

Bylaws of the Lawrence Gymnastics Booster Club, Inc.

ARTICLE I The Organization

Section 1: General Purposes. This association shall be conducted as a non-profit Corporation for the purposes set forth in its Articles of Incorporation.

Section 2: The Name. The name of this organization shall be the Lawrence Gymnastics Booster Club, Inc., hereinafter referred to as LGBC except as otherwise may be provided by statute or its Articles of Incorporation.

Section 3: Offices. The corporation may have offices at such place or places, either within or without the state of Kansas as the officers may from time to time designate. The principal office of the LGBC in the state of Kansas shall be located in Lawrence, Kansas.

ARTICLE II Purposes

Section 1: Purposes. The purposes of LGBC shall be to:

1. provide support and encouragement for those boys and girls who express an interest in gymnastics;
2. provide support and encouragement for boys and girls and coaches representing the gymnastics teams of Lawrence Gymnastics Academy, hereinafter referred to as LGA;
3. provide encouragement to gymnasts who may be future team members and their parents by providing them an opportunity to participate in the LGBC activities and meetings;
4. provide support for LGA;
5. To raise funds that support the general activities of the LGBC.

ARTICLE III Membership

Section 1: Membership. Membership in LGBC shall be composed of all parents or guardians who have children on competitive teams. Parents of pre-team members should be invited to join the LGBC. Membership is open to other parents with students enrolled at LGA. A membership fee shall be collected from each child by July 1.

ARTICLE IV Meetings

Section 1: Annual Meeting. The annual meeting of the membership shall be held in June of each year for the purpose of announcing the election of officers and transacting such other business as may come before the Board. Newly elected officers assume their positions July 1.

Section 2: Special Meetings. Written notice will be given one week (seven days) before an emergency meeting. Notice of the meeting may be written or verbal (mailed or phone call). The reason for the meeting must be stated. In addition, a notice of such emergency meeting should be posted in the gym.

Section 3: Voting. Each LGBC family will have two votes.

Section 4: Quorum. Those members present, in person or by proxy, constitute a quorum.

Section 5: Regular Meetings. Meetings will be held at regularly scheduled times and places as set by the Executive Board. When a change in meeting time and/or place is scheduled, the LGBC membership should be notified in advance. Methods of notification that may be used include, but are not limited to, special notice from the President, LGBC team calendar, newsletter, phone call, secretary's minutes, or notice posted in the gym.

ARTICLE V LGBC Executive Board of Directors

Section 1: Governing Body. The governing body of this Corporation shall be the Executive Board of Directors, hereinafter referred as the "Executive Board" or "Board."

Section 2: Powers and Duties. Except as otherwise provided herein, the business and affairs of the LGBC shall be carried on and conducted by the Executive Board. All corporate powers shall be exercised by and through the Executive Board, including the management of its property and finances. The Board shall see that all reports required by governmental agencies are timely filed.

Section 3: Purpose. The purpose of the Executive Board shall be to filter out excess information and to provide a selection of choices on issues to the LGBC. The group has the authority to address concerns of the general membership.

Section 4: Duty. The Executive Board will review the Bylaws during June and July and make recommendations to the LGBC membership of any changes to such Bylaws the Board deems necessary or appropriate.

Section 5: Meetings. The LGBC Executive Board shall meet monthly, if practicable.

Section 6: Composition. The Executive Board of the LGBC shall be composed of not less than five (5) nor more than fifteen (15) members. The board will consist of five (5) officers: President, Vice President, Secretary, Treasurer, and Past-President, and additional members appointed by the President to represent various levels of competing teams up to the number of levels on which LGBC members children may compete (each such board member referred to as a “Level Representative”). Each Level Representative should represent the level at which his or her child is currently competing. Appointments of Level Representatives should be made in August or at such other time when the coaches have placed children at their competition level for the coming season. Level Representatives are appointed by the President for one-year terms. Every attempt should be made to have representation from as many levels as possible. Officers on the LGBC Executive Board may be viewed as representing one or more levels. The President should solicit Level Representatives from the membership of the LGBC. If more than one member desires to represent a level, an election by ballot shall be held.

