themselves, whether paid or charitable. No 3rd party bookings are permitted from PSoG website Forum job opportunities, regardless of time of year. Failure to adhere to this Non-Disclosure requirement may result in the following disciplinary action(s): removing the member's access to the PSoG website, Forum, and all

other members only sections, cancellation of any and all pending PSoG activities and commitments the member may have scheduled, the immediate revocation of membership in PSoG and/or the removal of member from PSoG Facebook and other social media that the member may be part of at the time of revocation

- H. Additional membership responsibilities may be established by a majority vote of the Executive Board

6. Termination of Membership

Any member may resign at any time by notifying the President in writing with their separation effective date, and as of that date will have all pending PSoG activities and commitments cancelled that the member may have scheduled. Membership may be revoked by a majority vote of the Executive Board in which case the termination will be effective immediately. The separating member is and will continue to be responsible for any financial obligation incurred during the entire membership period. No membership dues or other fees or payments will be refunded in full or in part to a terminated or resigning member.

7. Relationship to Other Institutions

The Executive Board may enter PSoG into a relationship with other institutions for the benefit of PSoG by a majority vote of the Board. Membership in the PSoG does not prohibit a PSoG member from belonging to or joining any other group.

PSoG may select one or more qualifying 501(c)3 charities to support during the year, or as described in 8. Governance and Responsibilities A 4 e charity selection and further described below. The Executive Board will solicit recommendations for Charitable organizations from the general membership, confirm the 501(c)3 status and charitable purpose for which each organization was formed, and provide list of qualified 501(c)3 organizations to the general membership for a vote that occurs at the end of the first quarter after the elections of the Executive Board, or as determined by the Board for additional purposes. Nothing here suggests or construes that the supported Charity must change at each election. This re-vote offers an opportunity to confirm or change the types of needs the PSoG will support as the membership sees fit.

8. Governance and Responsibilities

- A. **Executive Board** – The Executive Board, under the direction and in support of the President, assists in the overseeing of the affairs of PSoG including those affairs specifically reserved for vote by the entire membership as specified in these Bylaws. As directed above, the Board will also set strategic directions to meet the Educational and Charitable purposes of PSoG, review and approve the annual budget to ensure expenses are reasonable and necessary to carry on those activities required to meet the organizational purposes, advise on the performance for possible dismissal of a Board member for cause by majority vote of the Board, advise on the nomination or election of officers or members of the Executive Board and/or committee members, and provide advice and input to the membership in any and all matters related to the PSoG.

The Executive Board under the direction of the President or by majority vote will establish such committees and task forces that it deems necessary to support or implement the operational and programmatic activities of the PSoG.

Executive Board Membership – Members of the Executive Board will be elected to alternating two-year terms by majority vote of the voting members in good standing of PSoG. The President and Secretary to be elected at the end of even number years, to start their term beginning in the subsequent odd number year. The Treasurer, Vice President and Events Coordinator to be elected at the end of odd number years, to start their term beginning in the subsequent even number year. Each term will commence on January 1 and end December 31 of the subsequent year. Nominations are to be submitted no later than the October general membership meeting. Voting will take place between the October meeting & December 31 of that year as stated in 4 Voting Rights of these Bylaws. The Executive Board will consist of no more than 5 voting members whose job descriptions below may be amended as agreed to by a majority of the standing Board of Directors.

1. President

- a) Oversees the Executive Board and all operations of PSoG
- b) Conducts the Executive Board and general membership meetings
- c) Delegates authority to others as deemed necessary
- d) Creates Committees deemed necessary to the operations of PSoG delegating completion and coordination of those committees as deemed necessary
- e) Represents PSoG or delegates representation of the organization in dealings with other corporations, organizations, groups, or events

2. Vice-President

- a) Answers to and assists President as requested
- b) Conducts President's duties in his/her absence
- c) Oversees and/or enforces PSoG Bylaws with assistance as directed by the President
- d) Serves as chairperson for the Membership Committee or may delegate this responsibility to another member of PSoG in good standing while overseeing the operations of the Committee for reporting to the President as requested
- e) Approves and denies member access to PSoG website upon final determination of the Membership Committee regarding applicant or member status and/or regarding paid dues

3. Secretary

- a) Answers to President and provides any documentation and assistance as requested
- b) Documents the minutes of all general membership and Board of Director meetings
- c) Oversees the archived Minutes of all meetings and reports of PSoG
- d) Provides a report of the minutes of the general membership meetings to the general membership and the minutes of the Executive Board meetings to the Executive Board as requested by the President
- e) Prepares and delivers all archived Minutes and reports of PSoG to the subsequent Secretary of PSoG following the next election

