

GYMNASTS UNITED INC.

BYLAWS



# INDEX

Preamble .....	3
Article I - Name.....	3
Article II - Purpose.....	3
Article III - Offices.....	4
Article IV – Dedication of Assets.....	4
Article V – Board of Directors.....	4
Article VI – Meetings.....	5
Article VII - Committees.....	6
Article VIII - Officers.....	7
Article IX – Contracts, Checks, Bank Accounts, and Investments.....	8
Article X – Memberships.....	9
Article XI – Health and Wellness Services.....	9
Article XII - Sanctions.....	10
Article XIII – Office, Books, and Website.....	10
Article XIV – Corporate/Organization Seal.....	10
Article XV – Indemnification.....	10
Article XVI – Fiscal Year.....	10
Article XVII – Dissolution.....	11
Article XVIII - Amendment.....	11

**BYLAWS OF GYMNASTS UNITED, INC.**  
**A NORTH CAROLIA NON-PROFIT CORPORATION**

**PREAMBLE**

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of North Carolina and the Articles of Incorporation of Gymnasts United Inc. On the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of North Carolina, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Corporation/Organization, it shall then be these Bylaws which shall be controlling.

**ARTICLE I - NAME**

The legal name of the Non-Profit Corporation/Organization shall be known as Gymnasts United Inc., and herein be referred to as the "Corporation/Organization."

**ARTICLE II - PURPOSE**

The general purposes for which this Corporation/Organization has been established are as follows:

The purpose for which a Non-Profit Corporation is formed is set forth in the attached Articles of Incorporation.

The purpose of Gymnasts United Inc. Corporation/Organization is to serve as a National Governing Body to Women's Artistic Gymnastics. To give an equal and fair opportunity for athletes to experience quality gymnastics in a safe and protected environment. The purpose is to help regulate gymnastics facilities to improve the moral and ethical stability of the culture within the sport of gymnastics. Making parents vigilant and aware of regulations that a gym has to abide by for the safety and protection of their children. To help with and not limited to the safety and protection of athletes, mental and physical counseling support, injury rehabilitation support, bereavement support, and tuition & college scholarships to athletes. To also provide training and support to coaches, and supporting gymnastics judges within the sport of gymnastics.

The Corporation/Organization is established within the meaning of IRS Publication 557 Section 501(c)(3) Organization of the Internal Revenue Code of 1986, as amended (the "Code) or the corresponding section of any future tax code and shall operate exclusively to benefit the culture of the sport of gymnastics.

No part of the net earnings of the Corporation/Organization shall benefit its officers, or other private persons, except that the Corporation/Organization shall be empowered to pay reasonable compensation for services rendered, and to make payments and/or distributions in furtherance of the exempt purposes for which it was formed.

Notwithstanding any other provisions of these Bylaws, the Corporation/Organization shall not carry on any other activities not permitted to be carried on by any association exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

## **ARTICLE III - OFFICES**

### **Section 1. Principle Office**

The principle office of the Corporation/Organization shall be located in the State of North Carolina at a place determined by the President.

### **Section 2. Registered Office**

The registered office of the Corporation/Organization required by the North Carolina Nonprofit Corporation Act (the "Act") to be maintained in the State of North Carolina may be, but need not be, identical with the principal office of the Corporation/Organization, and the address of the registered office may be changed from time to time as provided in the Act.

### **Section 3. Other Offices**

The Corporation/Organization may have offices at such other places, either within or outside of the State of North Carolina and Country, as the President may determine or as the affairs of the Corporation/Organization may require from time to time.

## **ARTICLE IV– DEDICATION OF ASSETS**

The properties and assets of the Corporation/Organization are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Corporation/Organization, on dissolution or otherwise, shall inure to the benefit of any person or a member, director, or officer of this Corporation/Organization. On liquidation or dissolution, all remaining properties and assets of the Corporation/Organization shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Code.

## **ARTICLE V - BOARD OF DIRECTORS**

### **Section 1. General Powers and Number**

The property, affairs, and activities of the Corporation/Organization shall be managed by the Board of Directors. The number of Directors constituting the Board of Directors shall be at least three (3) and no more than fifteen (15) and may be increased or decreased from time to time by a majority vote of the entire Board of Directors.

