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**Bylaws of**

**IB GYMNASTICS BOOSTER CLUB**

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## IB GYMNASTICS BOOSTER CLUB

### I. PURPOSE

- A. The IB Gymnastics Booster Club (hereafter, “Club”), is a Texas-based, Internal Revenue Service (IRS) 501(c)(3) non-profit organization dedicated to the promotion of quality amateur gymnastics of all levels of play for persons of any sex, race, color, creed, sexual orientation, sexual identity, ethnicity or national origin, without prejudice.
- B. The Club fosters local, national and international amateur gymnastics competitions. The Club also supports and develops amateur athletes for such competition.

### II. ACTIVITIES

- A. The Club shall fulfill its purpose through the following activities:
  1. Provide moral and financial support to student athlete members.;
  2. Provide assistance with meet competitions and other team functions.;
  3. Promote good sportsmanship among student athletes, Club members and the entire Infinite Bounds community.

### III. MEMBERSHIP

- A. The Club shall have voting and non-voting members.
  1. Student Athletes: Any student athlete on an Infinite Bounds Boys’ USAG Gymnastics Team, Girls’ USAG Gymnastics Team, or Girls’ XCEL Gymnastics Team is automatically afforded Club membership as a non-voting member.
  2. Parent/Guardian: One parent/guardian per student athlete is eligible for Club membership as a voting member. The member may have multiple memberships/votes if he/she has more than one student athlete enrolled.
- B. Criteria for Parent/Guarding membership is:
  1. Completion of the applicable registration form.;
  2. Payment of the applicable membership dues are not delinquent.;
  3. Demonstration of an interest in supporting the Club’s student athletes and scheduled competitions.;
  4. Demonstration of sportsmanlike conduct; and
  5. Is the parent/guardian of at least one student athlete member.
- C. A Parent/Guardian member who continues to meet all of the criteria outlined in Section III(B) above, will be deemed a member in “Good Standing.”

- D. Subject to the provisions of these Bylaws, only active Parent/Guardian members who are in Good Standing, may vote at a Membership Meeting.
- E. A membership list shall be maintained by the Club's Secretary and be used only for activities in furtherance of the Club's Purpose.
- F. Memberships in the Club are not transferrable, nor assignable.
- G. Membership Dues will be set by the Board of Directors. Membership dues are donations to the Club and are to be assessed per student athlete, annually. Any Parent/Guardian with more than one student athlete in the same household will be assessed a flat rate of 200% of the single student athlete fee.
- H. Each Parent/Guardian member is encouraged to participate as a volunteer at hosted competition meets held at the Infinite Bounds facility and Club fundraising activities.
- I. A member of the Club may resign by submitting a resignation in writing to the Club. Such members will no longer be deemed a member in Good Standing.
- J. The Club shall not condone conduct unbecoming a Member of the Club. For just cause, the status of any member of the Club may be suspended, revoked or reinstated at any time by a two-thirds vote of the Board of Directors present. These Board actions shall not be reviewable or appealable. For revocation actions, the member must be given fourteen days notice of the proposed action and an opportunity to be heard at the next regularly scheduled Board meeting.

#### IV. MEMBERSHIP MEETINGS

- A. Governance of the Club shall be vested in its membership, which has the right to control in all respects the Club's activities, subject to these Bylaws.
- B. An Annual Meeting of the members of the Club shall be held during the month of August at a time and place determined by the Board of Directors.
- C. The Board of Directors shall ensure that members are notified of a membership meeting at least ten (10) but not more than fifty (50) days before the date of a membership meeting. Notice is sufficient if written or printed notice stating the place, day and time of the meeting is sent to each member's address or e-mail address of record, or posted at a prominent location at the Infinite Bounds facility. With respect to a Special Membership Meeting, the purpose for which the meeting is called shall be stated in the Notice.
- D. A Special Membership Meeting may be called either by a majority vote of the Board of Directors, or by a petition signed by at least ten percent (10%) of members eligible to vote. Upon the validation of the petition, said meeting must be conducted no later

than 60 calendar days from the date the petition was originally delivered to the Board of Directors.

