

UNITED STATES GYMNASTICS CLUB OWNERS ASSOCIATION BYLAWS

Adopted Sept 7, 2018

ARTICLE I - NAME AND LOCATION

1.01 NAME

The name of the corporation is the United States Gymnastics Club Owners Association, hereinafter referred to as the Association.

1.02 LOCATION

The mailing address of the office of the Association is 16625 Redmond Way, Suit M, PMB 214, Redmond, Washington 98052. The Registered Agent is Brent Phelps, 1604 15th Street SW, Suite 106, Auburn, Washington 98001

ARTICLE II - PURPOSE

2.01 PURPOSE

The Association is incorporated under the Nonprofit Corporation Law of the State of Washington for the purpose of promoting gymnastics, uniting Gymnastics club owners

2.02 VISION, MISSION AND CORE VALUES

The vision, mission and core values of the association will be determined by the Board of Directors and the current statements are included in Addendum A of these Bylaws.

ARTICLE III - MEMBERSHIP

3.01 CLASSES OF MEMBERSHIP AND QUALIFICATIONS

Any enterprise, whether existing as a proprietorship, partnership, corporation, Limited Liability Company, or other form, regularly engaged in the delivery of training and instruction in organized gymnastics activities is eligible for membership. A member must be capable of obtaining membership in good standing with national governing body of gymnastics in the USA.

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3.01.01 MEMBER: Any enterprise actively engaged in operating an athletic training facility may become an Active Member of the Association upon payment of the annual membership dues. Active Members will be classified in the membership database and, if in good standing, shall be eligible for one vote per member for any issue submitted to members for vote, including measures to be decided by member vote at meetings of the members. Any representative of any member in good standing shall also be eligible to hold office.

3.01.02 CHARTER MEMBERS: During the year of the Association’s formation, and in exchange for \$1000 per member, the Association shall permanently recognize a list of “Charter Members”. Purchase of Charter Member status will include 2019 dues, and Charter Members shall pay standard annual dues thereafter. Charter membership closed December 31st, 2018.

3.01.03 INDUSTRY MEMBERS: State, Regionals or National organizations (non-voting). \$500 annually.

3.01.04 SUPPLIER MEMBERSHIP: Gymnastics supply companies, camps, equipment manufacturers (non-voting). \$1500 annually.

3.01.05 ANNUAL DUES: Subject to modification by the Board of Directors of the Association, annual membership dues shall be \$350 per member. Membership fees are non-refundable.

3.02 MEETINGS

The Annual meeting of the Members of the Association shall be held at such time and place as the Board of Directors may determine. Regular meetings other than the annual meeting, if any, shall be held at such times and places as the Board of Directors may determine. A special meeting of the Members may be called at any time by: the President, the Board of Directors; or a group of Members comprising not less than ten percent of those Members entitled to vote at such a meeting. Special meetings of the Members may be held at any location within or outside the State of Washington. All meetings of the Members shall be conducted in accordance with Robert’s Rules of Order.

3.03 NOTICE

Written notice of the time and place of all meetings of the Members shall be given at least 15 days prior to the date of the meeting. Written notice shall be deemed given when delivered personally or sent by one of the following methods: United States mail; fax transmission; or other electronic transmission. If mailed by United States Postal Service, such notice shall be deemed to have been given when deposited in the United States mail, postage prepaid, addressed to the Member at the Member’s most recent address listed in the records of the Association. In the case of special meetings, the notice shall specify the general nature of the business to be conducted. Other materials and copies of any motion to be submitted to the Members for approval shall be sent with the written notice.

3.04 QUORUM

The presence of ten percent of the membership in person or by proxy shall constitute a quorum for the transaction of business at any meeting of the Members, but if less than ten percent of the membership is present at a meeting, a majority of the Members present may adjourn the meeting from time to time without further notice.

3.05 VOTING

Each Member entitled to vote shall be entitled to one vote per Member on any matter submitted to a vote of the Members, except as otherwise provided herein. If a quorum is present, the actions approved by the affirmative vote of a majority of those Members present in person or by proxy shall be the acts of the Members, unless in either case a greater proportion of affirmative votes is required by applicable law, by the Articles of Incorporation or these bylaws.

3.06 DUES

The Board of Directors shall have authority to consider the anticipated budget for the Association each year, and to set and approve the amount of the annual membership dues.

3.07 TERMINATION OF MEMBERSHIP

The Board of Directors may terminate, temporarily suspend, or otherwise impose discipline upon a Member for cause, other than for failure to pay dues, including, without limitation, failure to maintain the standard of conduct set forth in the USA-Gymnastics Code of Ethics as outlined in Addendum B of these Bylaws. A member that has been temporarily suspended or expelled may be reinstated only by a vote of the Board of Directors. All actions by the Board of Directors pursuant to this section shall require the affirmative vote of at least two-thirds of the Directors present at the meeting of the Board at which such action is taken and the notice of such meeting shall indicate that suspension, expulsion or other disciplinary action with respect to a Member or Members is to be considered. A Member's right to appeal suspension, expulsion or other disciplinary measures is set forth in Addendum C to these bylaws.

ARTICLE IV - FISCAL YEAR AND AUDIT

4.01 BUDGET

The annual budget, finances and accounts of the Association shall be kept on a fiscal year basis. Unless the Board of Directors hereafter determines otherwise, the fiscal year for the Association shall commence on January 1st and end as of the 31st day of December each year.

4.02 ACCOUNTING

The Association shall hire an accounting firm to prepare and/or review the annual financial statement of the Association following the conclusion of each fiscal year. In the event that any audit of the Association's financial activities is required by law, or is desired by decision of the Board of Directors, the accounting firm selected and engaged by the Board of Directors shall also conduct any such audit and present its findings to the Board of Directors.

4.03 IRS

The Board of Directors may, in its discretion, place the Association's annual Internal Revenue Service Form 990 on the Association's website for Member disclosure inspection.

