

Champion Gymnastics Foundation

A Not For Profit Organization

By-Laws Richmond, Texas

ARTICLE I

Name

The name of the Organization shall be Champion Gymnastics Foundation, and its principal place of business shall be the city of Richmond, Fort Bend County, Texas.

ARTICLE II

Purpose

The purpose of the foundation shall be to promote men's and women's gymnastics by supporting and developing amateur athletes for national and international competition. The Foundation shall encourage participation in competitive gymnastics and will support competition in USA GYMNASTICS sponsored meets at the local, state, regional, national, and international levels. Champion Gymnastics Foundation admits students of any race, color, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to all members of the Foundation and will not discriminate on the basis of race, color, national and ethnic origin in administration of any of its policies. The Foundation may make distributions to organizations that qualify as exempt organizations under section 501(c)3 of the Internal Revenue Code of 1954 and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under section 501(c)3 or by a corporation, contributions to which are deductible under section 170(c)2 of the Internal Revenue Code.

ARTICLE III

Program

The Foundation shall host not less than one competitive meet in each competitive year, but may hold more than one meet, provided that, in the judgment of the Board of Directors, it is expedient to do so. The time and place of the meet shall be fixed by the Champion Gymnastics Head Coach. In the event that extraordinary circumstances prevent the holding of any meet within any calendar year, then at the discretion of the Board of Directors, the meet may be cancelled.

ARTICLE IV

Membership

Section I - Membership: Any athlete competing with Champion Gymnastic Academy and that athlete's family shall become members of the Champion Gymnastics Foundation upon his or her application and receipt of dues as set by the Board of Directors of the Foundation.

Section II - Dues: The dues and conditions of membership and the classification of membership shall be fixed by the Board of Directors. Membership in the Foundation shall be termed for one year, from June 1st to May 31st.

Section III - Responsibilities: The responsibilities of the members include attending all membership meetings, staying in good standing with the Foundation by keeping current with any and all foundation dues and fees, and volunteering at all major fundraising events.

Section IV – Voting: Each family shall be entitled to one (1) vote per competing athlete which shall be exercised and cast in accordance with the provisions of these by-laws.

Section V – Transfer: Membership is not transferable and any attempt to make a prohibited transfer not complying with these by-laws shall be cause for loss of voting privileges.

Section VI – Suspension: Member's voting rights shall be automatically suspended should member become 30 days delinquent on payment of membership fees or other receivables. The suspension shall remain in effect, until such time as the delinquency is brought current.

Section VII - New Families: Additionally, all new, post-competitive season, incoming gymnast's families will have the option of joining CGF early for the sole purpose of participating in the CGF elections of officers for the next fiscal year. This membership fee will apply for the next fiscal year.

Section VIII - Cancellation of Membership - Cancellation of membership will commence upon termination of an athlete's association with Champion Gymnastics - TX. Cancellation of membership will terminate member voting rights, remove athlete and family from our membership list (including all communications) and cancel further monetary obligation by CGF effective the date of cancellation.

ARTICLE V

Membership Meetings

Section I – Annual Meeting: The annual meeting of the membership shall be held in June of each year unless such meeting shall be postponed for cause by majority vote of the Board of Directors. The annual meeting will be held to, but is not limited to, share with the membership information concerning the foundation, review the previous fiscal year and budget for current year, in addition to addressing any concerns from the membership.

Section II – General Meeting: A general meeting of the membership shall be held in November of each year unless such meeting shall be postponed for cause by majority vote of the Board of Directors. The general meeting will be held to, but is not limited to, share with the membership about the annual meet and establish committees for the meet, in addition to addressing any concerns from the membership.

Section III – Special Meeting: Special meetings may be called at any time by the Board of Directors upon the giving of at least five (5) days and no more than thirty (30) days notice to the members.

ARTICLE VI

Board of Directors

Section I – Number and Officers: The Board of Directors shall consist of a maximum of nine (9) active voting Directors, including: President, Treasurer, Fundraising, Girls’ Vice President, Boys’ Vice President, Secretary, Sponsorship, RD Chair, and Member-at-Large. The Board of Directors can be increased at any time from the nine (9) members with consent of the majority of the Board of Directors. The Board of Directors shall have an equal mix of boys and girls team representation. Individuals or organizations contributing in excess of \$10,000 to the Foundation shall each be granted an additional voting position on the Board of Directors.

Section II – Indemnification: The Foundation shall indemnify any present or former Director, Officer of the Foundation, or any other properly appointed/elected committee member, against all expenses or costs actually and necessarily incurred by said level of individuals in connection with the defense of any action, suit or proceeding to which he or she is made a party by reason of being or having been a Director, Officer, or Committee Member. The indemnification herein provided shall also cover expenditures incurred in good faith in anticipation of, or in preparation for, threatened or proposed litigation. It shall also cover the good faith settlement of any action, suite, or proceeding, whether formally instituted or not, so long as such settlement is approved by the Board of Directors. No indemnification shall be authorized for anyone adjudicated to be liable for gross negligence or misconduct in the performance of his or her organizational duties. The indemnification herein provided shall not be deemed exclusive of any other rights to which any Director or Officer may be entitled under any by-law, agreement, vote of members otherwise.

