



BEMIDJI GYMNASTICS CLUB

A non-profit corporation, duly organized under the laws of the State of Minnesota, adopted April 25, 1986.

ARTICLE I OFFICE

The principle office of the corporation in the State of Minnesota shall be located at The Gym Bin, 928 Washington Avenue, City of Bemidji, and the County of Beltrami. The corporation may have such other offices within the State of Minnesota as the business may require from time to time.

ARTICLE II MEMBERS

Section 1. Membership in the Bemidji Gymnastics Club is open to anyone interested in the sport of gymnastics.

Section 2. Board members. All board members must be members of the Bemidji Gymnastics Club.

Section 3. Competitive Team. Membership in the Bemidji Gymnastics Club is mandatory for competitive team gymnasts and families.

Section 4. Voting Rights. All members shall have voting rights.

Section 5. Transfer of Membership. Membership in the corporation is not transferable or assignable.

Section 6. Alphabetical List of Membership. An alphabetical list of members will be made available upon request to any member.

ARTICLE III ANNUAL MEETING

Section 1. Date of Meeting. An annual meeting of the members shall be held in each year during the month of September, for the transaction of such business as may come before the meeting. The election of Directors shall occur at the annual meeting.

Section 2. Place of Meeting. The Board of Directors may designate any place within the Bemidji area for any annual meeting or for any special meeting. If no designation is made or if a special meeting be otherwise called, the place of the meeting shall be the registered offices of the corporation in the State of Minnesota, but if all of the members shall meet at any time and place and consent to the holding of the meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 3. Quorum. Ten members shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn meeting from time to time without further notices.

Section 4. Special Meetings. Special meeting of the members may be called by the President or a majority of the Board of Directors.



Section 5. Written or Printed Notice of Meeting. Written or printed notice stating the place, day, and hour of any meeting of members shall be sent by mail to each member not less than ten or more than fifty days before the date of such meeting by or at the direction of the President or the Secretary or the officer or persons calling the meeting. In case of a special meeting or when required by statute or by these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice and deemed to be delivered when deposited in the United States Mail addressed to the member at his address as it appears in the record of the corporation with postage thereon prepaid.

Section 6. Informal Action of Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by all the members entitled to vote with respect to the subject matter thereof.

ARTICLE IV BOARD OF DIRECTORS

Section 1. General Powers.

- 1) The affairs of the corporation shall be managed by its Board of Directors. They shall have entire authority in the management of affairs and finances of the corporation and shall have general control of its property. All rights and powers connected therein shall be vested in them.
- 2) They shall make such rules as they deem proper respecting the use of the corporation's property; prescribe rules of the admission of strangers; fix penalties for offenses against the rules, and make rules for their own government and for the government of the committees appointed by them.
- 3) All appropriations from the funds of the corporation shall be made by the Board of Directors.
- 4) They shall audit records of the Secretary, Treasurer, and other committees annually.
- 5) They shall have power to limit the indebtedness of the corporation.

Section 2. Number, Tenure and Qualifications. The number of the Directors shall be nine. Each director shall hold office for a term of three years. The term of office shall be limited to three successive terms. No more than one member of a family may serve on the Board simultaneously.

Section 3. Meetings. A regular meeting of the Board of Directors shall be held without other notice than this By-Law, immediately after, and at the same place as, the annual meeting of members. The Board of Directors shall also meet monthly.

Section 4. Composition of Board. The competitive gymnasts shall be represented by at least three (3) Directors. The remaining Board positions may be filled from the general membership.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any five Directors. The person or persons authorized to call special meetings of



the Board may fix any place within the Bemidji area as the place for holding any special meeting of the Board called by them.

Section 6. Notice. Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail or telegram to each Director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. If notice be given by telegram such notice shall be deemed to be delivered when the telegram is delivered to the telegram company. Any Director may waive notice of any meeting. The attendance of a Director 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. Neither the business transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by 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; but if less than a majority of the Directors are present at said meeting; a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 8. Manner of Acting. The act of a majority of the 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 by these By-Laws.

Section 9. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by appointment of the Board of Directors. At next annual meeting, a Director shall be elected to fill the vacancy of the unexpired term of his predecessor in office. A Directorship shall be deemed vacant under the following conditions:

- 1) Death
- 2) Resignation
- 3) Removal
- 4) Being of unsound mind
- 5) Convicted of a criminal offense
- 6) No longer a member of the corporation
- 7) Disqualification: Should any Board member miss three consecutive meetings or attend less than nine (9) meetings per year, they shall be removed from the Board.