ARTICLE V - BOARD OF DIRECTORS

5.01 RESPONSIBILITIES AND POWERS

The Board of Directors of the Association shall have strategic planning and fiduciary responsibilities for the Association. The Board of Directors shall set policies and have oversight of the business and affairs of the Association, including, without limitation, establishing all committees and determining the duties and responsibilities of such committees and their chairpersons. In addition to the powers and authority expressly granted by these Bylaws, the Board of Directors may exercise all powers of the Association and do all lawful acts and things on behalf of the Association that are not prohibited by applicable law, by the Articles of Incorporation or by these Bylaws.

5.02 COMPOSITION

The Board of Directors shall be comprised of twelve Directors, consisting of the President, Vice President, Treasurer, Secretary and eight Regional Representatives, corresponding to the geographic regions of the United States, as determined by the women's artistic gymnastics program of USA Gymnastics, as those regions may be amended from time to time. The Regional Directors are appointed to bring additional and varied representation and perspective to the Board. The Board of Directors may, in its discretion, increase or decrease the size of the Board by a majority vote of the Directors.

5.02.01 PRESIDENT

The President is the key management leader of US Gymnastics Club Owners Association. The President is responsible for overseeing the administration, programs and strategic plan of the organization. Other key duties include fundraising, marketing, and community outreach. The president reports directly to the Board of Directors.

RESPONSIBILITIES:

1) Board Governance: Works with board to fulfill the Association's mission.

- Responsible for leading US Gymnastics Club Owners Association in a manner that supports and guides the organization's mission as defined by the Board of Directors.
- Responsible for communicating effectively with the Board and providing, in a timely and accurate manner, all information necessary for the Board to function properly and to make informed decisions.

2) Financial Performance and Viability: Develops resources sufficient to ensure the financial health of the organization.

- Responsible for the fiscal integrity of US Gymnastics Club Owners Association, to include submission to the Board of a proposed annual budget and monthly financial statements, which accurately reflect the financial condition of the organization.
- Responsible for fiscal management that generally anticipates operating within an approved budget, ensures maximum resource utilization, and maintenance of the organization in a positive financial position.
- Responsible for fundraising and developing other resources necessary to support US Gymnastics Club Owners Association's mission.

3) Organization Mission and Strategy: Works with board and staff to ensure that the mission is fulfilled through programs, strategic planning and community outreach.

- Responsible for implementation of US Gymnastics Club Owners Association's programs that carry out the organization's mission.
- Responsible for strategic planning to ensure that US Gymnastics Club Owners Association can successfully fulfill its Mission into the future.
- Responsible for the enhancement of US Gymnastics Club Owners Association's image by being active and visible in the community and by working closely with other professional, civic and private organizations.

4) Organization Operations. Oversees and implements appropriate resources to manage day to day operations of the Association.

- Responsible for effective administration of US Gymnastics Club Owners Association operations.
- Responsible for overseeing the hiring and retention of competent, qualified staff.
- Responsible for signing all contracts, notes, agreements, and other instruments made and entered into and on behalf of the organization.

5.02.02 VICE-PRESIDENT

Reporting to the President, the Vice President (VP), serves as a key leadership team member and an active participant in making strategic decisions affecting US Gymnastics Club Owners Association. In partnership with the President, this position is responsible for all fundraising and development activities. The VP will help forge new relationships to build US Gymnastics Club Owners Association's visibility, impact, and financial resources. The VP also will oversee the design and implement a comprehensive plan for developing key external alliances by cultivating individual and philanthropic support.

The VP will have primary responsibility for establishing and implementing the infrastructure needed to grow a budget as determined by the board through the solicitation of major gifts, federal and state grants, special events, membership and corporate and foundation support.

The VP will expand and diversify US Gymnastics Club Owners Association Nonprofit's donor base/pipeline and work closely with other members of executive management of the Association

to secure funding for new initiatives. In addition, the VP will work closely with the board of directors and support board members as they take on a more active fundraising role.

It is expected that the amounts raised by US Gymnastics Club Owners Association will increase in future years as the VP systematically and effectively strengthens the organization's fundraising capacity.

RESPONSIBILITIES

- Support and partner with the President and board members on all major fundraising initiatives
- Collaborate with the President to develop and implement US Gymnastics Club Owners Association's financial strategy
- Actively work with the President and board members to develop and implement a comprehensive development strategy to include corporate, foundation, government grants, etc.
- Have primary responsibility overseeing the development and execution of all proposals; write and archive all proposals with a long-term relationship-management approach
- Oversee and research funding sources and trends, with foresight, to help position US Gymnastics Club Owners Association ahead of major funding changes or trends
- Monitor all member information; provide and present statistical analysis to board and executive management
- Develop and implement a stewardship program aimed at cultivating deeper ties with members
- Monitor and report regularly on the progress of the development program
- Identify, develop, and mentor the development team
- In partnership with the President, this position is responsible for all fundraising and development of membership.

5.02.03 SECRETARY

The secretary of US Gymnastics Club Owners Association plays a critical role in fostering communication and ensuring proper management and utilization of important organizational records.

RESPONSIBILITIES

Communication

The secretary of US Gymnastics Club Owners Association is an active conduit for communication between the board, management, and members, ensuring proper notice of meetings and timely distribution of materials such as agendas and meeting minutes. The secretary should be knowledgeable of the organization's records and related materials, and should be able to provide advice and resources to the board on relevant topics at issue, such as particular governance matters being addressed at meetings or amendments to applicable state and

federal laws affecting non-profit organizations, for example. The secretary should aim to be helpful to the board as it discharges its fiduciary duties.

Scheduling, Notice, and Materials

The secretary is tasked with knowing and complying with notice requirements and scheduling meetings to accommodate the directors. The secretary is responsible for scheduling board meetings, conference calls, tabulations of member proxies and any surveys, and should ensure an adequate number of meetings are held per year, in accordance with the organization's bylaws.

