

BYLAWS
OF
Blue Angels Gymnastics Club

ARTICLE I

NAME AND LOCATION

The name of this non-profit Corporation shall be Blue Angels Gymnastics Club, Inc. The name of this non-profit Corporation shall be abbreviated BAGC. The principal office of this non-profit Corporation shall be located at 20256 West Mill Road, Galesville, WI 54630.

ARTICLE II

MISSION

Provide affordable, educational, competitive and recreational gymnastics in a safe, clean, and inviting environment for children ages three to eighteen.

ARTICLE III

MEMBERS

Section 1. **Member Qualifications** This non-profit Corporation shall have members with voting rights. The Board of Directors shall establish such qualifications and requirements to become a member.

Section 2. **Annual Meeting** An annual meeting of the members of BAGC shall be held. The meeting must include the presentation of reports on the activities and financial condition of BAGC. Other business may be transacted at this meeting as necessary provided proper notice has been given to the Board of Directors. The annual meeting will be held after September 1st. The Board will determine and publish the meeting date and location no later than fourteen days prior to the date of the meeting. The notice of the annual meeting will include a call for agenda items and may be sent electronically. Agenda additions must be requested in writing and received no later than seven days prior to the date of the meeting. The balance of the agenda will be set by the Board of Directors.

Section 3. **Special Meeting** Special membership meetings of BAGC may be called at any time by the President of the Board of Directors, by vote of a majority of the members of the Board, or upon written request of at least ten voting members of BAGC.

Section 4. **Quorum** The presence of two-thirds of the members of the Board of Directors of BAGC shall constitute a quorum at any meeting of the members.

ARTICLE III

BOARD OF DIRECTORS

Section 1. **Composition.** This non-profit Corporation shall be operated by a Board of Directors consisting of at least five but no more than nine persons. Additionally, the Director of BAGC and the Executive of Finance shall be active, non-voting members of the Board of Directors.

Section 2. **Term of Office.** Members of the Board of Directors shall be elected by the members for terms of two years. Efforts should be made to ensure that no more than half plus one of the board positions expire at the same time.

Section 3. **Powers.** In managing the affairs of this non-profit Corporation, the Board of Directors shall specifically have, but not be limited to, the following powers:

A. **Power to Elect Officers.** The Board of Directors shall elect such officers as reasonable, necessary or convenient for the exercise of its power. Such officers may include a President, Vice President, Secretary and Finance Committee Chair. Board members may not hold more than one office on the Board at a time.

1. All active members are eligible for nomination to the Board of Directors. A call for nominations must be sent to the membership and define the timeframe for the elections. If there are not more candidates than open positions, the sitting Board will affirm the slate and notify the club of the new Board Members without a formal election. The new Board should be seated prior to September 1st.

B. **Power to appoint other officers and agents:** The Board of Directors shall have the power to appoint other such officers and agents as deemed necessary for transacting the business of the Corporation.

C. **Power to fill vacancies.** Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of the majority of the remaining Board Members for the unexpired term of the vacant director.

D. **Power to establish rules and regulations.** The Board of Directors shall have the power to establish by resolution, rules and policies concerning the activities of the Corporation.

E. **Power to suspend rules.** The Board of Directors shall have the right, without notice, to make exceptions, suspensions, or modifications in any rule or policy when, in its judgment, such action appears reasonable and in the best interests of the Corporation. Such power shall not, however, be exercised arbitrarily or capriciously. Any such temporary exception, suspension, or modification shall not be construed as affecting the general application of the rule or policy.

F. Power to establish dues, fees or charges. The Board of Directors shall have the power to establish and impose such dues, fees or charges as determined to be reasonable, necessary or appropriate.

G. Power to establish the number of Directors. The Board of Directors shall have the power to establish the number of Directors in accordance with the Bylaws.

H. Power to conduct business. The Board of Directors shall have the power to conduct any and all business activities incidental to its purposes set forth in the Articles of Incorporation. This may include but is not limited to:

- a) Acquiring real or personal property by purchase or gift, and holding and selling such a property;
- b) Entering into contracts for the acquisition or the provision of services, activities, performances or events;
- c) Hiring or contracting with employees or agents to provide such services, performances or events
- d) Procuring and maintaining insurance;
- e) Authorizing or making disbursements of funds, including but not limited to contractual obligations, gifts and/or grants;
- f) Borrowing and/or encumbering, pledging or mortgaging assets;
- g) To take such actions as may be necessary and convenient to carry out the purposes of the Corporation.

