

FIRST STATE GYMNASTICS ATHLETIC ASSOCIATION

BY-LAWS

ARTICLE I - MEMBERS

Section 1. Conditions of Membership.

The membership of the Corporation shall consist of parents or guardians of gymnasts who are members of the competitive girls' team at First State Gymnastics, Inc. ("First State Gymnastics "). Members are entitled to vote, hold office, and participate in meetings as provided in these bylaws.

All parents or guardians of gymnasts who are members of the competitive girls' team at First State Gymnastics are required to be members of the Corporation.

For purposes of Quorum and Voting Procedures, members are considered part of a specific family. A family consists of the parents or guardians of a gymnast. A family with multiple gymnasts is considered a single family.

All families are required to participate in the Corporation's activities. Families not meeting their required level of participation will be assessed a non-participation fee. All activity requirements and non-participation fee assessments shall be further outlined in these by-laws or in the First State Gymnastics Athletic Association Guidelines.

Annually, all members must sign a Parent Contract and submit it to the Secretary.

Section 2. Meetings.

- a) General membership meetings shall take place monthly. There shall be no less than 9 monthly meetings and not more than 12. The months in which meetings take place shall be at the discretion of the President and/or the Board of Directors. General membership meetings, unless otherwise posted, shall be conducted at the First State Gymnastics facility. The meeting schedule, along with times, will be posted in a common area of the gym and/or sent via e-mail; this shall be the responsibility of the Secretary or designee. The schedule shall be posted by August for the next twelve months. Changes may be made with not less than 14 days notice and will be posted in a common area of the gym and/or sent via e-mail.
- b) Special meetings of the members, for any purpose or purposes prescribed in the notice of the meeting, may be called by the Board of Directors or President and shall be held at such place, on such date, and at such a time as they or he or she shall fix. Notice of the place, date, and time of each such special meeting shall be given each member by mailing written notice not less than five (5) days before the meeting, be e-mailed not less than three (3) days, or by telephone not less than one

- (1) day before the meeting. For the purpose of a special meeting, only the published topic may be discussed.
- c) An annual meeting shall take place for the purpose of holding elections for Board of Directors and Officer positions, whose terms are due to expire or have been vacated. This annual meeting shall take place on or near the end of August. The location of the meeting does not need to be at First State Gymnastics. This annual meeting may also take the place of the general monthly meeting. Notice of the place, date, and time shall be given each member in writing not less than 14 days before the meeting. There shall be no more than thirteen (13) months between such annual meetings.
 - d) The annual budget shall be submitted to the members for approval at a general membership meeting. The budget presentation shall take place not later than the second month of the fiscal year (July 1 – June 30).
 - e) At any general, annual or special meetings, should a question arise in regards to any business, order of business, motion, vote or any other topic for which these by-laws, guidelines, or any other general practice of this Corporation do not define or dictate appropriate policy or procedure, the chair of any such meeting shall refer to Robert's Rules of Order.

Section 3. Quorum.

- a) At any meeting that would include the general membership a quorum is defined as ten percent (10%) representation of the member families. For such counting purposes, any officers or board members present may be counted and included in this count. A quorum must be present to conduct the regular business of the Corporation unless a larger presence of members is required by the by-laws or guidelines or any law or laws relating to how a corporation must conduct its business.
- b) If a quorum fails to attend any meeting, the chairperson of the meeting may adjourn the meeting or use the time for informational purposes, with no voting or regular business being conducted that would normally require a quorum.

Section 4. Notice of Meetings.

Written notice requirements, of the place, date, and time, for each type of meeting is listed in the appropriate section above. The notice shall be provided to each member entitled to vote at such meetings, except as otherwise provided herein or required by law (meaning, here and hereinafter, as required from time to time by the Delaware General Corporation Law or the Certificate of Incorporation of the Corporation).

Written notice includes posting of meetings in the common areas of First State Gymnastics, recording the date of upcoming meetings in the minutes of other member meetings, and/or sending e-mail.