Minutes of Meetings

The secretary is also charged with recording minutes of meetings, to document important organizational policies, initiatives and decisions, and to memorialize a chronology of material decisions and events such as board actions, elections of officers or directors, and certain reports from committees and staff.

Maintenance of Corporate Records

As the custodian of the US Gymnastics Club Owners Association records, the secretary is responsible for maintaining accurate and complete documentation and meeting legal requirements, such as annual filing deadlines. The secretary is responsible for reviewing and updating documents as necessary and ensuring that all documents are safely stored and readily accessible for inspection by directors and/or members.

5.02.04 TREASURER

The Treasurer generally is charged with overseeing the management and reporting of US Gymnastics Club Owners Association finances. He or she focuses on reviewing internally prepared financial reports and evaluating financial policies and procedures.

The Treasurer will be in charge of writing checks and making deposits, managing and safeguarding funds and maintaining financial integrity for the Association. Where appropriate, the Treasurer will communicate with and monitor the work of outside bookkeepers, tax preparers, fundraisers and investment advisors.

Regardless of the US Gymnastics Club Owners Associations size, the treasurer shall shepherd the development of the organization's financial policies, such as those for investing, borrowing and cash reserves. He or she will present regular treasurer's reports to the board of directors.

Depending on the organization's resources, the treasurer's degree of involvement will vary. He or she may take on the following duties personally or oversee staff appointed to handle them.

RESPONSIBILITIES

Budget. The annual budget represents the financial map of US Gymnastics Club Owners Association finances, goals and how it plans to achieve them in the coming year. The treasurer should present the budget for board approval, being realistic about both revenues and expenses. He or she also should review reports frequently for variances between actual and budgeted figures and to investigate and determine reasons for discrepancies.

Financial reports. The board relies on the treasurer to provide timely and accurate financial information to support its decision-making. The treasurer shall, upon the Board's request, supply information on financial ratios and trends that describe the organization's current and projected financial status.

Compliance. The treasurer shall work with a CPA, maintain a calendar of reporting and filing deadlines, to ensure compliance, and to avoid late fees, penalties and reputational damage.

Risk management. The treasurer shall coordinate with a CPA and insurance agent to perform regular assessments that identify and mitigate risks to the organization's assets, data and confidential information, and implement internal controls to deter and detect fraud.

Audit. US Gymnastics Club Owners Association books shall be reviewed and/or audited annually by a CPA as well as internally. The treasurer should review the results and recommendations — asking questions where appropriate — and present them to the board.

5.02.05 REGIONAL REPRESENTATIVES

Subject to modification by the Board of Directors, the geographic regions into which the United States is divided, for purposes of Board representation within the Association are as follows: Region 1: CA, AZ, UT & NV; Region 2: WA, AK, HI, MT, ID & OR; Region 3: TX, AR, CO, KS, NM, OK & WY; Region 4: MO, NE, IA, WI, ND, MN & SD; Region 5: IL, IN, KY, MI & OH; Region 6: NY, VT, NH, ME, MA, CT & RI; Region 7: DE, NJ, PA, VA, WV & MD; and Region 8: AL, FL, GA, LA, MS, NC, SC & TN

RESPONSIBILITIES

- Regularly attend board meetings and important related meetings.
- Make serious commitment to participate actively in committee work.
- Volunteer for and willingly accept assignments and complete them thoroughly and on time.
- Stay informed about committee matters, prepare for meetings, and review and comment on minutes and reports.
- Get to know other committee members and build a collegial working relationship that contributes to consensus.
- Actively participant in annual evaluation and planning efforts undertaken by committees on which the regional representative serves.
- Participate in fund raising for the organization

5.03 ELIGIBILITY

All Directors shall be members in good standing with USA Gymnastics, and shall be principal owners of gymnastics clubs that are, in turn, Members of the Association in good standing.

5.04 TERM

Except for the terms of the members of the Initial Board of Directors, who shall be appointed by the President of the Association, the term of office for a Director shall be four years. To maintain continuity and to promote institutional memory, Director terms shall be staggered, such that only three (or in some cases two) directors' terms shall be up for election each year. A director, whether appointed or elected as set forth herein, shall serve until he or she resigns voluntarily, is removed by action of the Board of Directors, dies, or is no longer a Member in good standing with the Association.

5.05 INITIAL BOARD MEMBERS

The President, Vice President, Treasurer and Secretary shall serve as Directors, under an initial four-year term beginning January 1st, 2019 . Initially appointed Directors from Regions 2, 4, 6 and 8 shall be appointed to serve an initial one-year term beginning January 1st, 2019. Initially appointed Directors from Regions 1,3,5 and 7 shall be appointed to serve an initial two-year term beginning January 1st, 2019. After the conclusion of each initial term, the successor director elected thereafter, shall be elected to serve a four-year term.

5.06 MEETINGS

Regular meetings of the Board of Directors shall be held at least twice annually at approximately six-month intervals. All regular meetings of the Board of Directors (including the two semi-annual meetings) shall be held at such times and places as the Directors may determine. In addition to regular meetings, special meetings of the Board of Directors may be called as follows:

- The President or Directors comprising more than one-third of the Directors then in office may call a special meeting of the Board of Directors at any time.
- The President may call a special meeting solely to act on unbudgeted expenses as defined in Section 5.10 below at any time. Meetings of the Board of Directors may be held at any location. All meetings of the Board of Directors shall be conducted in accordance with Robert's Rules of Order, as amended.

5.07 NOTICE

Written notice of the time and place of all regular meetings and special meetings of the Board of Directors shall be delivered personally, by mail (under separate cover or by inclusion in any mailing or publication of the Association) or by electronic mail to each Director at least 15 days prior to the date of such meeting and, in the case of special meetings, shall state the general nature of the business to be conducted. When business related to personnel and/or disciplinary action is to be considered at a meeting, it shall be indicated in the notice.