Section III – Powers: The Board of Directors shall control and manage the affairs and the funds of the Foundation. The Board may not make an assessment upon the members without their consent expressed by vote at any annual or special meeting of members. The Board may adopt rules and regulations regarding the management of the affairs of the Foundation, as shall be best suited in the judgment of the Board of Directors, for accomplishing the purpose of the Foundation.

Section IV – Meeting: The Board of Directors shall meet monthly or when called by the President and notice of such meeting shall be at least five (5) days in advance of the called date. The meetings may be held at any time or place designated in the call, and four (4) members of the Board shall constitute a quorum. Voting decisions will be made by a majority rule. In the case of a tie, the president will cast the deciding vote.

ARTICLE VII

Election and Term of Officers

Section I - Nomination: Nominations for the Board of Directors will be taken during the month of April. Notice of position postings, duties and responsibilities for nominations will be communicated to the foundation body and nominations accepted by the President and Secretary. Husband and wife members of the Foundation shall each be eligible for nomination to the Board of Directors, but both shall not be elected to serve on the Board at the same time. No member may be nominated for more than one position on the ballot. Should there be a vacancy in the slate of officers nominated for election; the board shall determine the new nomination process on a case by case basis.

Section II – Election: The members of the Board of Directors, including officers, shall be selected from the Foundation’s membership and elected for a term of one year. This shall be done by a majority vote of the entire membership body before the end of the fiscal year. Absentee ballots will be available on request from the CGF Secretary and will be due back to the Secretary one day prior to the close of voting in order for those absentee ballots to be counted. Officers of the Foundation shall be selected from and elected by all members in good standing. The Directors shall hold office for one year beginning June 1st and ending May 31st, when their successors are duly elected and have qualified. During an election, votes on the ballots submitted will be counted by the President and the Secretary, jointly.

Section III – Eligibility: Eligibility for nomination and serving as a member of the Board of Directors requires that said individual be the parent or legal guardian of a child currently participating as a member of the Champion Gymnastics Team. If, for any reason, a member of the Board no longer has a child registered on the team, the Board member will be deemed ineligible to fulfill his/her duties and a successor will be chosen according to the rules set forth in these bylaws as pertains to vacancies.

Section IV - Term of Office: Officers shall serve for a term of one (1) year beginning June 1st, unless they shall sooner resign or be removed by the Board of Directors. Officers may be re-elected to serve consecutive one year terms in the same Board position, but may serve no more than two (2) consecutive years in the same position. A member may be elected to a different position on the Board after serving the maximum term allowed in any other position.

Section V – Vacancies: In the case of a vacancy of any position, the president (or if the vacancy is to the office of president, the Member-at-Large) will inform the membership of the vacancy through written notification to solicit nominations for the vacant position within two (2) weeks of finding out there will be a vacancy. Within two (2) weeks of dispersal of notification, the position will be voted on by majority vote of the board, based on responses received from the membership regarding interest in the vacant position.

ARTICLE VIII

Duties of Officers

President: The President shall preside at all regular and special meetings of the membership and at all regular and special meetings of the Board of Directors. The President shall execute all contracts on behalf of the Foundation, shall represent the Foundation at any time when the President deems it necessary to do so, and shall carry out the policies and plans of the Board of Directors. The President shall serve as an ex-officio member of all committees. The President shall have the authority to counter-sign all checks issued by the Foundation. The President shall have served on the board the immediate year prior to taking the office of President. Should the position become vacant, the position of President shall be filled by either the Boys' Vice President or the Girls' Vice President until which time the Board of Directors votes to fill the position, present to Article VII, Section V.

Treasurer: The Treasurer shall direct the keeping of all books and records of the Foundation, the collection of all monies due the Foundation, and the depositing of same in a bank or banks acceptable to the Board of Directors. The Treasurer shall have the authority to counter sign all checks issued by the Foundation. All checks issued for and on behalf of the Foundation shall be signed by any persons duly authorized by the Board of Directors. The Treasurer shall have served on the board the immediate year prior to taking the office of Treasurer.

Fundraising: Fundraising shall direct the fundraising activities of the Foundation including, but not limited to, the organization of the event/activity, notification to members of specifics regarding the event/activity, coordination of members participating in the event/activity, and assessment of the event/activity as to its success in terms of the goals of the Foundation. Fundraising will work closely with the Treasurer to assure that funds are accurately accounted for. Fundraising shall be able to initiate committees as necessary to assist with the duties of this position.

Boys' Vice President: The Boys' Vice President shall represent the interests of the members of the competitive Boys' Team and liaison with the membership whose interests he represents.

