

**BYLAWS OF**  
**GALAXY GYMNASTICS BOOSTER CLUB FOUNDATION, INC.**  
**A New York Non-Profit Corporation**

**Article I**

**Purpose and Objectives of the Corporation**

A. Purpose. The purposes for which the corporation is formed are to conduct activities which are exclusively charitable, educational and athletic in nature within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, and as same may be amended from time to time.

The Galaxy Gymnastics Booster Club Foundation, Inc. (the "Corporation") shall provide support and development of amateur athletes for participation in national and international gymnastics competitions through sponsorship of: the Galaxy Gymnastics Competitive Team; other USAG gymnastics organizations; and USAG sanctioned meets.

B. Objective. The objectives of the Corporation shall include:

1. Financial support directly to Galaxy Gymnastics Competitive Team athletes and coaches for purposes of developing their competitive skills and coaching techniques;
2. Effective and efficient means of communication among the Corporation members, the community, and the competitive gymnastic teams and individual gymnasts;
3. To promote mental, physical, and moral development of participants, members, and gymnasts;
4. To donate, as directed by the membership, to the USA Gymnastics Region 6 Gymnastics Fund; and
5. Any and all other methods and means, as approved by the membership, which would serve to promote competitive gymnastic opportunities.

**Article II**

**Offices**

A. Principal Office. The principal office of the Corporation shall be at 17 A Greenbush Rd., Orangeburg, N.Y., or any such place within the State of New York as the board of directors may determine from time to time.

B. Other Offices. The Board of Directors may establish other offices in or outside of the State of New York.

**Article III**

**Board of Directors**

**Government**

(a) The government of the Corporation is hereby vested in the Board of Directors (defined below) which shall have overall responsibility for the conduct of the Corporation in a manner consonant with the purposes set forth in the Bylaws.

(b) The Board of Directors (the "Director(s)" or the "Board") shall consist of four (4) officers, namely the President, Vice President, Secretary and Treasurer (the "Officers") and one representative of each competing class of gymnast ("Level Reps"). The Level Rep position may be shared by two Members, as defined in Article IV, but there shall be only one vote per level.

(c) Qualifications. All Directors shall be voting Members of the Corporation.

(d) Tenure. The Directors shall be elected at the annual membership meeting to hold office until the next annual membership meeting or until the Director's successor is elected and qualified, or until the Director's death, resignation, or removal.

(e) Resignation. A Director may resign at any time by providing written notice to the Corporation. Notice of resignation will be effective on receipt or at a later time designated in the notice. A successor shall be appointed as provided in section g of this Article.

(f) Removal. Any member of the Board may be removed with or without cause by a 2/3 vote of the Members entitled to vote at an election of Directors.

(g) Board Vacancies. A Level Rep vacancy on the Board shall be filled by election by the voting Members. Each person so elected shall be a Director for a term of office continuing until the next election of Directors by the Members. Officer vacancies shall be filled in accordance with Article VII (e) herein.

(h) Annual Meeting. An annual election shall be held on the second Monday in June immediately after the annual membership meeting. If the annual meeting is not held at that time, the Board shall cause the meeting to be held as soon thereafter as is convenient.

(i) Regular Meetings. Regular meetings of the Board may be held monthly at the time and place as determined by the Board or the President. Notice of the time and place of regular meetings shall be given to each Director at least one week before the meeting.

G) Special Meetings. Special meetings of the Board may be called by the President or any two Directors at a time and place determined by those persons authorized to call special meetings. Notice of the time and place shall be given to each Director at least three days before the meeting.

(k) Statement of Purpose. The general purpose for the business to be transacted at any regular or special meeting of the Board shall be specified in the notice for that meeting.

(l) Waiver of Notice. The attendance of a Director at a Board meeting shall constitute a waiver of notice of the meeting, except where a Director attends the meeting for the purpose of objecting to the manner in which the meeting was called or convened. In addition, the Director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

(m) Quorum. Seventy five percent of the Directors then in office constitutes a quorum for the

transaction of any business at any meeting of the Board. Actions voted on by a majority of Directors present in person or by telephone conference at a meeting where a quorum is present shall constitute authorized actions of the Board.