Section 4. **Officers.** There shall be four officers of this Corporation, the President, Vice President, Secretary and Finance Committee Chair.

A. President

1. The President shall preside at all meetings of the Corporation and of the Board of Directors.
2. The President shall perform all duties of the office of the President and all duties especially herein.
3. The President shall oversee all committee structures which include providing agenda, organization, contact person, subject to the approval of the Board of Directors.

B. Vice President –

1. The Vice President shall act in the absence of the President.
2. The Vice President performs such duties as may be requested by the President or the Board of Directors.
3. The Vice President shall succeed to the office of President for the unexpired term in case of a vacancy in that office. In the absence of the President and Vice-President, the Board of Directors shall choose a Board Member to preside temporarily.

C. Secretary –

1. The Secretary shall conduct official correspondence of all meetings.
2. The Secretary shall record the minutes of all meeting of the Corporation and the Board of Directors
3. The Secretary shall be custodian of all records of the Corporation.

D. Finance Committee Chair –

1. The Finance Committee Chair shall provide strategic direction to the club's financial activities and provide recommendations that support the financial stability of the Corporation.
2. The Finance Committee Chair is responsible for leading an internal audit committee that will report its results annually to the Board of Directors no later than March 31st.

E. Each member of the Board of Directors with the exception of the President shall serve as chair of at least one of the committees of the Corporation. If there are not a sufficient number of active committees, board members may co-chair a committee to meet this requirement.

Section 5. **Salaries.** No member of the Board of Directors shall be paid a salary for serving as a voting member of the board; however, to the extent authorized by the Board of Directors, members of the board may be reimbursed for expenses reasonably incurred. A monthly credit to be used at BAGC will be given based on performance of the duties associated with their position. Any remaining credit balance will be forfeited if club membership is terminated.

Section 6. **Code of Conduct.** This Code of Conduct sets forth the general expectations of BAGC for its Board of Directors and staff, and describes standards of ethical behavior that each Board Member and staff member is expected to uphold. Questions about compliance with the code should be addressed to the President of the Board of Directors.

A. Compliance with Laws, Rules and Regulations. Board Members and staff shall comply with all applicable laws, regulations, and BAGC Policies.

B. Conflicts of Interest. Board Members and staff must avoid conflicts of interest with BAGC. A conflict occurs when:

- a) A Board Member or staff's private interests interfere in any way, or can reasonably be expected to interfere in any way, with the interests of BAGC;
- b) A Board Member, staff or a member of his or her immediate family receives an improper personal benefit as a result of their position; or
- c) A Board Member or staff has other duties, responsibilities or obligations that run counter to his or her duty to BAGC.

A Board Member or staff member must immediately disclose to the Board any situation that involves, or may reasonably be expected to involve, a conflict of interest or an appearance of conflict. While this Code does not attempt to describe all possible conflicts of interest that could arise, the following are some of the conflicts of interest that they must avoid:

- a) Engaging in conduct or activity that improperly interferes with the Corporation's existing or prospective business relationships with a third party;
- b) Accepting bribes, kickbacks or any other improper payments for services relating to the conduct of the business of BAGC; or
- c) Accepting, or having an immediate family member accept, a gift from persons or entities that deal with BAGC, in cases where the gift, considered in light of the totality of the circumstances, would reasonably be expected to influence their actions within the Corporation.

C. Use of BAGC Information, Opportunity and Assets. A Board Member or staff may not compete with BAGC or use opportunities that are discovered through the use of BAGC information or their position with BAGC for their own personal benefit or for the benefit of persons or entities outside BAGC. They may not waste or improperly use any BAGC asset.

D. Confidentiality. A Board Member or staff may never use Confidential Information for his or her own personal benefit or to benefit persons or entities outside BAGC. They shall not disclose Confidential Information outside BAGC either during or after their service, except with the express or implied consent of the Board or as required by law.