5.08 QUORUM

A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, unless a greater proportion is required by applicable law specifically, the Articles of Incorporation or by these Bylaws. Directors may participate in meetings of the Board of Directors by conference telephone or similar communications equipment so long as all Directors participating in the meeting can hear each other. Directors may not grant voting rights by proxy to other Directors.

5.09 VOTING

Each Director shall be entitled to one vote on matters submitted to a vote of the Board of Directors. Directors shall not take part in any discussion or action on issues from which he/she may be personally affected as outlined in the *Policy Concerning Conflict of Interest and Business Ethics* at Addendum D to these Bylaws. The acts approved by the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors unless a greater proportion is required by applicable law, by the Articles of Incorporation or by these Bylaws.

5.10 BUDGET RESPONSIBILITY

Fiduciary responsibilities of the Board of Directors shall include approval of the annual budget of the Association, which shall require an affirmative vote of a majority of all Directors present at the meeting at which the annual budget is presented. Approval of any unbudgeted expense exceeding \$10,000 shall require an affirmative vote of at least two-thirds of all Directors.

5.11 REMOVAL OF DIRECTORS

Any Director whose business, profession or other activities, statements or interests are detrimental to the interests of the Association or otherwise tend to discredit the Association may, upon reasonable notice and opportunity to be heard, be removed as a Director by the affirmative vote of at least two-thirds of all Directors of the Board of Directors, provided that notice of the proposed removal is contained in the notice of such meeting.

5.12 VACANCY

Except as otherwise provided in these Bylaws, positions vacated by Directors during their term of office may be filled by appointment by the President, subject to ratification by a majority of the remaining Directors, though not less than a quorum. Any such appointment and subsequent ratification shall be for the balance of the unexpired term. The appointed and ratified Director shall be eligible for election to a full four-year term at the conclusion of the unexpired term. Should there be an increase in the number of Directors, the Board shall, by a majority vote, though not less than a quorum, determine how to fill additional Director positions created by an decision to increase the size of the Board.

5.13 CONSENT OF DIRECTORS IN LIEU OF MEETING

Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if consent thereto is given in writing, setting forth the action so taken.

5.14 DELEGATION OF DUTIES

Directors may delegate the powers and the duties, other than the power to vote at meetings of the Directors, to any Officer, Director or other person that the Board of Directors may approve, to act in a Director's place and stead.

5.15 REIMBURSEMENT OF EXPENSES

Directors shall serve the Association as volunteers, without compensation for their time, but shall be entitled to reimbursement from the Association of their reasonable and necessary expenses incurred in connection with the discharge of their duties, subject to such procedures and record keeping requirements as the Board shall establish.

ARTICLE VI - STANDING COMMITTEES AND ADVISORY COUNCILS

6.01 GENERAL PROVISIONS

There may be one or more Standing Committees and an Advisory Council established to support and advise the Board in its fiduciary and strategic oversight of the Association. The President may appoint members to serve on such committees/councils of the Board of Directors (and in each case, identify and select the chairperson thereof). The President's appointments shall be subject to ratification by the Board, by majority vote. All Standing Committee and Advisory Council chairs must be Members of the Association in good standing.

Members of the Board of Directors may serve as members of Standing Committees and Advisory Councils and may chair such committees. Non-Member professional staff may serve as liaisons of Standing Committees and Advisory Councils.

The Board of Directors may delegate such authority to a Standing Committee as it deems appropriate and as is not prohibited by applicable law. Advisory Councils shall be advisory in nature, providing advice to members of the Board of Directors and professional staff or others, but shall have no authority to set policy, bind the Association to any third party, nor shall they have responsibility for operations or management unless otherwise designated in these Bylaws or requested by the Board. All Standing Committees and Advisory Councils may be disbanded, or any member thereof, removed at any time by the Board of Directors, with or without cause. The composition of all Standing Committees and Advisory Councils shall, insofar as possible and appropriate, represent youth, high school, college and professional athletic programs as well as diverse groups within the Association.

6.02 STANDING COMMITTEES

There may be Standing Committees of the Board of Directors as described below. The Board of Directors may delegate such authority to a Standing Committee as it deems appropriate and as is

not prohibited by applicable law. Each Standing Committee's scope of authority and mission shall be established in the form of a Charter, approved by the Board of Directors.

6.02.01 Annual Summit Committee. There may be a Summit Committee responsible for all aspects of the Association's annual Owner's Summit.

6.02.02 Ethics Committee. There may be an Ethics Committee responsible for ensuring ethical conduct and practices within the USGCOA, including the promotion of ethical practices and behavior among Members. The committee shall review and make recommendations to the Board concerning the Association's *Code of Ethics* (Addendum B of these Bylaws) for Members. The Ethics Committee may make recommendations to the Board of Directors regarding violations of the *Code of Ethics* and recommendations enforcement or corrective actions in connection therewith. The President or his/her designee shall serve as a member of the Ethics Committee, and the Vice President or his/her designee shall serve as a liaison to the Ethics Committee.

6.02.03 Finance and Audit Committee. There may be a Finance and Audit Committee that shall support all fiscal matters of the Association under the fiduciary responsibilities of the Board of Directors, including financial policies and procedures and review of the annual budget and audits that shall be conducted annually. The President or his/her designee shall serve as a member of the Finance and Audit Committee, and the Treasurer or his/her designee shall serve as a liaison to the Finance and Audit Committee.

6.02.04 Nominations and Elections Committee. There shall be a Nominations and Elections Committee whose responsibilities include encouraging and identifying candidates to run for the Board of Directors; recruiting and recommending potential candidates for Regional Director positions; establishing, implementing and enforcing campaign guidelines; ensuring distribution to the Members of all notices and ballots required in connection with all elections, and encouraging diversity in the Association's leadership. The President or his/her designee shall serve as a member of the Nominations and Elections Committee, and the Secretary or his/her designee shall serve as a liaison to the Nominations and Elections Committee.