#### Article IV

##### Officers

A. Number. There shall be four Officers, President, Vice President, Secretary and Treasurer. The Officers shall be elected by a majority of voting Members. The President shall be a voting Member of the Board.

B. Qualifications. The Officers shall be voting Members of the Corporation and to be elected they shall have been a voting Member of the Corporation for one year prior to election.

C. Term of Office. Each Officer shall hold office for the term which shall be from the election at the June meeting through the date of the next election (the "Term"). An Officer may resign at any time by providing written notice to the Corporation. Notice of resignation is effective on receipt or at a later time if so designated in the notice.

D. Removal. An Officer may be removed with or without cause by vote of 2/3 of the voting Members.

E. Vacancies. A vacancy in any office for any reason must be filled by the voting Members within 30 days. *We have 30 days?*

F. President. The President shall be the chief executive officer of the Corporation and shall have authority over the general control and management of the business and affairs of the Corporation. The President shall sign all corporate documents and agreements on behalf of the Corporation. The President shall see that all actions taken by the Board are executed in the best interest of the Corporation and shall perform all other duties incident to the office. This is subject, however, to the President's right and to the right of the Board to delegate any specific power to any other Officer.

G. Vice President. The Vice President shall have the power to perform duties that may be assigned by the President or the Board. If the President is absent or unable to perform his or her duties, the Vice President shall perform the President's duties until the Board directs otherwise. The Vice President shall perform all duties incident to the office.

H. Secretary. The Secretary shall:

1. Keep minutes of Board and general membership meetings;
2. Be responsible for providing notice to each Member as required by law, the articles of incorporation, or these bylaws;  
Be the custodian of corporate records;  
Keep a current register of the names and addresses of each Member, Officer and director; and  
Perform all duties incident to the office and other duties assigned by the President or the Board.
3. Be the custodian of corporate records;
4. Keep a current register of the names and addresses of each Member, Officer and Director; and
5. Perform all the duties incident to the office and other duties assigned by the President or the Board.

**I. Treasurer.** The treasurer shall:

1. Have charge and custody over corporate funds and securities;
2. Keep accurate books and records of corporate receipts and disbursements;
3. Oversee the timely deposit of all monies and securities received by the corporation at such depositories in the corporation's name that may be designated by the board;
4. Meet with accountant, file corporate tax returns and other requiring state and federal documents
5. Perform all duties incident to the office and other duties assigned by the President or the Board.

**J. Meetings.** Special meetings of the Officers may be called by the President or any two Officers at any time and place determined by those persons authorized to call special meetings. Notice of the time and place of the special meetings shall be given to each Officer at least one day prior to the meeting.

**K. Conflicts of Interest.** The relationship between the Board and the Members is one which carries with it a duty of honesty, loyalty and fidelity. For the benefit of the Corporation, all Members must exercise utmost good faith. Even the appearance of illegality, of impropriety or of a conflict of interest or any conflict between a Member's own interest and the interest of the corporation can be detrimental to the Corporation and therefore must be avoided.

**Article V  
Committees**

**A. General Powers.** The Officers of the Board may designate one or more committees, each committee consisting of one or more Members. The Officers may also designate one or more Members as alternative committee Members who may replace an absent or disqualified Member at a committee meeting. If the chair of a committee is absent or disqualified from voting, then the committee Members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternative committee chair to act at the committee meeting in place of the absent or disqualified Member.

**B. Standing Committees.** The Corporation shall operate with the following standing committees: (a) Travel (b) Membership & Public Relations (c) Fundraising & Sponsor (d) Finance; and (e) Meet Coordination. Each committee shall be composed of a chairperson selected by the Board and at least one parent representative from the Team.

**Article VI  
Membership**

**A. Eligibility for Membership.** The parent(s) or legal guardian(s) of one or more competitive gymnast become eligible members when the gymnast becomes a member of Galaxy Gymnastics Competitive Team ("Member(s)").

## B. Membership Classification

Voting Members. Any Member who is current in the payment of their dues and agrees to volunteer their time in connection with fund raising events sponsored by the Corporation. Non-voting Members. Non voting Members shall be voting members that have lost their voting privileges in accordance with Article VI (D) herein.

## C. Membership Dues:

1. The Board shall establish the initial and annual dues for membership in the Corporation. The billing and collection of dues shall be in a manner prescribed by the Board. Members joining during the fiscal year of the Corporation will be given prorated requirements, to be recommended by the membership committee, and approved by the Board.