Section 10. Compensation. Directors as such shall not receive any stated salaries for their services, but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore if that becomes applicable.

Section 11. Informal Actions by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE V OFFICERS

Section 1. Officers. The officers of the corporation shall be a President, one Vice President, a Secretary and a Treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries or Assistant Treasurers as it shall deem desirable, such officers to have the authority to perform the duties prescribed from time to time, by the Board of Directors.

Section 2. Duties of the President.

- 1) It shall be the duty of the President to take charge of the corporation; to preside at all meetings of the corporation, and of the Board of Directors.
- 2) The President shall have the entire supervision and management of the corporation and its property pending the action of the Board of Directors.
- 3) The power to suspend any member for violating the By-Laws or Regulations of the corporation, pending the approval of the Board.
- 4) To call special board meetings and corporation meetings.
- 5) The President together with one other Board member shall sign all agreements and contracts made by the corporation, upon the approval of the Board of Directors.
- 6) The President, in consultation with other Board members, shall prepare and issue the agenda for the monthly board meetings at least 5 days prior to the meeting.

Section 3. Duties of the Vice President. It shall be the duty of the Vice President to assist the President in the discharge of his duties and in his absence to assume his duties and officiate in his stead. Should the President resign or become unable to fulfill term of office, the Vice President will assume the position of President until the next annual meeting.

Section 4. Duties of the Treasurer.

- 1) Shall have charge of the funds of the corporation and shall keep a record of all receipts and disbursements.
- 2) Submit a written report at each Board meeting and/or when requested by the President or the Board of Directors.



- 3) The Board of Directors shall have the power whenever they deem it necessary to appoint an acting Treasurer.
- 4) Disbursements shall be made only upon vouchers approved by the Board of Directors except those bills deemed to be regular disbursements approved by the Board.
- 5) Funds shall be deposited in the name of the corporation in a bank approved by the Board of Directors or in securities approved by the Board of Directors.
- 6) All disbursements by check shall be signed by an officer of the corporation.
- 7) At the end of each fiscal year an informal reconciliation of expenditures and income shall occur by a board appointed representative.

Section 5. Duties of the Secretary.

- 1) Keep the minutes of the meetings of the corporation and of the Board of Directors.
- 2) Supervise reports and documents connected with the business of the corporation.
- 3) Keeps alphabetical roll of membership and shall furnish members with the By-Laws and Rules of the corporation.
- 4) Supervise the correspondence of the corporation.
- 5) Prepare and issue notices of all meetings of the corporation and the Board of Directors.

Section 6. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Terms of office shall be one year with a maximum of three successive terms. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 7. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgement the best interests of the corporation would be served thereby, But such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 8. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification of otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 9. Delegation of Authority. In cases of the absence of any officer of the corporation or for any other reason that the Board may deem sufficient, the Board may delegate the powers and duties of such officer to any officer of to any Director or employee of the corporation, for the time being, provided a majority of entire Board concurs therein.



ARTICLE VI CONTRACTS AND GIFTS

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 and on behalf of the corporation, and such authority shall be confined to special instance.

Section 2. Gifts. The Board of Directors may accept on behalf of the corporation any legal contribution, gift, bequest or devise for the general purpose or any special purpose of the corporation.

ARTICLE VII BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceeding of its members and Board of Directors, and shall keep at the registered or principle office a record giving the names and addresses of the members, and keep a current written inventory of the physical property owned by the corporation.

ARTICLE VIII FISCAL YEAR

The fiscal year of the corporation shall begin of the first day of October and end of the last day of September.

ARTICLE IX WAIVER OF NOTICE

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

ARTICLE X NON-DISCRIMINATION POLICY

It is the strict policy of the BGC that no members or employees of the BGC discriminates against any person on the basis of race, color, religion, sex, ancestry, national origin, handicap or disability. It is the strict policy of the BGC that any discrimination will not be tolerated. Furthermore, any act of discrimination that the BGC becomes aware of will be dealt with by a fair and prompt investigation into the matter.

ARTICLE XI AMENDMENTS TO THE 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 the annual meeting.

Revised 9/21/09