ARTICLE VI Officers and Their Duties

Section 1: Officers. The officers of the LGBC shall be as follows: President, Vice President, Secretary, Treasurer, and Past-President. Elected officers shall hold one (1) year terms. The Executive Board is authorized to represent and act for and on behalf of the LGBC in negotiations and transactions of business with any person or persons or business entities. The Executive Board may not, however, encumber or obligate the LGBC without prior specific written authority of the LGBC in each and every instance.

Section 2: Elections. Elections for officer positions are to be held by written ballot during the month of May or June of each year. Officers assume their responsibilities July 1.

Section 3: Vacancies. In the event an officer other than the President vacates his or her position during his or her term, the President shall appoint an LGBC member to fill the unexpired portion of the term. In the event the officer who vacates his or her position is the President, the Vice President assume the position of President as provided in Section 8 of this Article and issue a call for a special election to fill the unexpired term of Vice President.

Section 4: Absences. Any Executive Board member who is absent from two (2) consecutive meetings without a satisfactory excuse to the Executive Board shall be deemed to have surrendered that office.

Section 5: Removal and Resignation. Any Executive Board member may resign at any time by giving written notice to the President. Any resignation shall take effect on the date of the receipt of such notice or at any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective. Any Executive Board member may be removed by majority vote (excluding the member to be removed) of the LGBC membership at any regular or special meeting. Any such officer proposed to be removed shall be entitled to at least five (5) days written notice delivered in advance of said meet at which such removal is to be voted upon, and he or she shall be entitled to appear before and be heard at such meeting.

Section 6: Duties. Officer duties should include, but may not be limited to, those listed in the following sections.

Section 7: The President shall:

- a. set dates for LGBC meetings at regularly scheduled times and places and make these dates known to the LGBC through written notice not more than sixty (60) or less than ten (10) days prior to any such meeting;
- b. preside at all meetings of the Executive Board and the LGBC;
- c. recommend appointment of chairpeople and committees;
- d. represent and speak for the LGBC in matters of importance to the organization or appoint a representative in his or her absence;
- e. authorize special expenditures of the LGBC for operation of the organization (not to exceed \$100.00, other than ongoing expenses as approved by the LGBC) that are in keeping with the actions of the Executive Board and its budget;
- f. prepare agendas for distribution to the LGBC;
- g. encourage the development of fund raising activities;
- h. aid in the preparation of the LGBC Parent Handbook;
- i. perform such duties as ordinarily pertain to such office, and
- j. appoint the Nominating Committee as specified in Article VII.

Section 8: The Vice President shall:

- a. serve for the President when the President is unable to serve;
- b. shall automatically assume the office of President upon resignation of the President;
- c. be responsible for aiding in the development of LGBC activities and assisting the President;
- d. arrange for flowers or an appropriate acknowledgement for those boys and girls attending the state meet;
- e. contact new team and pre-team members and provide them with information about the LGBC;
- f. collect information (names, address, phone, etc.) regarding team members and distribute this information to the Executive Board;
- g. support the President in conducting business of the LGBC;
- h. perform such duties as ordinarily pertain to such office; and
- i. aid in the preparation of the LGBC Parent Handbook.

Section 8: The Secretary shall:

- a. keep a record of the meetings of the LGBC and Executive Board and see that actions of both are communicated to members, coaches, and other individuals and groups as needed;
- b. provide each board member and LGBC member with a written copy of the minutes of each meeting;
- c. keep current records of the membership entitled to vote at each meeting, arranged in alphabetical order with addresses of each. Such LGBC membership lists should be distributed periodically to the membership;
- d. send acknowledgments to presenters, speakers, and other persons associated with each LGBC activity;
- e. prepare correspondence as directed by the President;

- f. serve as President in the absence of the President and Vice President and Past President;
- g. preserve the minutes of meetings;
- h. perform such duties as ordinarily pertain to such office; and
- i. aid in the preparation of the LGBC Parent Handbook.

