

Gym Parent's Inc. Boosters By-Laws

Article I – OFFICES

1. The registered office of the Corporation shall be 3549 – A Hempland Rd, Lancaster, PA 17601 (Lancaster County).
2. The Corporation may also have alternative locations, as deemed necessary by the Executive Board to complete the activities that the corporation may require.

Article II – SEAL

1. The Corporate Seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Pennsylvania".

Article III – MEMBERS

1. Membership will be defined by active or inactive. Active Membership becomes an Inactive Membership when a gymnast fails to come to Prestige for a period of (30) thirty days without contacting a coach. Inactive members will have their accounts closed and will no longer be considered active members of GPIB. Every attempt will be made to contact and work with families to keep all gymnasts in the Active Membership category. Active Membership is effective on the date of receipt of new membership fees.
2. The Executive Board, by affirmative vote of two thirds of all the active members of the board, may suspend or expel a member for cause after an appropriate meeting of the full board, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of any dues or assessments (i.e. lose right to chairperson).
3. Upon written request, signed by a former member and filed with the Secretary, the Executive Board may, by affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership upon such terms as Executive Board may deem appropriate.
4. Membership in this corporation is non-transferable or assignable.

Article IV – MEETING OF MEMBERS

- 1) Optional meetings of the active Members may be held at a central location chosen by the President and Vice President with input from board members prior to the beginning of each season. This location will be advertised on the board's website prior to all meetings and included in all correspondence with the Active Membership.
- 2) Nominations for organization officers will be posted the prior to the election. Nominees must be nominated by their own accord and can be so declined.

3) The Executive Board is elected by ballot vote of members holding Active Membership status, except for the Secretary, Treasurer and Event Coordinator, which are appointed positions. The changing of the board positions shall take place the first week of July.

4) President, Vice President and Ways and Means Chair shall hold their offices for a term of two years and shall have such authority and shall perform such duties as are provided by the by-laws. The Member(s)-at Large shall hold their office for a minimum term of one year. Two-year position terms will be applied to the Executive positions that are elected (President, Vice President and Ways & Means). An existing Board member whose term is expiring may seek re-election. If an individual runs for election and is unopposed, they can be selected to the Board by majority vote of existing Board members. To ensure Board continuity, the rotation will exist for President and another for Vice President and Ways & Means. President will be up for re-election for June 2021 election. Vice President and Ways & Means positions will be up for election in June 2022. Each will be on a two-year term rotation on going based on these dates.

5) An optional annual orientation meeting for new active members shall be held each year when policies, procedures, and general information about GPIB will be discussed. The Board may choose an alternative to a live/in person meeting and substitute with providing a written presentation and subsequent question and answer session.

6) Special meetings of the members may be called at any time by the President, or the Executive Board, or by Active Members entitled to cast at least ten percent (10%) of the vote which all members are entitled to cast at the meeting. At any time, upon written request of any person who has called a special meeting, it shall be the duty of the President to determine the time of the meeting, which shall be held not more than sixty (60) days after receipt of the written request. If the President shall neglect or refuse to determine the time of the meeting, the person or persons calling the meeting may do so. Business transacted at all special meetings shall be confined to the objects stated in the call and matters germane thereto.

7) Written notice of every meeting of the members, stating the time, place, and object thereof, shall be given by the President to each member of record, entitled to vote at the meeting, at least five days prior to the day named for the meeting, unless a greater period of notice is required by the statute in a particular case. If the President shall neglect or refuse to give notice of the meeting, the person or persons calling the meeting may do so. In the case of a special meeting, the notice shall specify the general nature of the business to be transacted.

8) Elections for Executive Board shall be conducted via electronic ballot, unless a demand by an Active Member and agreement of two-thirds of the Executive Board, is made to be done by paper ballot 30 days prior to the election.

Article V – EXECUTIVE BOARD

1) The Executive Officers of the Corporation shall be elected by the general membership (exceptions noted above under Article IV, number 3), and shall be a President, Vice President and Ways and Means Chair. Member(s)-at-Large (Acro, Xcel, Compulsory and Optional representatives for both Girls' and Boys' teams) and such other officers and assistant officers may be elected as the organization may require. Secretary, Event Coordinator and Treasurer will be appointed positions and serve at the

discretion of the Board of Directors. Two separate offices cannot be filled for the same by both parents of a gymnast, or members of the same household.

2) The Board of Directors shall manage the business and affairs of the organization and may exercise and delegate all of the powers of the organization as it sees fit, subject only to restrictions imposed by statute, the organization Articles of Incorporation, and these Bylaws.

3) The Board of Directors shall establish fundraising policies; adopt the budget; approve committee appointments; authorize meetings; review committee reports; and determine action to be taken.

4) The President, Vice President, Secretary, Ways and Means Chair, Event Coordinator and Member(s)-at-Large, shall be a natural person of full age; the Treasurer, however, may be a corporation, but if a natural person, shall be of full age.

5) Positions of elected Officers shall be unpaid, volunteer positions.