“Confidential Information” means all non-public information entrusted to or obtained by reason of his or her position at BAGC. It includes, but is not limited to, non-public information that might be useful to competitors or harmful to BAGC or its members if disclosed, such as:

- a) Non-public information about BAGC’s financial condition, prospects or plans;
- b) Non-public information concerning possible transactions with other entities or information about the BAGC’s members that BAGC is under an obligation to maintain as confidential; and
- c) Non-public information about discussions and deliberations relating to business issues and decisions between and among employees, officers and board members.

E. **Reporting of Violations.** Directors should communicate any suspected violations of this Code promptly to the President of the Board. Suspected violations shall be investigated by or at the direction of the Board, and appropriate action shall be taken in the event that a violation is confirmed.

ARTICLE IV

REMOVAL OF OFFICERS AND AGENTS

Any officer or agent may be removed, with or without cause, by a vote of two-thirds of the Board of Directors whenever in the judgment of the Board the business interests of the Corporation will be served thereby, provided that notice of intent to call for such a vote, naming the officer or agent, is given at least forty-eight (48) hours notice prior to the meeting.

ARTICLE V

MEETING OF DIRECTORS

Section 1. **Regular Meetings**. The Board of Directors shall hold regular monthly meetings as scheduled, including an annual election meeting each year. The location date and time of the regular meetings shall be designated by the Board of Directors and may be held within or without the City of Galesville, Wisconsin.

Section 2. **Special Meetings**. Special meetings of the Board of Directors may be called by any two Board Members with at least five (5) days written notice to all members of the Board. Additionally, a special meeting of the Board of Directors may be called by the President with at least 24 hours notice. Such notice of special meeting shall include a statement of the purpose of the meeting as well as the date, time, and location of the special meeting.

Section 3. **Quorum.** A quorum for any meeting of the Board of Directors shall be a majority of the number of members of the Board of Directors, excluding vacancies.

Section 4. **Manner of Meeting.** Any meeting may beheld via telephone, conference, video conference or other forms of electronic communication or any other manner or combination of manners agreed to by the Board of Directors. However, no right of proxy shall exist.

Section 5. **Required Votes.** A majority vote of the Board Members present at any meeting, if there be a quorum, shall be sufficient to transact any business, unless a greater number of votes are required by law or these Bylaws.

Section 6. **Committees.** The Board of Directors shall establish such committees and the powers thereof as may be reasonable, necessary or convenient for the purposes of this Corporation. In addition, the Board of Directors may delegate any of its authority or power to a committee or individual in such manner as the Board may deem appropriate other than items that require approval by the Board.

Section 7. **Action by Unanimous Written Consent.** If the Board of Directors shall severally or collectively consent in writing, including electronic communications, to any action to be taken by the Corporation, such action shall be as valid a corporate action as though it had been authorized as a meeting of the Board of Directors.

ARTICLE VI

CONTRIBUTIONS AND DEPOSITORIES

Section 1. **Contributions.** Any contributions, bequests, gifts, payments, income or other monies made to or belonging to this non-profit Corporation shall be accepted or collected and deposited only in such manner as shall be designated by the Board of Directors.

Section 2. **Depositories.** The Board of Directors shall determine what depositories shall be used by this non-profit Corporation, so long as such depositories are located within the State of Wisconsin.

ARTICLE VII

FISCAL YEAR

This non-profit Corporation shall operate on a fiscal year beginning January 1 of each year.

ARTICLE VIII

INDEMNIFICATION

To the extent permitted by law, each 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,

administrative or arbitration, by reason of the fact that he or she is or was a member, director or officer of the Corporation, or he or she is or was serving at the request of the Board of Directors of the Corporation shall be indemnified by the Corporation by the affirmative vote of a majority of the Directors present at a duly held meeting of the Board of Directors for which notice stating such a purpose had been given against expenses, including attorneys fees, judgments and amounts paid in settlement actually and reasonably incurred by such a person in connection with such action, suit or proceeding. This indemnification provided by this article shall inure to the benefit of the heirs, executors and administrators of such a person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision of the Bylaws.

ARTICLE IX

AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors at any regular or special meeting, provided that at least ten (10) days' notice of the meeting has been given.

I hereby certify that the foregoing Bylaws were duly adopted by the membership of Blue Angels Gymnastics Club, a Wisconsin non-profit Corporation, this 14th day of August, 2011.