Section 9: The Treasurer shall:

- a. establish the account(s) of the LGBC as approved by the Executive Board. The location of such account(s) shall be determined by the Executive Board;
- b. establish procedures for the depositing of funds and the maintenance of the LGBC properties;
- c. receive and disburse all funds of the LGBC as authorized by the Executive Board. (This does not mean that every payment must be authorized by the Executive Board. If a budget is presented and approved by the Board, items contained in that budget are automatically authorized for payment as funds are available.);
- d. maintain a record of all financial transactions and report, as requested, to the LGBC;
- e. prepare the sales tax statements for the LGBC;
- f. have checks signed by one officer of the Executive Board;
- g. provide written monthly reports at LGBC meetings;
- h. prepare notices of monies owed to the LGBC and deliver to parents and others;
- i. open the Treasurer's records for review upon request by any member of the LGBC;
- j. prepare a past Treasurer's report for the previous fiscal year and present this report at the first meeting in July;
- k. upon leaving office, turn over to his or her successor, or to the President, all funds, books of account, or any other property of the LGBC in his or her possession;
- l. perform such duties as ordinarily pertain to such office; and
- m. aid in the preparation of the LGBC Parent Handbook.

Section 10: The Past President shall:

- a. serve as Vice President in the case of the Vice President's inability to serve, until a new Vice President can be elected by the membership;
- b. chair meetings in the absence of the President and Vice President;
- c. be responsible for advising the officers and serving on the Executive Board;
- d. perform such duties as ordinarily pertain to such office; and
- e. chair the Nomination Committee unless running for an office. If the Past President is running for an office, the President shall appoint another chair from the LGBC.

ARTICLE VII
Election of Officers

Section 1: Nominating Committee. Not less than thirty (30) days prior to May 1, the President shall appoint the Nominating Committee. No member of the Nominating Committee shall be running for office. The Nominating Committee, consisting of the Past President as the chairperson (except as specified in Article VI Section 10e) and two (2) members of the LGBC appointed by the President, shall nominate candidates for vacancies and offices of the LGBC.

Section 2: Election. Not less than twenty (20) days before the annual meeting, the Nominating Committee shall submit the names of those willing to serve if elected via written ballot to the LGBC membership. Ballots should be returned by no later than five days prior to the annual meeting to a specified member of the committee for counting. In the event of a tie, a run-off election will be held. If a member wishes to have his or her name placed on the ballot for an office he or she should contact the chairperson of the Nominating Committee by May 10.

Section 3: Results. The results of the election shall be announced at the annual meeting of the LGBC. The ballots shall be maintained by the Nominating Committee chairperson for inspection by any member of the LGBC for at least two months.

ARTICLE VIII
Financial

Section 1: Fiscal Year. The fiscal year of the Association will be July 1 through June 30.

Section 2: Yearly Report. At the first meeting in July, the past Treasurer shall provide the membership with a complete accounting of the financial records of the LGBC.

Section 3: Bond. All officers and employees of the LGBC, who have custody or control of any funds of the LGBC, shall give such bond as required by the Board. The cost of all such bonds shall be paid by the LGBC.

Section 4: Monies and Funds. The monies and funds of the LGBC shall be received, deposited, and disbursed in such manner as shall be provided by the Executive Board; provided, however, that all checks and vouchers for the payment of monies shall be signed in the name of the LGBC. The Treasurer and one other officer shall sign all checks.

Section 5: Presentment of Bills. All bills shall be endorsed showing the approval of the officer or person authorized to purchase the merchandise, incur the obligation, or engage the services referred to therein, before presentation of such bill to the Treasurer for payment.