Without limiting the foregoing, the Board of Directors shall have responsibility for the prudent sale, exchange, investment, and reinvestment of the assets of the Corporation/Organization. The Board may delegate its authority to the officers and employees of the Corporation/Organization; provided, however, that dissolution shall require the approval of a majority of the Board of Directors as provided in Article IV of these Bylaws. A member of the Board of Directors shall not be liable for any diminution in value of or losses occasioned by any investment made, provided such director acts in good faith in making such investment.

### **Section 2. Election and Term of Office**

The initial Board of Directors shall consist of those persons selected by the Chairman of the Board of the Corporation/Organization who shall serve as follows: one (1) for a two-year term; and two (2) for a three-year term. Thereafter, each Director shall be elected to hold office for a term of three (3) years and until

his or her successor is duly elected and qualified. **Tamil Jones** shall serve as a member of and as the Chairman of the Board of Directors until such time as her successor is elected by the Board of Directors after a term of three.

Directors shall be nominated by the Chairman of the Board of the Corporation/Organization and elected by a majority vote of the Board of Directors according to the provisions of Article IV, Section 2 of these Bylaws, at the annual meeting or at a special meeting held for that purpose.

Directors may be elected to no more than two consecutive terms.

### **Section 3. Board of Directors Nominating Procedures**

The nominations for Directors shall be made by the Chairman of the Board and, if needed, a Governance Committee may be appointed by the President.

### **Section 4. Newly Created Directorships and Vacancies**

Newly created directorships and vacancies among the Directors may be filled by vote of a majority of the Directors then in office regardless of their number. Any Director elected to fill an unexpired term (whether resulting from the death, resignation, or removal or created by an increase in the number of Directors) shall hold office until the expiration of such term.

### **Section 5. Resignations**

Any Director may resign from office at any time. Such resignation shall be made in writing and shall take effect upon receipt by the Corporation/Organization or the President unless a time is specified therein. The acceptance of a resignation by the Board of Directors shall not be necessary to make it effective but no resignations shall discharge any accrued obligation or duty of a Director.

### **Section 6. Removal**

Any Director may be removed at any time with cause by the President or the majority of the Board of Directors then in office at any special meeting of the Board of Directors called for that purpose, provided that at least one week's notice of the proposed action shall have been given to the entire Board of Directors then in office.

### **Section 7. Compensation**

Directors shall not be compensated for their services as directors, but may be reimbursed for any or all reasonable expenses incurred in attending regular or special meetings of the Board.

## **ARTICLE VI - MEETINGS**

### **Section 1. Meetings**

- a) The Board of Directors may hold their meetings at such place or places within or without the State of North Carolina and country as the Board of Directors may from time to time determine.
- b) The annual meeting of the Board of Directors shall be held in the fourth quarter of each calendar year.
- c) Regular meetings of the Board of Directors shall be held bi-quarterly or as otherwise directed by the Board of Directors and no notice of such regular meeting need be given.

- d) Special meetings of the Board of Directors may be held at any time and place upon the call of the Secretary at the request of the President or as determined by resolution duly adopted by the Board of Directors. Notice of the time, place and purpose of every special meeting of the Board of Directors shall be given to each Director at least two days before the meeting.
- e) The attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- f) A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her contrary vote is recorded or dissent is otherwise entered into the minutes of the meeting or unless he or she files a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof. Such right of dissent shall not apply to a Director who voted in favor of an action.
- g) Directors may participate in any meeting of the Board by use of any means of communication by which all Directors participating may hear each other simultaneously during the meeting. A Director participating in a meeting in this manner shall be deemed to be present in person at the meeting.

## **Section 2. Quorum and Voting**

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of any business at any meeting of the Board of Directors. Except as otherwise provided by law, at any meeting of the Board of Directors at which a quorum is present, the affirmative vote of a majority of the Directors present at the time of the vote shall be the act of the Board of Directors. If at any meeting of the Board of Directors there shall be less than a quorum present, the Directors present may adjourn the meeting until a Quorum is obtained.