When a meeting is adjourned to another place, date or time, written notice need not be given of the adjourned meeting if the place, date and time thereof are announced at the

meeting at which the adjournment is taken; provided, however, that if the date of any adjourned meeting is more than thirty (30) days after the date for which the meeting was originally noticed, or if a new record date is fixed for the adjourned meeting, written notice of the place, date, and time of the adjourned meeting shall be given in conformity herewith.

Section 5. Organization.

The President of the Corporation shall preside over general membership, special and annual meetings. In the event the President is absent or not able, his or her designee shall preside over said meeting.

Section 6. Conduct of Business.

The chairperson of any meeting of members shall determine the order of business and the procedure at the meeting, including such regulation of the manner of voting and conduct of discussion as seem to him or her in order.

Section 7. Voting Procedures.

- a) Each family shall have one vote.
- b) Only members who are physically present at a meeting may vote. No other method will be accepted or allowed.
- c) All voting, except where dictated otherwise, shall be voice vote, unless a motion is made from the floor to have a hand vote or secret ballot vote.
- d) All elections of directors and officers shall be determined by a plurality of the votes cast, and except as otherwise required by law, all other matters shall be determined by a majority of the votes cast affirmatively or negatively at any meeting at which a quorum is present.
- e) During a secret ballot vote, it shall be the responsibility of the Secretary or his/her designee to notify the Chairperson of the meeting to the number of eligible voting members present and hand out a paper ballot. Upon counting such ballots the Secretary or designee shall determine if he/she has the correct number of ballots and report the outcome to the Chair.
- f) During officer and director elections, it shall be the responsibility of the Secretary to keep a written record of each eligible member that has voted and should use this record to check that the appropriate number of ballots have been cast and counted.
- g) It shall be the responsibility of the Secretary to make the appropriate number of ballots necessary with the correct information included on them as to the names of the persons running and the particular position they are seeking.

Section 8. Consent of Members in Lieu of Meeting.

Any action required to be taken at any general, annual or special meeting of the members, or any action which may be taken at any general, annual or special meeting of the members, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing (e-mail sent from member's e-mail address is acceptable), setting forth the action so taken, shall be signed by the number of members that would be

necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voted and shall be delivered to the Secretary.

Every written consent shall bear the date of signature (e-mail sent from member's e-mail address is acceptable) of each member who signs the consent and no written consent shall be effective to take the action referred therein unless, within sixty (60) days of the date of the earliest dated consent, a written consent or consents signed by a sufficient number of members to take action are delivered in the manner prescribed in the first paragraph of this Section.

ARTICLE II - BOARD OF DIRECTORS

Section 1. Number and Term of Office.

The persons who shall constitute the board shall consist of ten elected directors, including President, Vice President, Treasurer, Secretary, Finance Committee Chair, Communication Committee Chair, Fundraising Committee Chair, Social Committee Chair and two At-Large members. The term for each of the ten elected directors shall be two years and until his or her successor is elected, except as otherwise provided herein or required by law. The two-year terms shall be offset so that at least four of the ten directors are elected each year at the required annual meeting.

Section 2. Vacancies.

If the office of any of the ten elected directors becomes vacant by reason of death, resignation, disqualification, removal or other cause, a majority of the board remaining in office, although possibly less than a quorum, may elect a successor for the unexpired term and until his or her successor is elected by the members.

Section 3. Regular Meetings.

Regular meetings of the Board of Directors shall be held at such place or places, on such date or dates, and at such time or times as shall have been established by the Board of Directors and publicized among all directors and the President. A notice of each regular meeting shall not be required.

Section 4. Special Meetings.

Special meetings of the Board of Directors may be called by at least two of the directors or by the President and shall be held at such place, on such date, and at such time as they or he or she shall fix. Notice of the place, date, and time of each such special meeting shall be given to each director and the President (unless waived) by mailing written notice not less than five (5) days before the meeting, by e-mail not less than three (3) days, or by telephone not less than one (1) day before the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting.