Section 6: Investments. The LGBC shall have the right to retain any or all assets acquired by it in whatever manner, and to invest and reinvest any funds held by it

according to the judgment of the Board; provided, however, that no action shall be taken on behalf of the LGBC if such action is a prohibited transaction, or would result in denial of tax exemption under the Internal Revenue Code of 1986, as amended, and its Regulations.

ARTICLE IX Prohibition Against Sharing LGBC Assets

Section 1: Restrictions. No Executive Board Member, officer or employee of the LGBC, or any person connected with the LGBC, or any other private individual, shall receive at any time any of the assets of the LGBC, provided that this shall not prevent the payment of reasonable compensation for services actually rendered in affecting any of its purposes as shall be fixed by the Executive Board; and upon dissolution. All officers or employees of the LGBC, or any person connected with the LGBC, or any other private individual, shall be deemed to have expressly consented and agreed that upon such dissolution, whether voluntary or involuntary, the assets of the LGBC shall be distributed, after all debts have been satisfied, in accordance with the Articles of Incorporation. Any remaining assets of the LGBC should be donated to a local charity/organization that promotes sports for community children like YSI, Boys and Girls Club, etc.

ARTICLE X Exempt Activities

Section 1: Exemptions. Notwithstanding any other provisions of these Bylaws, no officer, member, employee or representative of the LGBC shall take any action or carry on any activity for or on behalf of the LGBC not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, and its Regulations as they now exist, or as they hereafter be amended, or by an organization contributions to which are deductible for Federal income tax purposes under Section 170 (c)(2) of such Code, and Regulations as they now exist, or as they may hereafter by amended.

ARTICLE XI Miscellaneous

Section 1: Method of Voting. The business of the LGBC shall be transacted by the voice vote, except as otherwise determined.

Section 2: Inspection of Records. The books of account and minutes of proceedings of the LGBC shall be open to inspection upon written demand, at all reasonable times. Such inspection may be made in person or by an agent or attorney, and shall include the right to make extracts. Such demand shall be made in writing upon the President of the LGBC.

Section 3: Inspection of Bylaws. The LGBC shall keep in its principal office for the transaction of business its Articles of Incorporation and its Bylaws, and the minutes

of its meetings, which shall be open to inspection by the LABC membership and sponsoring agencies at all reasonable times during office hours.

Section 4: Amendments. These Bylaws may be amended or repealed by a two-thirds (2/3) vote of the members present at a meeting or by the written consent of members constituting a majority of the members. Notice of proposed changes must be distributed at least ten (10) days in advance of a membership meeting at which such changes are to be considered.

Section 5: Parliamentary Authority. Where these Bylaws remain silent, *Roberts Rules of Order* shall be the Parliamentary Authority.

Section 6: Indemnification. The LGBC shall indemnify any and all of its officers, employees, agents, or former officers, against expenses incurred by them, including legal fees, and against judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit or proceeding if such person acted, or failed to act, in good faith and in a manner she or he reasonably believed to be in or not opposed to the best interests of the LGBC, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The LGBC, by a majority vote of a quorum of members not party to such action, suit or proceeding, shall determine that indemnification is proper because the applicable standard of conduct has been met. If a quorum is unobtainable or there are no disinterested members, then such determination shall be made pursuant to Kansas General Corporation Law. This provision shall not limit any other rights of indemnification provided by Kansas General Corporation Law.

Section 7: Insurance. The LGBC shall purchase and maintain general insurance in such amount as shall be determined by the LGBC, so as to enable volunteers of the LGBC to come within the provisions of K.S.A. 60-3601.

Section 8: USAG. All actions of the LGBC must be in accordance with the Director and owners of LGA and the USAG Legislation.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of the LGBC; and

That foregoing Bylaws, consisting of 8 pages, constitute the amended Bylaws of the LGBC duly adopted by the members of the LGBC on the ____ day of _____, 2005.

Secretary