4. Treasurer

- a) Answers to President and provides any documentation and assistance as requested
- b) Oversees the maintenance and documentation of all financial accounts of PSoG,

confirming or completing monthly records as created and maintained by the Finance Committee per Section 8 D 1 herein after monthly delivery of bank and PayPal account reporting to the Committee for the development of the monthly financial reports

- c) Serves as chairperson for the Finance Committee or may delegate this responsibility to another member of PSoG in good standing approved by the Board while overseeing the operations of the Committee for reporting to the President as requested
 - d) Provides financial reports prepared by the Finance Committee to the Board monthly and to the general membership as directed by the President
 - e) Meets IRS and State of Georgia bookkeeping, reporting, and filing requirements by preparing and filing all required forms in a timely, complete, and professional manner, never allowing any status obtained by the organization to lapse or placing the organization in a penalty position
 - f) In conjunction with the Finance Committee, creates a preliminary year-end financial report by December 24th each year to determine the annual net income, with final report completed by December 31 each year. If PSoG is a 501c3, distributes that income no later than December 31 each year to the qualifying 501(c)3 Charity selected by the membership in January every two years. If PSoG is not a federally recognized 501c3, no distribution of income will be made to other charitable organizations except as decided upon by the Board for charitable purposes
 - g) Supports Membership Committee, as follows:
 - (1) Notifies Membership Committee of membership dues received and again when cleared, with the member's name, contact information, and method and date of payment and any other info obtained
 - (2) Creates annual membership invoicing through PayPal or other service upon notification from the Membership Committee of an applicant approved for membership, and maintains annual invoicing
 - (3) Manages past due invoices by requesting re-delivery from PayPal or other service of invoice for payment, and notifies Membership Committee of member invoices that are 30 days past due
 - (4) Reconciles Membership Roster to the annual membership invoices at least quarterly, immediately notifying Membership Committee of any discrepancies
 - (5) Reports all of the above Membership Committee support on a monthly basis to the Finance Committee and President upon request
 - h) Oversees the preparation of the annual budget for PSoG for the following year as prepared by the Finance Committee and submits budget to the Executive Board no later than January 15 for their approval by the end of each January
5. Special Event Coordinator
- a) Answers to and assists the President as requested
 - b) Coordinates and leads "special" committees as requested by the President or may delegate this responsibility to another member of PSoG in good standing approved by the Board while overseeing the operations of the Committee for reporting to the President as requested
 - c) Serves as event coordinator for general membership meetings, fund raising events, membership drives, and any other member-wide events deemed appropriate by

the Board or President

Executive Board Meetings – The PSoG Executive Board will meet within two weeks of each PSoG meeting or at the discretion of the President. This is a minimum of 5 meetings per year. The Executive Board may meet more often but notice a week prior to the meeting must be made to the Executive Board members. A simple majority of voting Executive Board members shall constitute a quorum at each meeting called to conduct business. Executive Board members participating by teleconference (telephone or video) shall be counted in the establishment of a quorum and shall have voting privileges. No substitutes or proxies shall be allowed in the place of an absent elected representative. With permission of a majority of the Executive Board, non-members of the Executive Board may participate in activities of the Executive Board as the Board sees fit. The Founder's Committee members may be allowed to vote in Executive Board Meetings when there is a tie due to an absence of any Executive Board Member.

- B. **The Founders Committee (FC)** – Will consist of the original founding members of the Peachtree Santas, Steve Bailey, Ted Jackson and Vicki Jackson, and will have ultimate authority over all matters pertaining to the organization, changes involving the Bylaws, governance, dues and expenditures, and any and all operations of PSoG
1. The Founder's Committee members will be subject to all the rules in the Bylaws for the Executive Board and the general membership
 2. Extraordinary Membership to the Founder's Committee can be granted by a majority vote of the Founders Committee Members
- C. **Standing Committees** – Committees (and possible task forces) will assist the Board in the development, implementation, operation, and evaluation of programs and services decided upon by the President and/or Board of Directors. Committees may provide the Board with advice and recommendations related to policy, management, fiscal, and on other matters that require the Board's attention or vote.
1. **The Finance Committee**, chaired by the Treasurer or their appointed delegate as described in A Executive Board above, will consist of a minimum of 3 members, 2 additional members with the chair, to be approved by the Executive Board. The Finance Committee is to receive bank statements and/or reports from the Treasurer or whomever receives or acquires such statements monthly for banking institutions, PayPal or other such systems as PSoG may employ, to create reports.
The Finance Committee maintains all financial information for PSoG:
 - a) Prepares the annual budget and makes recommendations to the Board accordingly
 - b) Creates the annual financial performance report, and otherer financial reports or documentations that require the Executive Board's attention for operational purposes, or vote for changes needed, such as to the system(s) being implemented for bookkeeping of PSoG. No such changes will be made by the Treasurer or the Finance Committee to bookkeeping systems without approval by majority vote of the Board
 - c) Under the supervision and direction of the Treasurer, will maintain the financial books of PSoG with physical hardcopy documentations to be in the possession of the Treasurer or designee, including but not limited to bank and PayPal accounts and special event and charitable financial records