6) When interacting with Prestige Staff, Gymnasts and Gymnast family members, Board members are representing GPIB in all communications, regardless of subject and communication format. Board members are expected to conduct themselves in a professional manner during these interactions. This includes (but not limited to) Board and other meetings, meets, practices, fundraising activities, and general dialogue with Prestige families. This pertains to all Prestige matters (GPIB, Prestige Gym and competitions). Any officer or agent may be removed by the Executive Board, whenever in its judgement, the best interests of the organization will be served thereby, such removal shall be without prejudice to the contract rights of any person so removed. The Board may remove a member of the board by a two-thirds vote for reasons including, but not limited to: conflict of interest; unethical behavior; misusing board funds; committing fraudulent activities or disclosing confidential GPIB or gymnast family personal information. If a vote is conducted to remove a Board member, the Board member in question is disqualified from voting on removal. If a Board member is removed by majority vote, the individual must provide all GPIB property, documents, materials, data including GPIB Board email password, website, or app passwords within seven days of removal notification. Failure to do so will result in withholding of disbursement contributions, fundraising contributions, and participation in GPIB events. If a Board member is elected to be removed, they may not run for election or appointment to the GPIB Board at any point thereafter.

7) **The President** shall be the Chief Executive Office of the organization; he/she shall preside at all meetings of the members; he/she shall have general and active membership of the 4 affairs of the organization; shall see that all orders and resolutions of the Board are carried into effect, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the Corporation. He/She shall execute bond, mortgages and other documents requiring a seal, under the Seal of Corporation. He/She shall be EXOFFICIO a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of the President.

8) The **Vice President** shall act in all cases for and as the President in the latter's absence of incapacity and shall perform such other duties as he may be required to do from time to time. The Vice President organizes optional new parent orientation meetings, as well as oversee level representatives. Along with the President, the Vice President will update the handbook and bylaws annually. The Vice President will

ensure that GPIB is following recommendations and guidelines provided by USA Gymnastics Safe Sport policies that were adopted in 2017.

9) The **Secretary**, an appointed position by Prestige Gym Ownership, shall attend all sessions of the Board and all meetings of the members to act as clerk thereof, and record all votes of the corporation and the minutes of all its transactions in a book to be kept for that purpose, will be responsible for communication to the members and keeping a current roster of all active members upon receiving written notice from the Treasurer that membership fees have been paid; and shall perform duties for all committees of the Board. He/She shall make public the notice of all meetings of the members of the Executive Board and shall perform other duties as may be prescribed by the Board or President, under whose supervision he/she shall be. He/She shall keep in safe custody the Corporate Seal of the Corporation, and when authorized by the Board, affix the same to any instrument requiring it.

10) The **Treasurer**, an appointed position by Prestige Gym Ownership, shall have custody of the general funds and securities and shall keep full accurate accounts of the receipts and distributions in books belonging to the organization and shall keep the monies of the organization in a separate account to the credit of the organization. He/She shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements and shall render to the President and officers, at the regular meetings of the Board, or whenever they may require it, an account of all his/her transactions as Treasurer, and of the financial condition of the corporation.

11) The **Ways and Means** chair shall be responsible for the management of GPIB fundraisers, which includes developing and using systems that allow fundraising chairs to successfully participate with minimal direction when helping with fundraising events. This position will need to be proficient in Microsoft Excel and work closely with the Treasurer and President to ensure fundraising chairs are meeting their obligations. In addition, this position will provide an ongoing status of all planned and ongoing fundraisers at each board meeting or as requested by the President or Vice President.

12) The **Members-at-Large** do not have a specific list of duties, rather they serve the board's strategic needs as determined by the President and Vice President at any given time. The Members-at-large may have various responsibilities and projects – short or long-term – during their elected one-year term. This position is limited to one (1) individual from both the Optional Team and the Compulsory Team for the Girls team and one (1) individual from each of the Xcel, Optional Team, and the Compulsory Team for the Boys Team and one (1) individual from the Acro & Tumbling team.

13) The **Event Coordinator**, an appointed position by Gym Ownership, shall be responsible for the major events of the GPIB in coordination with the Executive Board, as well as additional events as deemed necessary by the Executive Board. This includes the planning, logistics, registration, volunteer management, committee coordination, etc. for GPIB sponsored/supported events.

Article VI – VACANCIES

1. If the office of any officer or agent, one or more, becomes vacant for any reason, the Board shall choose a successor or successors, who shall hold office for the unexpired time in respect of which such vacancy occurred until the next July when elections occur.

2. Interim responsibilities during a vacancy shall be determined by the President and voted on and approved by two-thirds of the full board.

Article VII – BOOKS AND RECORDS

1. The corporation shall keep an original or duplicate record of the proceedings of the members and the directors, the original or a copy of its by-laws, including all amendments thereto to date, certified by the Secretary of the corporation, and original or a duplicate membership register, giving the names of the members and showing their respective addresses and the class and other details of the membership of each. The organization shall also keep appropriate, complete, and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the corporation in the commonwealth, or with the Treasurer.