6.03 ADVISORY COUNCILS

There may be an Advisory Councils to the Board of Directors. The Advisory Council shall be advisory in nature, providing advice to the Board, professional staff or others, but shall have no authority to set policy or bind the Association, nor shall the Advisory Council have responsibility for operations and management unless otherwise designated in these Bylaws or directed by the Board.

6.04 AD HOC COMMITTEES AND TASK FORCES

Subject to the same policies and procedures as Standing Committees and Advisory Council, the President may appoint ad hoc committees and/or task forces that are short-term, project-specific in nature. These committees or task forces shall be disbanded after completion of their responsibilities.

6.05 TERM OF OFFICE AND VACANCIES

Appointments of chairpersons or members of Standing Committees and Advisory Council shall commence upon ratification by the Board of Directors, and shall continue until a successor is appointed, the committee member is no longer willing or able to serve, or the committee is disbanded. If a vacancy occurs during a committee member's term, the President shall have the power to appoint a replacement, subject to ratification by the Board of Directors.

6.06 QUORUM AND VOTING

A majority of the members of a committee or council shall constitute a quorum for the transaction of any business. The acts of a majority of the committee or council members present at any meeting with a quorum shall be considered the acts of the committee or council. Members of committees and the Advisory Council may participate in meetings by conference telephone or similar communications equipment so long as all members participating in the meeting can hear each other. Committee and Advisory Council members may not grant voting rights by proxy to other committee or council members.

6.07 CONSENT OF COMMITTEE MEMBERS IN LIEU OF MEETING

Any action that may be taken at a meeting of any committee may be taken without a meeting if consent thereto in writing, setting forth the action so taken, shall be signed by all of the respective committee members and subsequently filed with the President of the Association.

ARTICLE VII - INDEMNIFICATION

7.01 RIGHT TO INDEMNIFICATION

The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such a person is or was a Director of the Association, or was serving at the request of the Association as a director or officer of another corporation or of a partnership, joint venture, trust or other enterprise or entity, whether or not for profit, whether domestic or foreign, its participants or beneficiaries, against all liability, loss and expense (including attorney's fees and amounts paid in settlement) actually and reasonably incurred by such person in connection with such proceeding, whether or not the indemnified liability arises or arose from proceeding by or in the right of the Association, provided that such person acted in good faith and in a manner he/she reasonably believed to be in the best interests of the Association.

7.02 ADVANCE OF EXPENSES

Expenditures incurred by a Director in defending a proceeding may be paid by the Association in advance of the final disposition of such proceeding, subject to the provisions of applicable law, upon receipt of an undertaking by or on behalf of the Director or Officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Association under applicable law, or pursuant to these Bylaws.

7.03 PROCEDURE FOR DETERMINING ENTITLEMENT TO INDEMNIFICATION

To determine whether any indemnification under this Article VII is required, the Board by a majority vote (excluding Directors who are parties to such action, suit or proceeding) in a meeting for which a quorum is present, may, and on request of any such person seeking indemnification or advance expenses shall be required to, determine whether the applicable standards of conduct have been met by the Director seeking indemnification to be eligible for indemnity. In the event that a quorum of the Board is not obtainable, or if obtainable, a majority of the Board so directs, a determination of a Director's eligibility for indemnification shall be made by independent legal counsel retained at the expense of the Association for that purpose. The reasonable expenses of any Director in prosecuting a successful claim for indemnification, and the fees and expenses of any special legal counsel engaged to determine eligibility for indemnification or advance of expenses shall be borne by the Association.

7.04 MODIFICATION OR REPEAL

No modification or repeal of any provision of this Article VII shall affect, to the detriment of the Director, the obligations of the Association to indemnify and to advance expenses to a Director in connection with a claim based on any act or failure to act occurring before such modification or repeal.

7.05 INDEMNIFICATION NOT EXCLUSIVE; INURING OF BENEFIT

The indemnification and advancement of expenses provided by this Article VII shall not be deemed exclusive of any other right to which one indemnified may be entitled under any statute, agreement, vote of Directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall inure to the benefit of the heirs, legal representatives and estate of any such person. The Board shall have the power to give other person(s) indemnification to the extent not prohibited by applicable law.

ARTICLE VIII - AMENDMENT OF BYLAWS

8.01 AMENDMENT

These Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted (a) with respect to those matters that are not reserved exclusively to the Members by statute, by the Board of Directors, by the affirmative vote of two-thirds of the Directors then in office, or (b) by the Members at their annual meeting by the affirmative vote of two-thirds of the Members entitled to vote and present, in person or by proxy, at the annual meeting of the Members; provided, however, that the full text of any proposed amendments to be acted upon at the annual meeting of the Members shall be submitted in writing to the Secretary at least 60 days prior to the annual meeting of the Members and included by the Secretary with the notice to the Members of the annual meeting.

WHEREFORE, we, the initial officers and Directors of the Association have hereunto executed these Bylaws.

Kelli Hill, President
Sandra Flores, Vice President
Denise Dalton, Secretary
Treasurer
Cassie Rice, Region 1 Board member
Brent Phelps, Region 2 Board member
Jeff Beal, Region 3 Board member
Scott Roberts, Region 4 Board member
Don McPherson, Region 5 Board member
Tony Retrosi, Region 6 Board member
Lindsey Stancil, Region 7 Board member
Brad Harris, Region 8 Board member

Kimberly Thomson,

ADDENDUM A

Vision, Mission, and Values Statement

The Association is the trusted and unifying voice, advocate, and partner for owners of Gymnastics Clubs located the in United States.

MISSION STATEMENT

The mission of this organization is to provide an outlet for gymnastics club owners to have their collective voices heard, in the course of providing education on sportsmanship, health and fitness, and honest competition within the sport of gymnastics, and furnishing labor, services and delivering monetary assistance to individuals and organizations in the amateur gymnastics' community.

