



3200 N 10th St, Bismarck, ND 58503 - 701.258.8956 - www.bismarckgymnastics.com

BISMARCK GYMNASTICS ACADEMY, INC. BY—LAWS

ARTICLE I. OFFICES

The principal business office of the Bismarck Gymnastics Academy, Inc. shall be located at 3200 North 10th Street, Bismarck, ND. The Academy may have such other business offices as the Board of Directors may from time to time determine.

ARTICLE II.

SECTION 1. DEFINITIONS as used in these By-Laws:

- A. "Family" shall mean Father, Mother, Guardians, and Children who reside in the same household.
- B. "Membership" shall mean the status conferred by the Bismarck Gymnastics Academy, Inc. upon certain persons that gives rise to rights provided herein. A membership may only be conferred as provided in these By-Laws.
- C. "Participating" shall mean actively taking part in at least one of the educational programs sponsored by the Bismarck Gymnastics Academy, Inc., at any time during the preceding twelve months.

SECTION 2. ELIGIBILITY

Members of the Bismarck Gymnastics Academy, Inc., here -in-after referred to as the "Corporation" shall be:

The parents or guardians of any child participating in the gymnastics program sponsored by the Corporation. Anyone family shall be entitled to only one membership regardless of the number of children participating in a program sponsored by the Corporation, and shall entitle the holder to one (1) vote.

SECTION 3. VOTING RIGHTS

Each member in good standing, otherwise entitled to vote, will be entitled to one (1) vote on each matter submitted to the vote of the members.

SECTION 4. TERMINATION OF MEMBERSHIP

The Board of Directors, by vote of five (5) of the seven (7) members of the Board of Directors, may expel or suspend a member for cause after an appropriate hearing and by majority vote of those present at any regularly constituted meeting of the members .

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SECTION 5. TRANSFER OF MEMBERSHIP

Membership in the Corporation is not transferable or assignable.

ARTICLE III. MEETINGS

SECTION 1. ANNUAL MEETINGS

There will be a designated annual meeting of the members to be held in Bismarck, ND.

SECTION 2. SPECIAL MEETINGS

Special Meetings of the members may be called by the Chairperson, the Board of Directors, or not less than ten percent (10%) of the members having voting rights, at a place to be designated by the Board of Directors.

SECTION 3. NOTICE OF MEETING

Written, printed, or electronic notice stating the place, date, and hour of any meeting of members shall be posted at the Corporation and on the Bismarck Gymnastics Academy website not less than ten (10) days nor more than fifty (50) days before the date of such meeting. In the case of a special meeting or when required by statute or these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice. Such notice shall be deemed to be delivered when provided by written, printed, or electronic notification.

SECTION 4. QUORUM

In the event of an annual meeting, notice must be provided as described in Section 3 and the majority of those participating members present at a meeting constitutes a quorum.

In a meeting called by the Chairperson, or the Board of Directors notice must be provided as described in Section 3 and the majority of those participating members present at a meeting constitutes a quorum.

In the event of a special meeting called by the members, the Members hold ten percent (10%) of the votes either in person or by proxy, this shall constitute a quorum at such member meeting. If a quorum is not present, a majority of the members present may adjourn the meeting.

SECTION 5. PROXIES

At any meeting of the members, a member entitled to vote may by proxy executed in writing and dated by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after ten (10) days from the date of its execution.

ARTICLE IV. BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS

The affairs of the Corporation shall be governed by its Board of Directors. Board of Directors must be members and cannot be an employee of the Corporation.

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SECTION 2. SPECIFIC POWERS

In addition to the general powers of the Board of Directors to manage the affairs of the Corporation, the Board of Directors shall hire and supervise a management staff for the Corporation's gymnastics educational program.

SECTION 3. NUMBER, TERM, AND QUALIFICATIONS

The number of Board of Directors shall be seven (7). Two (2) or three (3) Board of Directors shall be elected at the annual meeting of the members. The term of office of each Board of Director shall be for three (3) years beginning January 1 and ending December 31 of the third following year. Board of Directors shall be limited to two consecutive terms followed by a one term hiatus prior to reappointment. Only one family member may serve on the Board of Directors during the same term.

SECTION 4. NOMINATIONS

A nomination candidate to the Board of Directors will provide to the Board an application for the appointment to the Board and a biography 45 days prior to the annual meeting. The Board will provide the Corporation 30 day notice of applicants to the Board of Directors. Such notice will be deemed delivered by written or electronic notification.

SECTION 5. MEETINGS

Regularly scheduled meetings of the Board of Directors may be held upon such notice as the Board of Directors shall determine. Special meetings of the Board of Directors may be called by the Chairperson or at the request of any three (3) Board of Directors, and shall be held at the principal office of the Corporation or at such other place as the Board of Directors may determine.

SECTION 6. NOTICE

Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto verbally, written, or electronic notice. Any Board of Director may waive notice of such meeting. The attendance of a Board of Director at any meeting shall constitute a waiver of notice of such meeting, except where a Board of 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. The business to be transacted at the meeting need not be specified in the notice of such meeting, unless required by law or these By-Laws.