2. Every active member shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours of business for any proper purpose, the membership register, books and records of the general fund, and record of the proceedings of the members and directors, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such a person as a member. If this need involves an individual account, other than that person's account, this will require a majority vote of the Board. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, other writing which authorizes the attorney or other agent to do so act on behalf of the member. The demand under oath shall be directed to the Corporation at its registered office in this Commonwealth or at its principal place of business whenever situated.

Article VIII – TRANSACTION OF BUSINESS

1. The corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of two-thirds of the members in the office of the Executive Board. Unless otherwise restricted in these by-laws, no vote or consent of the members shall be required to make effective such action by the Board. If the real property is subject to a trust, the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.

2. All checks or demands for money and notes of the corporation shall be signed by such officers as the Executive Board may from time to time designate.

3. If a team member leaves Prestige and transfers to another gym, and have funds in said account, these may be transferred to that gym upon written notification of the transfer within (30) thirty days on the new gym's letterhead. If team member leaves the gym and is not transferring to another gymnastics club/program the funds shall go back to the G.P.I.B. General Fund unless a buyout or transfer is arranged within 30 days. Additionally, if a team member leaves Prestige with a debit in your account and return at any time in the future, that debit will be reinstated. Since the General Fund absorbed the debit, the board shall expect these to be paid back prior to charging any additional fees to the account.

Article IX – ANNUAL REPORT

1) The Executive Board shall present annually to the active members a report, verified by the President and Treasurer or by a majority of the Board.

a) The assets and liabilities, including the trust funds, of the corporation at the end of each June each year.

b) The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report.

c) The revenue or receipts of the corporation, both unrestricted and restricted to a particular purpose, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.

d) The expenses or disbursements of the corporation, for both general and restricted purposes during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.

e) The number of members of the corporation as the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found.

Article X – NOTICES

1. Whenever written notice is required to be given to any person, it may be given to such person, either personally by sending a copy thereof by first class mail, postage prepaid, or by email, to his/her address appearing on the books of the corporation (refer to Article I, Number 1), or in the case of the Executive Board, supplied by him/her to the Corporation for the purpose of notice. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail for transmission to such person. A notice of meeting shall specify place, day and hour of meeting and any other information required by statute or these by-laws.

Article XI – MISCELLANEOUS PROVISIONS

1. The fiscal year of the corporation shall begin the first day of July.

2. One or more persons may participate in a meeting of the Board or of the members, by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such a meeting. If accommodations are needed for accessibility, either by the location or via telephone or similar communication, members should contact the President one month prior to the meeting.

3. So long as the corporation shall continue to be organized on a nonprofit basis, the Executive Board shall have authority to provide for the members to make capital contributions in such amounts and

upon such terms as are fixed by the directors in accordance with the provisions of section 5541 of the Non-profit corporation law of 1988.

4. The Executive Board, by resolution, may authorize the corporation to accept subventions from members or non-members on terms and conditions not inconsistent with the provisions of section 5542 of the Non-profit Corporation Law of 1988, and to issue certificates therefor.

Article XII – INDEMNIFICATIONS

The corporation shall indemnify each of its directors, officers, and employees, whether or not then in service as such (and his/her executor, administrator and heirs), against all reasonable expenses actually and necessarily incurred by him/her in connection with the defense of any litigation to which the individual may have been a party because he or she is or was a director, officer or employee of the corporation.

The individual shall have no right to reimbursement, however, in relation to matters as to which he/she has been adjudged liable to the corporation for negligence or misconduct in the performance of his/her duties or was derelict in the performance of his/her duty as director, officer or employee by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties of his/her office or employment. The right to indemnity for expenses shall also apply to the expenses of suits which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement.

The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to that which such director, officer or employee may be entitled. Article XIII –

AMENDMENTS 1. By-laws shall be adopted, amended, or repealed by the vote of active members entitled to cast at least a majority of the votes which all members present at entitled to cast thereon at any regular or special meeting duly convened after notice to the members of that purpose.

Article XIV – FUNDRAISING

The profits from all fundraisers will be credited into accounts. An income/expense report is to be received by the Ways and Mean Chair before any money is posted into accounts. A copy of the amount being posted into accounts must be emailed or placed in all families' file folders by the chairperson. The deadline for turning in all monies and reports to the Ways and Means 9 Chair (two) 2 weeks after the end of the fundraiser. Failure to do so will result in that chairperson being exempt from chairing or co-chairing a fundraiser for the period of (one) 1 year from the date of fundraiser where monies and/or reports were not received.

All fundraisers that have proven to be successful and are popular with the G.P.I.B. members, will be offered again by the chairperson who held the fundraiser the first time. The chairperson may continue to do the fundraiser for as many continuous years as he/she would like. If a chairperson leaves the gym or decides to discontinue the fundraiser, then the fundraiser will be offered to the membership so that a new chairperson can take over the fundraiser. For any open fundraiser, the Ways and Means Chair will gather the names of all active members interested in chairing the fundraiser and conduct a random selection process that is witnessed by at least two (2) members of the Executive Board.

These By-laws are hereby adopted by The Members this June 01, 2023.