CORE VALUES

*Safety and well-being of all those involved in the sport of gymnastics. (was at the bottom now at the top)

*Deliver value to each member striving to exceeds the member's expectations;

*Uphold a sense of community and to acknowledge past contributions;

*Maintain the highest standards of ethical conduct and sportsmanship;

*Fiscal responsibility;

*Meet the needs of a diverse membership;

*Serve the greater good of the sport of gymnastics; and

*Manage the Association through teamwork and open, honest communications.

ADDENDUM B

USGCOA Code of Ethics

1. The paramount concern of owners is the holistic development, welfare, enjoyment and safety of our sport.
2. Club owners shall refrain from all manner of personal abuse and harassment of others, whether verbal, physical, emotional or sexual, and shall oppose such abuse and harassment at all levels of the sport.

3. Private club owners bear responsibility for teaching coaches and athletes to strive for success while playing fairly, observing the laws of the game and aspiring to the highest levels of sportsmanship.
4. Club owners shall treat peers with respect and dignity, and shall teach their employees to do the same.
5. Club owners shall adhere to the highest standards and the regulations of the institutions they represent -- clubs, sponsoring organizations and sports governing bodies.
6. Club owners accept responsibility to promote the interests of gymnastics, with courtesy, honesty and respect.
7. Club owners shall model inclusive behavior, actively supporting cultural diversity while opposing all types of discrimination, including but not limited to, racism and sexism, at all levels of the sport.
8. Club owners shall seek to honor those who uphold the highest standards and principles of sport and shall use appropriate protocol to oppose and eliminate all behavior that brings disrepute to the sport - - violence, abuse, dishonesty, disrespect and violations of the laws of the game and rules governing competition.

ADDENDUM C

Policy on Notification and Due Process on Suspension or Termination of Membership

Bylaws Section 3.07 empowers the Board of Directors to terminate, temporarily suspend or otherwise discipline a Member for cause, other than for failure to pay dues, including without limitation, failure to maintain the standard of conduct set forth in the **USGCOA Code of Ethics** outlined in Addendum B.

The following will outline notification and the rights of the Member to appeal and to be heard relative to any action taken against any Member:

1. The Board of Directors must provide a minimum of 30 days written notice via certified mail to a Member that membership is being terminated, temporarily suspended or that some other form of discipline is being taken. Any decision by the Board to suspend or to terminate a membership, or to impose such other disciplinary action the Board may deem appropriate may be made by a two-thirds majority vote of the Directors for which there is a quorum.
2. A Member temporarily suspended, expelled or otherwise subject to discipline shall be deemed a Member not in good standing and shall not be eligible to exercise any rights or receive any services of membership, including voting, holding office, serving on a committee or council and receiving Member benefits such as insurance and access to his/her membership database profile.
3. Upon receipt of written notification, the Member has a period of 10 business days to notify the Board of Directors of his/her intent to appeal the disciplinary action taken by the Board of Directors and to be heard. This notice of appeal must be made in writing and must set forth in reasonable detail the reasons why the Member believes the disciplinary action should not be taken. The Member may request to be heard by the Board of Directors via telephone, teleconference or in person, as determined by the President of

the Board of Directors. Notice of a Member's appeal hearing shall be delivered in writing via certified mail or email at least 10 business days prior to hearing.

4. Following a Member's notice of appeal, and an appeal hearing if one is requested, the Board of Directors shall vote in executive session to accept or deny the appeal. A decision to grant the appeal, and to withdraw the proposed suspension, termination or other disciplinary action shall require an affirmative vote of two-thirds of the Directors at a meeting for which a quorum is present. The President shall notify the Member immediately following disposition of the appeal.
5. The action of the Board of Directors will be final and not subject to further appeal.

ADDENDUM D

Policy Concerning Conflict of Interest and Business Ethics

It is the policy of United States Gymnastics Club Owners Association, a Washington not-for-profit corporation ("USGCOA") to comply with the terms, spirit and intent of all applicable laws and regulations of government. USGCOA will be run in a business-like and professional manner to enhance public trust and confidence in USGCOA. USGCOA shall expect and require all persons associated with it to conduct USGCOA business with integrity and to maintain high ethical standards of personal and professional conduct with respect to their involvement in the affairs of USGCOA and with respect to their business dealings and other relationships with USGCOA.

United States Gymnastics Club Owners Association expects the members of its Board of Directors, its officers, all members of its committees/councils that may be created from time to time, and its paid or unpaid consultants, agents and representatives (the foregoing persons are hereinafter collectively referred to as "Persons") to recognize and avoid activities, relationships, and investments that involve, or appear to involve, a conflict of interest, which might cause embarrassment to USGCOA, which might compromise the integrity and quality of decision-making necessary to effective governance of USGCOA, or which might jeopardize USGCOA's public reputation and support. To avoid harm to the goodwill and public image of USGCOA and to ensure the expected high ethical standards of conduct and dealings relating to the business and affairs of USGCOA, all Persons shall be expected to observe the guidelines described in this policy. This policy supplements, but not replace, any applicable laws governing conflicts of interest applicable to non-profit corporations.

It is impossible to list in this policy every circumstance that may give rise to a conflict of interest. The following criteria shall serve as guidelines when deciding whether a particular situation gives rise to a conflict. Persons should avoid any actions that might result in or create the appearance of:

1. Using a relationship with USGCOA for private gain;
2. Granting by USGCOA of unwarranted preferential treatment to any person or organization;
3. Misusing USGCOA confidential information for financial or personal gain;
4. Undermining or jeopardizing USGCOA independence or impartiality; or
5. Adversely affecting public confidence in the integrity or the reputation of USGCOA

Any deviation from the guidelines described in this policy must be reported to **USGCOA** Board of Directors. Any exceptions to these guidelines must be approved by the Board of Directors before consummating any part of any affected transaction. Failure to follow these guidelines will not only violate this policy, but may also be illegal and result in civil liability.