Girls' Vice President: The Girls' Vice President shall represent the interests of the members of the competitive Girls' Team and liaison with the membership whose interests he represents.

Member-at-Large: The Member-at-Large of the Foundation shall support the offices of the Foundation and, in the event that there is a vacancy in any of the positions on the board, other than President, shall fill the position until which time the Board of Directors votes to fill the position, present to Article VII, Section V. Member-at-Large shall ensure that information from the Board is properly communicated to all members of the Foundation and ensure tasks directed by the Board are carried out in a punctual and professional manner.

Secretary: The Secretary shall direct and supervise the keeping of all records of the Foundation and shall see that the minutes of meetings and all records pertaining thereto are retained and preserved.

Sponsorship: Sponsorship shall direct all things pertaining to sponsorships and the Foundation, including but not limited to, organizing and encouraging the acquisition of sponsors for the Foundation,

ensuring proper recognition of those sponsors, and assessment of activity. Sponsorship will work closely with the Treasurer to assure that funds are accurately accounted for. Sponsorship shall be able to initiate committees as necessary to assist with the duties of this position.

RD Chair: The RD Chair shall direct all things pertaining to the RD761 meet, including but not limited to, finding committee chairs, scheduling volunteers, holding meetings, etc. The RD Chair will work closely with Fundraising and Sponsorship to ensure meet success. The RD Chair will work closely with the Treasurer to assure that funds are accurately accounted for. The RD Chair shall be able to initiate committees as necessary to assist with the duties of this position.

All Board Members: In addition to the above duties, each board member shall be responsible for attending the monthly board meetings. Each board member shall also become a Committee Chairman as needed for one or more committees associated with the hosting of the annual gymnastics meet.

ARTICLE IX

Contracts/Compensation

No officer or member of the Board of Directors shall enter into any contract for the Foundation in which the interest of such individual and that of the Foundation may conflict, unless such contract be approved by a vote of at least two-thirds (2/3) of the members of the Board of Directors present at any meeting at which a quorum is present. No officer or member of the Foundation shall draw any salary or receive any compensation from the Foundation by reason of services rendered as an officer or member of the Foundation.

ARTICLE X

Parliamentary Procedure

The meetings of the Foundation shall be conducted according to accepted parliamentary procedure as set out in Robert's Rules of Order. The President shall preside at all meetings of the membership, or in his absence, the Member-at-Large shall preside. In the event none of the foregoing officers are present, any Board Member present may conduct the meeting. If there are no Board members present, the meeting shall be adjourned.

ARTICLE XI

Committees

All committees and a Chairman to head such committee shall be appointed by the members of the Board of Directors. The President of the Foundation shall be an ex-officio member of all committees. The committees shall be appointed by the members of the Board after they assume office, and shall serve until the next annual meeting. The committees shall report to the President. All committee persons must be members of the Foundation.

A Meet Committee will be formed for each meet hosted by the foundation and will report directly to the Committee Chairman who reports to Champion Board of Directors President of the Foundation. The Champion Board of Directors President will be responsible for overseeing the success of any meets hosted by Champion Gymnastics and will organize appropriate meet committees as deemed necessary.

A Banquet Committee will be formed and will report directly to the President of the Foundation. The President will be responsible for overseeing the success of the banquet hosted by Champion Gymnastics and will organize appropriate meet committees as deemed necessary.

ARTICLE XII

By-Law Changes

These By-laws may be altered, changed, added to, or amended at any regular or special meeting of the Board of Directors, provided that five (5) days notice shall have been given on the intention to alter. Said alterations, changes, additions, or amendments shall be passed by the vote of a majority of the Board of Directors. A quorum of Directors must vote for any proposed changes in the By-laws. Before any alterations, changes, additions, or amendments to the By-laws become effective, they must be presented for approval to a 2/3 majority of the membership. If a 2/3 majority of the membership is not present at the time of the presentation to the membership, then a ballot containing the proposed alterations, changes, additions, or amendments must be issued to the full membership.

ARTICLE XIII

The Fiscal Year

The fiscal year of the Foundation shall commence on June 1st and end on May 31st of each year.

ARTICLE XIV

Foundation Funds

The funds of the Foundation shall come from membership dues, interest, contributions, and fundraising activities (i.e.: candy sales, car washes, meets, etc.). Funds shall be used, if required, to pay the normal monthly operating expenses of the Foundation. The fundraising monies, net of all expense, shall be allocated for the following categories: gymnasts' portion of coaches' travel expenses for all competitive gymnasts, gymnasts' entry fees to competitions, and for any other expenses so directed by the Board of Directors of the Foundation.

ARTICLE XV

Entropy

In the event that Champion Gymnastics Foundation ceases to act within the confines of these By-Laws and eventually ceases to exist, the assets contained within the Foundation, be them however small, will be directed or donated to the USA National Gymnastics Foundation.