SECTION 7. QUORUM

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a majority of the Board of Directors are at a meeting and if a quorum is not present the meeting will be immediately adjourned.

SECTION 8. BOARD DECISIONS

The act of the majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or these By-Laws.

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SECTION 9. VACANCIES

Any vacancy occurring in the Board of Directors shall be appointed by the Board of Directors. A Board of Director appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office.

SECTION 10. COMPENSATION

Board of Directors as such shall not receive any stated salaries for their services. By vote of the Board of Directors, expenses of any Board of Director or member authorized and incurred in furtherance of the objective of the Corporation may be reimbursed.

SECTION 11. REMOVAL

Any Board of Director may be removed with a majority vote, whenever, in its judgment, the best interests of the corporation would be served by such removal; or if any member misses three (3) consecutive meetings without notification.

ARTICLE V. OFFICERS

SECTION 1. ELIGIBILITY

The officers of the Corporation shall be a Chairperson, a Vice-Chairperson, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may appoint or elect such other officers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed by the Board of Directors.

SECTION 2. ELECTION AND TERM OF OFFICE

The officers of the Corporation shall be elected annually by the Board of Directors at the January meeting of the Board of Directors. New officers may be created and filled at any meeting of the Board of Directors.

SECTION 3. POWERS AND DUTIES

The officers shall have such powers and shall perform such duties as may be specified in resolutions or other directive of the Board of Directors. In the absence of such specifications, each officer shall have the power and authority and shall perform and discharge the duties of officers of the same title serving in non-profit corporations having the same or similar general purposes and objective as this Corporation. In any case, the Chairperson shall preside over all the Board meetings and be an ex-officio member of all committees, the secretary shall keep or cause to be kept, true and accurate minutes and other books of record of all acts and proceedings of the Corporation, and the treasurer shall ensure that the books and records of account or the Corporation are correct and complete. In the absence of the Chairperson, the Vice-Chairperson shall have all the powers and perform all the duties of the Chairperson.

SECTION 4. VACANCIES

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 5. REMOVAL

Any officer elected or appointed by the Board of Directors may be removed from such officer position with a majority vote, whenever, in its judgment, the best interests of the Corporation would be served by such removal.

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ARTICLE VI. COMMITTEES

SECTION 1. COMMITTEES

The Board of Directors may designate one or more committees, each of which shall consist of one (1) or more Board of Directors and member volunteers. Each committee shall exercise the authority specifically delegated to it by the Board of Directors. The chairperson is ex officio of each committee created. All final decisions referred to a committee created under this provision shall be made by the Board of Directors.

SECTION 2. PORTIFOLIOS

Each member of the Board of Directors will be given a portfolio for a gym activity or fundraiser.

ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

SECTION 1. CONTRACTS

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or may be confined to specific instances or activities.

SECTION 2. CHECK, DRAFTS, OR ORDERS

All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Treasurer and countersigned by the Chairperson of the Corporation.

SECTION 3. DEPOSITS

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks or other financial institutions and in such manner as the Board of Directors may select.

SECTION 4. AUTHORITY TO ACCEPT FUNDS FROM OTHERS

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

ARTICLE VIII. BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of the account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees. The Corporation shall maintain a record at its office of the names and addresses of all members entitled to vote. All books and records of the Corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

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ARTICLE IX. FEES

SECTION 1. FEES

The Board of Directors shall determine from time to time the fees to be charged in the services provided by the Corporation and shall give no less than 30 day notice to the members.

SECTION 2. PAYMENTS OF FEES

Fees shall be paid in advance for the time periods specified by the Board of Directors.

SECTION 3. DEFAULT AND TERMINATION

When any member is in default of payment of fees for the specified time period for which the payment of fees is applicable, the membership may thereupon be terminated by the Board of Directors.

ARTICLE X. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of NDCC 10-33 or under the provisions of the Articles of Incorporation of By-Laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI. AMENDMENTS OF BY-LAWS

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by a majority of the members present at any annual or special meeting, if written, printed, or electronic notice is given not less than ten (10) nor more than fifty (50) days prior to such meeting, and such written notice shall set forth the proposed amendments, the repeal of By-Laws or adoption of new By-Laws.

ARTICLE XII. DISSOLUTION

The Corporation may be dissolved by a resolution requesting a dissolution and upon the vote of a majority of the members voting, provided that notice of such action has been provided to all members entitled to vote not less than ten (10) days nor more than fifty (50) days prior to such vote. Dissolution shall be accomplished in accordance with the terms of the Articles of Incorporation of the Corporation, Chapter 10-33 of the North Dakota Century Code, and Section 501(c)(3) or successor statute, of the Internal Revenue Code.

Repeal all prior By-Laws and adopted this 28th day of October 2018.

Chairperson
Germain Krueger

Vice—Chairperson
Jennifer Klesalek

Secretary
Justine Movchan

Treasurer
Scott Kautzman