Conflict of Interest Defined

A Person with a conflict of interest is referred to as an “Interested Person.” For purposes of this policy, the following circumstances shall be deemed to create a Conflict of Interest:

A director, officer or volunteer, including a board member (or family member of any of the foregoing), or any privately held business organization owned or controlled by any director, officer, volunteer or board member, is a party to a contract or involved in a transaction with **USGCOA** for goods or services.

A director, officer, employee or volunteer (or family member of any of the foregoing) has a material financial interest in a transaction between **USGCOA** and an entity in which the director, officer or volunteer, or a family member of the foregoing, is a principal owner, director, officer, agent, partner, associate, employee, trustee, personal representative, receiver, guardian, custodian or other legal representative.

A director, officer, employee or volunteer (or a family member of the foregoing) is engaged in some capacity or has a material financial interest in a business or enterprise that competes with **USGCOA**.

Other situations may create the *appearance of a conflict*, or present a *duality of interests* in connection with a Person who has influence over the activities or finances of **USGCOA**. All such circumstances should be disclosed to the board or staff, as appropriate, and a decision made as to what course of action **USGCOA** or individuals should take so that the best interests of **USGCOA** are not compromised by the personal interests of stakeholders in the Association.

Accepting gifts, entertainment or other favors from individuals or entities can result in a conflict or duality of interest when the party providing the gift/entertainment/favor does so under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Interested Person in the performance of his or her duties. This does not preclude acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of **USGCOA**.

Definitions

“Conflict of Interest” is any circumstance described in the immediately preceding section of this Policy.

An “Interested Person” is any person serving as an officer, employee or member of the Board of Directors of **USGCOA** or a major donor to **USGCOA** or anyone else who is in a position of influence or control over **USGCOA** decision making who has a personal interest that is in conflict with the interests of **USGCOA**

A “Family Member” is a spouse, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister, of an Interested Person.

A “Material Financial Interest” in an entity is a financial interest of any kind that, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect an Interested Person’s or Family Member’s judgment with respect to transactions to which the entity is a party.

A “Contract” or “Transaction” is any agreement or relationship involving the sale or purchase of goods or services, the providing or receipt of a loan or grant, the establishment of any other type of financial relationship, or the exercise of control over another organization. The making of a gift to **USGCOA** is not a Contract or Transaction.

Procedures

Prior to board or committee action on a Contract or Transaction involving a Conflict of Interest, a director or committee member having a Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting. If board members are aware that staff or other volunteers have a Conflict of Interest, relevant facts should be disclosed by the board member or by the interested person him/herself if invited to the board meeting as a guest for purposes of disclosure.

1. A Director or committee member who plans not to attend a meeting at which he or she has reason to believe that the board or committee will act on a matter in which the person has a Conflict of Interest shall disclose to the President all facts material to the Conflict of Interest. The President, or his or her designee shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.
1. A Person who has a Conflict of Interest shall not participate in or be permitted to hear the board or committee’s discussion of the matter except to disclose material facts and to respond to questions. Such Interested Person shall not attempt to exert influence with respect to the matter, either at or outside the meeting.
2. A Person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote.
3. The Person having a Conflict of Interest may not vote on the Contract or Transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such Interested Person’s ineligibility to vote shall be reflected in the minutes of the meeting.
4. Interested Persons who are not members of the Board of Directors of **USGCOA**, or who have a Conflict of Interest with respect to a Contract or Transaction that is not the subject of board or committee action, shall disclose to their supervisor, or the chair of any committee on which the Interested Person may serve, or the chair’s designee, any Conflict of Interest that such Interested Person has with respect to a Contract or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to the Interested Person. The Interested Person shall refrain from any action that may affect **USGCOA** participation in such Contract or Transaction.

5. In the event it is not clear that a Conflict of Interest exists, the individual with a potential conflict shall disclose the circumstances to his or her supervisor or the chair or the chair's designee, who shall determine whether full board discussion is warranted or whether there exists a Conflict of Interest that is subject to this policy.

Confidentiality

Each director, officer, employee and volunteer shall exercise care not to disclose confidential information acquired in connection with disclosures of Conflicts of Interest or potential conflicts that might be adverse to the interests of **USGCOA**. Furthermore, directors, officers, employees and volunteers shall not disclose or use information relating to the business of **USGCOA** for their personal profit or advantage or the personal profit or advantage of their Family Member(s).

Review of Policy

Each director, officer, employee and volunteer shall be provided with and asked to review a copy of this Policy and to acknowledge in writing that he or she has done so.

Not less than annually, each director, officer, employee and volunteer shall complete a disclosure form identifying any relationships, positions or circumstances in which he/she is involved that he/she reasonably believes could give rise to a Conflict of Interest. Such relationships, positions or circumstances might include service as a director of or consultant to another nonprofit organization or ownership of a business that might provide goods or services to **USGCOA**. Any such information regarding the business interests of a director, officer, employee or volunteer, or a Family Member thereof, shall be treated as confidential and shall generally be made available only to the members of the Board, and the chair of any committee appointed to address Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.

Any changes to the Policy may be made by majority vote of the Board. Any changes implemented by action of the Board shall be communicated to all staff and volunteers.

ADDENDUM E

Regulations for the Conduct of Elections for Officers of the Board of Directors

Nominations and Election Committee

There shall be a Nominations and Elections Committee whose responsibilities include identifying and recruiting prospective Board candidates, developing specific criteria for members running for the Board, overseeing the process of elections, promoting member participation in the election process, and promoting fairness and transparency in the election process.

Director of Elections

The Chair of the Nominations and Elections Committee shall serve as the Director of Elections. The Director of Elections shall direct the committee in its review of the nominations and confirm the final slate of candidates for election in accordance with the established policies and procedures. In absence of the Director of Elections, the Immediate Past President of the Board of Directors shall act as Director of Elections.