## **Section 3. Action by the Board of Directors**

Any action required or permitted to be taken by the Board of Directors or by a committee thereof may be taken without a meeting if all members of the Board of Directors or the committee consent in writing (which may include email) to the adoption of a resolution authorizing the action. The resolution and the written consents shall be filed with the minutes of the proceedings of the Board of Directors or such committee. Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## **ARTICLE VII - COMMITTEES**

The Board of Directors may, by resolution adopted by a majority of the entire Board of Directors, establish and appoint executive and other standing committees. The President shall appoint the chairperson of each committee. Each committee so appointed shall consist of at least one Director and, to the extent provided in the resolution establishing it, shall have all the authority of the Board of Directors except as to the following matters:

- a) the filling of vacancies on the Board of Directors or on a committee;
- b) the amendment or repeal of the bylaws or the adoption of the new bylaws;

- c) the amendment or repeal of any resolution of the Board of Directors which by its terms shall not be so amendable or irrevocable;
- d) the fixing of compensation of the Directors for serving on the Board of Directors or any committee.

Special committees may be appointed by the President, with consent of the Board of Directors and shall have only the powers specifically delegated to them by the Board of Directors.

## **ARTICLE VIII - OFFICERS**

### **Section 1. Officers of the Corporation**

The officers of the Corporation/Organization shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer and other officers and assistant officers as the Board of Directors may from time to time elect. Any two or more offices may be held by the same person, but no officer may act in more than one capacity where action of two or more officers is required.

### **Section 2. Election and Term of Office**

The officers of the Corporation/Organization shall be elected annually by the Board of Directors and each officer shall hold office for one year or until his or her successor shall have been elected and qualified. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term

### **Section 3. Compensation of Officers**

The compensation of all officers of the Corporation/Organization, if any, shall be fixed by the Board of Directors and no officer shall serve the Corporation/Organization in any other capacity and receive compensation therefor unless such additional compensation shall be authorized by the Board of Directors.

### **Section 4. Removal**

Any officer of the Corporation/Organization may be removed by a vote of the majority of the Board of Directors of the Corporation/Organization with or without cause.

### **Section 5. Vacancies**

In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board of Directors.

### **Section 6. President**

The President shall be the principal executive officer of the Corporation/Organization and shall serve as Chairman of the Board of Directors. He or she shall preside at meetings of the Board of Directors. He or she shall sign, with the Secretary or any other proper officer of the Corporation/Organization thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation/Organization, or shall be required by law to be otherwise signed or executed. The President shall perform such other duties as from time to time may be assigned to him or her by the Board of Directors.

### **Section 7. Vice President**

In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice President, unless otherwise determined by the Board of Directors, shall perform the duties of the President and when so acting shall have all of the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the Board of Directors.

### **Section 8. Secretary: Powers and Duties**

The Secretary shall act as secretary of the Board of Directors, shall keep the minutes of all meetings of the Board and any committee thereof, and shall maintain the corporate records of the Corporation/Organization. The Secretary shall attend to the giving and serving of all notices of the Corporation/Organization and shall perform such other duties as shall from time to time be assigned to him or her by the Board of Directors. The Secretary shall have such powers and duties as may be assigned to him or her by the Board of Directors.

### **Section 9. Treasurer: Powers and Duties**

The Treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the Corporation/Organization; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such depositories as shall be selected in accordance with these bylaws; and (b) in general, perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors, or by these bylaws.

## **ARTICLE IX - CONTRACTS, CHECKS, BANK ACCOUNTS, AND INVESTMENTS**

### **Section 1. Checks, Loans and Contracts**

All checks, drafts or other orders for the payment of money, issued in the name of the Corporation/Organization, shall be signed by such officers of the Corporation and in such manner as the Board of Directors shall determine from time to time by resolution. In the absence of such a resolution, the President of the Corporation/Organization is authorized to sign such instruments.

No loans shall be contracted on behalf of the Corporation/Organization and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

The Board of Directors may authorize any officer to enter into any contract or to execute and deliver any instrument in the name and on behalf of the Corporation/Organization.

### **Section 2. Investments**

The funds of this Corporation/Organization may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board of Directors in its discretion may deem desirable.

### **Section 3. Deposits**

All funds of the Corporation/Organization not otherwise employed shall be deposited from time to time to the credit of the Corporation/Organization in such depositories as the President shall select.

**Section 4. Gifts**

The Board of Directors may accept, on behalf of the Corporation/Organization, any contribution, gift, bequest or devise for the general purpose or any special purpose of the Corporation/Organization.

**ARTICLE X – MEMBERSHIP**

Membership is privilege granted by the Corporation/Organization. The following is able to be accepted for membership of the Corporation/Organization.