2. The Corporation will not participate in any fund-raising program where there is a direct benefit to the Member who raises the funds. For example, we will adopt no system where a parent received a credit for their fund-raising participation, which can be used to offset a team Member's expense.

3. It is the policy of the Corporation that the support of a gymnastic team member will not depend on the efforts of a team member's parent(s) or guardian (s).

D. Termination of Membership. Voting membership may be terminated by the Board as follows:

Voting Members will automatically become non-voting Members if they fail to remain current in their financial and/or non financial obligations.

## **Article VII**

### **Meetings of the Membership**

A. Regular Meetings Regular meetings will be held four (4) times between September 1 and June 30.

B. The annual meeting of the Members shall be held on the second Monday of June of each year at 7:00 p.m., or as soon thereafter as convenient, as scheduled by the Board (the "Annual Meeting").

C. The first monthly meeting following the commencement of the fiscal year, beginning September 1, shall be designated as the Budget and Planning Meeting. All standing committees, plus any additional committees or subcommittees authorized by the Board, shall provide reports to the voting Members.

D. Notice of time, date and place of regular meetings shall be given to Members at least one week prior to the meeting, by-mail and/or in the Member boxes and by posting on the team bulletin board. At such meetings, committee chairpersons shall present their reports, if any.

E. All Member meetings shall be held at the Corporation's principal office or at any other place determined by the Board as stated in the notice of meeting. The Board may cancel a meeting, or postpone a meeting upon the giving of notice of the cancellation to Members in the same manner as required for notice of meetings, circumstances permitting.

F. Special Meetings. Special meetings of the Members may be called by the Board or by the President. Location and notice shall be given as set forth in Article V (C) and (D) above.

G. List of Members. The secretary of the Corporation shall make and certify a complete current list of the Members entitled to vote at a membership meeting. The list shall be arranged alphabetically with the address of each Member, be produced at the time and place of the membership meeting, be subject to inspection by any Member(s) during the whole time of the meeting.

H. Quorum. A quorum shall consist of 40% of all voting Members. A quorum is ~~is~~ necessary for any voting meeting to be conducted.

I. Voting. Each Member family present is entitled to one vote per gymnast on the Team. A

vote may be cast either orally or in writing. (a) Unless otherwise set forth in these bylaws, a majority vote of present Members is required on all issues (b) Officers and Directors shall

be elected by a plurality of voting Members present (c) Adoption or modification of bylaws, adoption or modification of membership requirements, or adoption or modification of an annual budget shall require a two-thirds majority of voting Members present.

J. Conduct of Meetings. All meetings shall be conducted in accordance with the rules of order contained in Robert's Rules of Order, except as amended by the constitution, bylaws, or resolutions, and written rules and policies of the Corporation.

## Article VIII

### Corporate Document Procedure

Any corporate document to be executed on behalf of the Corporation which may bind the Corporation, must first be authorized by the Board or these bylaws.

## Article IX

### Compensation

The Board shall not receive any compensation for any services performed by him/her in a Board capacity .

## Article X

### Fiscal Year

The fiscal year of the Corporation shall end on August 31.

## Article XI

### Internal Revenue Code

A. Notwithstanding any other provisions of these articles, the Corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code of 1954, and shall not engage in any activities not permitted to be carried on by a Corporation exempt from Federal income tax under IRC 501 (c) (3) or corresponding provisions of any subsequent Federal tax laws.

B. No part of the net earnings of the organization shall inure to the benefit of any Member, Director or Officer of the Corporation or any private individual and no Member and/or Officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation.

## **Article XII**

### **Dissolution**

Upon dissolution of the corporation, all available funds shall be distributed to a non-profit organization operated exclusively for charitable or education purposes, preferably related to gymnastics, unless there is an incoming gymnastics team which would benefit from use of said funds.

This distribution of funds must be approved by a vote of the general membership. This distribution of funds must be according to the Dissolution Provision of the Articles of Incorporation, directing that dissolution be conducted to preserve status of the Corporation as a non-profit Corporation which shall be exempt from taxation, pursuant to the terms of the Internal Revenue Code Section 501 (c)(3).