NOMINATIONS

Call for Nominations

A call for nominations for **USGCOA** Board of Directors shall be distributed to the membership in accordance with the Nomination and Election Timeline. The notice shall be placed prominently on the front page of the **USGCOA** website and all nominations must be submitted via the USACOA web form. Other forms of communication may be used to promote nominations including the **USGCOA** emails, newsletters, social media, etc., but all will direct members to the website for the actual nominations.

Qualifications

All nominations of Members eligible for election will be submitted to the USGCOA Nominations and Elections Committee for consideration.

To be eligible for election as a Director or Officer, nominees must meet the following criteria:

Principal owner of a current **USGCOA** member in good standing with the Association.

Owner of a gymnastics program with a background in the sport.

Successful completion of the online self-nomination form during the nomination period; email nominations will not be accepted.

Willingness to adhere to the Bylaws of **USGCOA**

Following the close of nominations, the Nominations and Elections Committee shall review and consider a list of eligible nominees and their completed questionnaires. The Nominations and Elections Committee shall then select, at its discretion, a qualified slate of candidates to be put forward to the membership for election.

Nomination and Election Timeline

The following approximate timeline applies to the annual nominations and elections cycle.

September 1st - Nominations Open

October 1st - Committee Reviews and Selects Nominees

October 15th - Nominees Contacted

November 1st - Elections Open to Membership

November 15th - Elections Close

December Annual Meeting - Results Announced

Voting

The Nominations and Elections Committee shall monitor and oversee the **USGCOA** voting process, as outlined in the Nominations and Elections Committee Charter, including:

Ensuring distribution to the Members of all notices and ballots required in connection with elections;

Encouraging member participation in the election process;

Receiving the results of the elections;

Tabulating and verifying elections results;

Policies and Procedures

No write-in voting will be permitted

A job description for each position(s) open for nominations shall be included in the call for nominations circulated to the membership.

Questions relative to the conduct of elections will be referred to the Director of Elections.

The **USGCOA** shall format and design the final ballot, including online election information and procedures, to ensure consistency in candidate information and voting instructions.

The winner of the election for each open position shall be the candidate who receives the highest number of votes from Members in good standing who possess the right to vote.

Should there be a tie in the final election results for any position, the successful candidate shall be selected by a vote of the Board of Directors (excluding any member that may be a candidate in such a tie result).

If a candidate dies or withdraws after the candidates have been selected, but before the voting period begins, the Nominations and Elections Committee may, at its discretion, replace the deceased or withdrawn candidate.

The death or withdrawal of an unopposed candidate for the Board of Directors during the voting period shall nullify the election with respect to that open position and the President, subject to ratification of the Board of Directors, shall appoint a replacement.

The death or withdrawal of an opposed candidate for the Board of Directors during the voting period shall result in the remaining candidate(s) receiving the most votes being elected.

Campaigning Guidelines

USGCOA encourages positive campaigning by candidates for the Board of Directors during the voting period. The following policies have been established. Any violation of these guidelines will be reviewed by the Nominations and Election Committee for disposition including possible removal of a candidate from the election and suspension of eligibility for candidacy for the Board of Directors for one full year.

Except with respect to contact information made available by the Association to all candidates for any open positions, no candidate may have access to the **USGCOA** membership database

Campaigning may begin when the candidates are officially announced to the membership

Electronic messaging is acceptable for distributing campaign materials but must adhere to all material guidelines outlined

Any material distributed by candidates must feature the following disclaimer in a prominent location on the material: “This is a personal campaign solicitation and not an official endorsement by **USGCOA**, its directors or officers”.

A copy of all campaign materials disseminated to Members by any candidate must be sent to the Chair of the Nominations and Elections Committee prior to distribution. This includes any materials by third parties who have been directed by the candidate to solicit votes.

Except as provided for herein, email lists may not be used from any **USGCOA** affiliated committee, council, organization or business partner or advertiser for the purpose of soliciting votes.

Any candidate who acts in a slanderous way towards other candidate’s campaign will be immediately removed from the campaign process and disqualified from running for the Board of Directors for one full year.

Current members of the Board of Directors may not openly endorse a candidate via social media, printed materials or otherwise.

Special Elections

In the event that a special election is necessary for any reason deemed necessary by the Board of Directors, the Nominations and Election Committee will recommend procedures and a timetable for the conduct of such election, subject to the approval of the Board of Directors.

Change in These Regulations

These Regulations for Conduct of Elections for the Board of Directors may be changed only by a majority vote of the Board of Directors. Any changes will be incorporated into these **USGCOA** Bylaws as Addendum E.

ADDENDUM F

Advocacy Council and Member Groups

The Board of Directors may establish an **Advocacy Council** to aid **USGCOA**’s governance structure. The creation of the Advocacy Council will help represent current and future Member Groups. Creation of an Advocacy Council and Member Group framework may provide additional structure to help increase membership participation and give constituent and diversity groups access and input needed to meet the Association’s mission, vision and core values.

The role of the **Advocacy Council** will be to advocate for issues in the sport and the Association that affect Membership. The Advocacy Council will provide accountability and oversight for the **Member Groups**. The Advocacy Council and any Member Groups will advise both the Board of Directors and the professional staff on the needs and desires of the membership as a whole.

The Board of Directors shall determine the composition of the **Advocacy Council**, seeking a diverse representation from different segments of the sport of gymnastics, and shall set the Length of terms of service of Council members, and other qualifications and requirements for service.

The role of **Member Groups shall be** to focus on the needs of their constituents as they relate to the Association's three guiding principles – Advocacy, Education and Service. Member Groups can be added and eliminated based on the evolving needs of the Association and its members. Each Member Group recognized by the Board of Directors will have representation on any Advocacy Council the Board of Directors may hereafter establish.

ADDENDUM G

USGCOA Diversity Statement

United States Gymnastics Club Owners Association is committed to fostering diversity by offering a welcoming and supportive environment for its members, leadership and other constituents, and to nurturing a learning and working environment that respects differences in and does not discriminate on the basis of culture, age, gender, race, ethnicity, physical ability, sexual orientation, religious affiliation and socio-economic status.