- d) Prepare accounts and reports for all accounts and monies in control of the PSoG for the Treasurer to present to the President and/or the Founder's Committee at any time requested, and to the Executive Board monthly

Finance Committee and Treasurer records are to be maintained simply, accurately, clearly, and concisely in a manner that a layman can substitute for a Finance Committee member or the Treasurer as approved by the Board in extenuating circumstances without any training on the bookkeeping system(s) or practices being employed by the Finance Committee or the Treasurer other than simple verbal explanation of the system(s) employed prior to their working with the remaining members of the Finance Committee. No tutorials or detailed training should be required for a substitute to be able to assist the Finance Committee or temporarily substitute for the Treasurer.

However, written documentation of the system(s) employed by the Finance Committee and Treasurer are to be prepared by the committee and Treasurer for the purpose of easy transition of new committee members being added or changed, and new elections of the Treasurer every two (2) years as described in these Bylaws.

- 2. **The Membership Committee**, chaired by the Vice President or their appointed delegate as described in A Executive Board above, will consist of a minimum of 3 members, 2 additional members with the chair, to be approved by the Executive Board. The Membership Committee will provide the Executive Board with recommendations for expiring terms of the current Board at the October Board Meeting of alternating even numbered years and provide input into the recruitment and approval of potential members or applicants.

The Membership Committee maintains member information and Membership Roster:

- a) Updates the Membership roster with the method of payment in the "Dues Paid" column and the "Anniversary Date" column with payment date upon verification from the Treasurer of payment receipt for membership dues
 - b) Notifies Treasurer when a member's status changed such as approval of an applicant for membership, termination of a membership, or death of a member
 - c) Removes a member's Web access when notified of an annual dues invoice 30 days past due, or upon death or termination of any member
- 3. **Auxiliary Committees**, chaired by a member of PSoG in good standing approved the Board, may be created by the President or the Board and shall consist of a minimum of three (3) members including the chair. Additional auxiliary committees such as a Scholarship Committee, may be created for a specific purpose or duration, or may be added as a standing committee to the Governance and Responsibilities of PSoG as deemed necessary by the President or the Board. The Board will direct the committee as to its function and purpose, and the newly created committee will make monthly reports to the Board regarding its progress, operations, accomplishments, plans. Any expenditures of any auxiliary committee must first obtain prior authorization by a majority vote of the Board for any such planned expenditure.

9. Amendments

PSoG Bylaws may be amended by a two-thirds vote of members in good standing casting a vote on an approved ballot for any properly proposed and considered amendment as specified in these Bylaws.

- A. Amendments must be proposed in writing to the Executive Board by any member in good standing with the PSoG 30 days prior to a regularly scheduled membership meeting.
- B. Any proposed amendment must be discussed at an Executive Board meeting and if approved must be on the agenda for the next general membership meeting when the amendment will be discussed.
- C. An approved ballot containing the proposed amendment including a summary of discussion by the Executive Board shall be provided to each member in good standing. The time of beginning and closing of the ballot and the reporting of the results shall be fixed by the Executive Board and provided to the membership. A two-thirds affirmative vote of the PSoG voting members in good standing, that properly and timely execute their ballots, is required to amend any portion of the Bylaws. The Executive Board shall report the results of the vote to the general membership via the currently approved method. In the absence of provisions in these Bylaws, the provisions of the latest edition of Robert's Rules of Order will prevail.

10. Archives

The archives of PSoG will be held by the Secretary and copies of same are to be delivered to the Executive Board and/or President at their request. All archived Minutes and reports shall be delivered to the newly elected Secretary at the commencement of the new Secretary's term and the end of the current Secretary's term.