Section 5. Quorum.

At any meeting of the Board of Directors, five of the nine directors (excluding the President) shall constitute a quorum for all purposes. If a quorum shall fail to attend any meeting, a majority of those present may adjourn the meeting to another place, date or time without further notice or waiver thereof.

Section 6. Conduct of Business.

The President will chair the Board. The President or his/her designee will schedule and preside over meetings of the Board of Directors

At any meeting of the Board of Directors, business shall be transacted in such order and manner as the Board may from time to time determine, and all matters shall be determined by vote.

At each meeting, the Secretary or his/her designee shall record any decisions.

Recordings of all decisions by the Board of Directors shall be read at the member meetings.

Section 7. Voting Procedures.

Each of the nine directors shall have one vote. The President shall cast a vote to break any ties.

Only directors who are physically present at a meeting may vote. For votes scheduled during board meetings, there is no voting by proxy, telecom, fax, e-mail, or other method where a director is not physically present.

Under extenuating circumstances, the President has the authority to request a Board vote via e-mail. All directors must agree in writing (includes e-mail) that they agree to an e-mail vote. The motion must be sent to each voting director. Each director has a minimum of 48 hours and an established deadline to respond and vote either in favor, against, or abstain. Discussion and questions may transact until the established deadline.

Section 8. Powers.

The Board of Directors may, except as otherwise required by law, exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, including, without limiting the generality of the foregoing, the unqualified power:

- a) To remove any director of the Corporation with or without cause, and from time to time to devolve the powers and duties of any director upon any other person for the time being;
- b) To adopt from time to time regulations, not inconsistent with these by-laws, for the management of the Corporation's business and affairs.

Section 9. Compensation of Directors.

Directors shall not be entitled to receive any fees or other compensation for their services as directors of the Corporation, but, pursuant to resolution of the Board of Directors, may receive reimbursement for expenses incurred by them in connection with the performance of their services as directors.

ARTICLE III - OFFICERS

Section 1. Generally.

The Board of Directors will have four officer positions. The officers shall consist of: President, Vice President, Secretary and Treasurer. See Article II, Section 1 for election procedures. Each officer shall hold office until his or her successor is elected or until his or her resignation or removal.

Section 2. President.

The President shall be the chief executive officer of the Corporation and Chairperson of the Board. Subject to the provisions of these by-laws and to the direction of the Board of Directors, he or she shall have the responsibility for the general management and control of the business and affairs of the Corporation and shall perform all duties and have all powers which are commonly incident to the office of chief executive or which are delegated to him or her by the Board of Directors. He or she shall have power to sign all contracts, agreements, and other instruments of the Corporation which are authorized and shall have general supervision and direction of all of the other officers, employees, or agents of the Corporation. Specific functions of the President include but are not limited to:

- Scheduling, preparing agendas, and presiding over meetings of the members and the Board of Directors
- Acting as liaison between First State Gymnastics and the FSGAA
- Participating on the Finance Committee

Section 3. Vice President.

The Vice President shall have such powers and duties as may be delegated to him or her by the Board of Directors and shall perform the duties and exercise the powers of the President in the event of the President's absence or disability. The Vice President shall act as an informational officer for new members, coordinate by-law revisions, and record minutes in the absence of the Secretary. The Vice President also coordinates along with the Committee Chairs the filling of volunteer committee positions. The Vice President is a voting member of the Board.

Section 4. Treasurer.