- (a) Club Gym
- (b) Athletes
- (c) Coaches
- (d) Judges

**Section 1. Qualifications of Membership**

The Corporation /Organization qualifications and requirements of membership are established by Corporation/Organization.

**Section 2. Misconduct of Membership**

A violation of rules, regulations, policies, and procedulres of Corporation/Organization will constitute as misconduct. Membership of the Corporation/Organization will be terminated and revoked for misconduct. Members may NEVER participate in any activity of competitions or events of the Corporation/Organization. This includes and subject to the following:

- (a) Verbal abuse
- (b) Mental abuse
- (c) Physical abuse
- (d) Sexual abuse
- (e) Criminal charge or Indictment charge by City, County, and State Jurisdiction
- (f) Engaged in any misconduct detrimental and inconsistent to the rules and regulations of the Corporation/Organization for the best interest of the sport of gymnastics.

**ARTICLE XI – HEALTH AND WELLNESS SERVICES**

The Corporation/Organization will help support with wellness services for all members associated with Corporation/Organization. Other services may be added to the discretion of the Corporation/Organization. The following membership health and wellness services are:

- (a) Mental Health Counseling
- (b) Injury Rehabilitation
- (c) Tuition Support
- (d) Scholarship Support
- (e) Berevement Support

## **ARTICLE XII – SANCTIONS**

The Corporation/Organization will issue sanctions for competition and events in which athletes, coaches, and judges participate.

## **ARTICLE XIII – OFFICE, BOOKS, and WEBSITE**

### **Section 1. Office of Corporation/Organization**

The office of the Corporation/Organization shall be located at such place as the Board of Directors may from time to time determine.

### **Section 2. Books of Corporation/Organization**

The Corporation/Organization shall keep correct and complete books and records at its principal office. The Corporation/Organization shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of the meetings of the Board of Directors.

### **Section 3. Website**

The official website of the Corporation/Organization is [www.gymnastsunited.org](http://www.gymnastsunited.org).

## **ARTICLE XIV- CORPORATE/ORAGANIZATION SEAL**

The seal of the Corporation/Organization, if any, shall be circular in form and shall bear the name of the Corporation/Organization and words and figures showing that it was incorporated in the State of North Carolina and the year of incorporation.

## **ARTICLE XV - FISCAL YEAR**

The fiscal year of the Corporation/Organization shall be the calendar year.

## **ARTICLE XVI - INDEMNIFICATION**

Any person who at any time serves or has served as a trustee, officer, employee or agent of the Corporation/Organization, or in such capacity at the request of the Corporation/Organization for any other corporation, partnership, joint venture, trust or other enterprise, shall have a right to be indemnified by the Corporation/Organization to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by him or her in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, and whether or not brought by or on behalf of the corporation, seeking to hold him or her liable by reason of the fact that he or she is or was acting in such capacity, and (b) reasonable payments made by him or her in satisfaction of any judgment, money decree, fine, penalty or settlement for which he or she may have become liable in any such action, suit or proceeding.

The Board of Directors of the Corporation/Organization shall take all such action as may be necessary and appropriate to authorize the Corporation/Organization to pay the indemnification required by this bylaw, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him or her.

Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation/Organization in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking by or on behalf of the trustee, officer, employee or agent to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation/Organization as authorized in this bylaw; provided, however, that the Board of Directors shall

not be required to advance expenses pursuant to this paragraph if it determines that a person is not entitled to be indemnified by the Corporation/Organization.

Any person who at any time after the adoption of this bylaw serves or has served in any of the aforesaid capacities for or on behalf of the Corporation/Organization shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this bylaw.

In addition to the foregoing, the Board of Directors shall have the right and power to purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation/Organization would have the power to indemnify him or her against such liability.

#### **ARTICLE XVII- DISSOLUTION**

In the event of the dissolution of the Corporation/Organization and after paying or adequately providing for the debts and obligations of the Corporation/Organization, the remaining assets shall be distributed by the Board of Directors to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for educational and/or charitable purposes, and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

#### **ARTICLE XVIII - AMENDMENTS**

These Bylaws may be amended or repealed by the affirmative vote of a majority of the entire Board of Directors at any meeting of the Board of Directors.

Approved by the Board of Directors on this the 19<sup>th</sup> day of March 2019.