The Treasurer shall have responsibility for maintaining the financial records of the Corporation and will have custody of the funds of the Corporation. He or she will keep full and accurate accounts of receipts and disbursements of funds relating to the Corporation. The Treasurer will disburse funds of the Corporation, taking proper vouchers or receipts and will render to the Board of Directors or membership, whenever required, an account of all transactions and the financial condition of the Corporation. The Treasurer will obtain approval of the Board of Directors before disbursing funds beyond the limits established in the annual budget. Those authorized to sign checks include the Treasurer, Finance Committee Chair, and the President. The Treasurer shall ensure that all checks in excess of budgeted amounts and checks greater than \$5,000 are signed by two of the three authorized signers. The Treasurer will attempt to secure the most reasonable rates and arrangements for financial obligations assigned to the Corporation. The Treasurer shall periodically distribute account statements to all members and be available to members to reconcile any discrepancies. The Treasurer will also notify the President of any substantially delinquent accounts (i.e. more than 2 months past due). The Treasurer shall work in conjunction with the Finance Committee to prepare the draft annual budget and also perform such other duties as the Board of Directors may from time to time prescribe. The Treasurer shall be a voting member of the Finance Committee and a voting member of the Board.

Section 5. Secretary

The Secretary shall issue all authorized notices for, and shall keep minutes of, all meetings of the members and Board of Directors. Meeting minutes shall be distributed to the appropriate audience within two weeks following the meeting. The Secretary will also coordinate the tracking of member participation, including parent contracts. The secretary is a voting member of the Board and also performs such other duties as the Board of Directors may from time to time prescribe.

Section 6. Removal; Vacancies.

Any officer of the Corporation may be removed at any time, with or without cause, by the Board of Directors or by vote of the members.

ARTICLE IV - COMMITTEES

Section 1. Committees of the Board of Directors.

The Corporation shall have the committees set forth below and such additional committees as deemed necessary and established from time to time by vote of the President and/or Board. The committees shall have such powers and duties in connection with the conduct of affairs of the Corporation as shall be delegated by the Board of Directors or, as determined from time to time by the vote of the members. Each committee will have a

chairperson responsible for performing and or coordinating the duties of the committee. The Corporation shall have at least the following committees:

Finance Committee

Prepares annual budget, presents annual budget to the Board of Directors, presents annual budget to the members, reviews budget against actual expenses, performs mid-year review of budget vs. actual, coordinates audits, handles all communication with corporate and tax authorities including filing of tax returns annually and monitors Treasurer activities. The Finance Chairperson is a voting member of the Board.

Fundraising Committee

Responsible for four areas of fundraising activities: General fundraising for FSGAA (e.g. Friendly's night); Annual fundraisers (e.g. Golf Outing); Individual fundraisers for members (e.g. cheesecake sales); and solicitation of sponsors. The Fundraising Chairperson is a voting member of the Board.

Communication Committee

Responsible for two primary activities: website and level representatives. The Communications Chairperson is a voting member of the Board.

Website: Updates team rosters, records scores, sets up links to meet websites, communicates team related information and maintains website.

Level Representatives: Each member of a sub-committee is assigned as the designated point of contact for a competition level. Responsibilities include but are not limited to contacting parents regarding team schedules and changes (practice or meet), coordinating travel arrangements, collecting meet scores, providing information to the website manager, distributing and collecting documents from parents, and coordinating any external communication of gymnast or team accomplishments.

Social Committee

Responsible for annual team and individual pictures, annual team party, gymnast awards, and any team social events (e.g. Hershey Park). The Social Committee Chairperson is a voting member of the Board.

Section 2. Conduct of Business.

Each committee may determine the procedural rules for meeting and conducting its business and shall act in accordance therewith, except as otherwise provided herein or required by law. Adequate provision shall be made for notice to members of meetings, including posting of meetings in the common areas of First State Gymnastics, recording the dates of upcoming meetings in the minutes of member meetings, and/or sending e-mail notices.

The Chairperson is elected through the director election process.

Chairpersons are responsible for tracking participation of committee members and providing this information to the Secretary.

ARTICLE V – NOTICES

Section 1. Notices.

Except as otherwise specifically provided herein or required by law, all notices required to be given to any member, director or officer shall be in writing.

Section 2. Waivers.

A written waiver of any notice, signed by a member, director or officer, whether before or after the time of the event for which notice is to be given, shall be deemed equivalent to the notice required to be given to such member, director or officer. Neither the business nor the purpose of any meeting need be specified in such a waiver.

ARTICLE VI - MISCELLANEOUS

Section 1. Fax Signatures.

In addition to the provisions for use of fax signatures elsewhere specifically authorized by these by-laws, fax signatures of any director or officer may be used whenever and as authorized by the Board of Directors.

Section 2. Corporate Seal.

The Board of Directors may provide a suitable seal, containing the name of the Corporation, which seal shall be in the charge of the Secretary.

Section 3. Reliance upon Books, Reports and Records.

Each director, officer or member shall, in the performance of his or her duties, be fully protected in relying in good faith upon the books of account and other records of the Corporation and upon such information, opinions, reports or statements presented to the Corporation by any of its directors, officers or members.

Section 4. Fiscal Year.

The fiscal year will begin the first day of July of each year and end on the last day of June of the following year.

Section 5. Time Periods.

In applying any provision of these by-laws which requires that an act be done or not be done a specified number of days prior to an event or that an act be done during a period of a specified number of days prior to an event, calendar days shall be used, and the day of the act shall be included.

ARTICLE VII- INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Right to Indemnification.

Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was a director, officer or agent of the Corporation shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such Indemnitee in connection therewith; provided, however, that, except as provided in Section 3 of this ARTICLE VII with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify such Indemnitee in connection with a proceeding (or part thereof) initiated by such Indemnitee only if such proceeding (or part thereof) was authorized by the Board of Directors.

Section 2. Right to Advancement of Expenses.

The right to indemnification conferred in Section 1 of this ARTICLE VII shall include the right to be paid by the Corporation the expenses (including attorney's fees) incurred in defending any such proceeding in advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that, if the Delaware General Corporation Law requires, an advancement of expenses incurred by an Indemnitee in his or her capacity as a director, officer or agent (and not in any other capacity) shall be made only upon delivery to the Corporation of an undertaking (hereinafter an "undertaking"), by or on behalf of such Indemnitee to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal (hereinafter a "final adjudication") that such Indemnitee is not entitled to be indemnified for such expenses under this Section 2 or otherwise. The rights to indemnification and to the advancement of expenses conferred in Sections 1 and 2 of this ARTICLE VII shall be contract rights and such rights shall continue as to an Indemnitee who has ceased to be director, officer or agent and shall inure to the benefit of the Indemnitee's heirs, executors and administrators.

Section 3. Right of Indemnitee to Bring Suit.

If a claim under Section 1 or 2 of this ARTICLE VII is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty (20) days, the Indemnitee may at the time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. In (i) any suit brought by the Indemnitee to enforce a right to indemnification hereunder (but not in suit brought by the Indemnitee to enforce a right to advancement of expenses), it shall be a defense that, and (ii) in any suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Corporation shall be entitled to recover such expenses upon a final adjudication that, the Indemnitee has not met any applicable standard for indemnification set forth in the Delaware General Corporation Law. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its members) to have made a determination prior the commencement of such suit that indemnification of the Indemnitee is proper in the circumstances because the Indemnitee has met the applicable standard or conduct set forth in the Delaware General Corporation Law, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its members) that the Indemnitee has not met such applicable standard of conduct, shall create a presumption that the Indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the Indemnitee, be a defense to such suit. In any suit brought by the Indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder, or brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the Indemnitee is not entitled to be indemnified, or to such advancement of expense, under this ARTICLE VII or otherwise shall be on the Corporation.

Section 4. Non-Exclusivity of Rights.

The rights to indemnification and to the advancement of expenses conferred in this ARTICLE VII shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, the Corporation's Certificate of Incorporation, by-laws, agreement, vote of members or disinterested directors or otherwise.

Section 5. Insurance.

The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, or agent of the Corporation against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

Section 6. Indemnification of Employees and Agents of the Corporation.

The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and the advancement of expense to any agent of the Corporation to the fullest extent of the provisions of this ARTICLE VII with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

ARTICLE VIII - AMENDMENTS

These by-laws may be amended or repealed by the members at any general, annual or special meeting at which a quorum is present.