- E. The members who are eligible to vote and present at an Annual Meeting will be deemed a quorum and those members will be able to transact business. In order to transact business at a Special Membership Meeting, at least fifty percent (50%) plus one of members eligible to vote shall be present.
- F. Voting by ballot shall be the usual voting procedure, unless determined otherwise by the Board of Directors.
  - 1. Unless otherwise stipulated by the Bylaws, an item shall be approved by a majority of the votes cast by members eligible to vote and present at an Annual or Special Membership Meeting.
  - 2. Absentee voting and voting by proxy shall not be allowed.
- G. Unless otherwise directed by the members, by a majority vote of those present and eligible to vote, the order of business shall be determined by the President of the Board of Directors.
- H. The Board of Directors may authorize a membership vote for any legitimate purpose, to include but not limited to the election of officers and amendment to these Bylaws, through electronic means with an authenticated sign-on. If voting is done in this way, then any eligible member who casts a vote will be deemed present and a quorum will be established once ten percent of all eligible members cast a vote within the established timeframe. This sub-section supersedes all other membership voting requirements contained elsewhere in these Bylaws.

## V. BOARD OF DIRECTORS

- A. The Board of Directors is the governing body for the Club.
- B. All Club powers shall be exercised by, or under authority of, and the business and affairs of the Club shall be controlled by the Board of Directors, subject to such limitations as imposed by law, the Articles of Incorporation, or these Bylaws. The directors shall act only as a Board and an individual director shall have no power as such.
- C. The Board of Directors shall be comprised of four (4) Officers and three (3) Directors.
  - 1. The Officers of the Club are: President; Vice President; Secretary; and Treasurer.
  - 2. The Directors of the Club are: Representative of the Boys' USAG Gymnastics Team; Girls' USAG Gymnastics Team; and Representative Girls' XCEL Gymnastics Team.

D. Eligibility

1. All members who are eligible to vote are eligible for election or appointment to the Board of Directors.
2. Only members who are eligible to vote and who have served on the Board of Directors for at least one six-month period during the previous five years are eligible for election or appointment as President.
3. Any member who is a spouse or family member of, or in a committed relationship with, a Board member shall not be eligible to serve on the Board of Directors.

E. Election of the Club's Officers and Directors shall be conducted at the Annual Meeting by majority vote of the members present and eligible to vote. Should no candidate obtain a majority of the votes cast for a position, a run-off vote will be taken between the two candidates who receive the largest number of votes. The elected individuals, unless they are removed or resign, serve until their successors are elected.

1. The term of office for an Officer shall be two years. The terms shall be served on a staggered basis, with<sup>1</sup>:
  - a. The President and Secretary being elected in even-numbered years; and
  - b. The Vice President and Treasurer being elected in odd-numbered years.
2. The term for Directors shall be one year.
3. The President shall appoint a committee of at least three (3) members to serve as the Elections Committee; this committee shall facilitate the nominations for and election of the Officers and Directors. Members of the Elections Committee may not be nominated or run for a position on the Board of Directors.
4. The call for nominations shall be made by the Elections Committee by, at a minimum, post the announcement publicly for two consecutive weeks in the Infinite Bounds facility in a prominent location.
5. Write-in candidates are not allowed. Candidates may only run for one office during an Annual Election.

F. The Board of Directors shall meet at least once per month for at least ten months of the Club's fiscal year (August 1 to July 31) at a time and place determined by the Board.

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<sup>1</sup> For the election held in 2016, the Vice President and Treasurer will initially serve a one-year term as part of implementing the staggered terms. Their respective terms will expire in 2017 and be subject to re-election at that time. Any member can be elected President for the 2016 election.

- G. A majority of the directors then serving shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present shall be regarded as the act of the Board of Directors unless a greater number be required by law or by the Articles of Incorporation.
- H. The President may be counted to constitute a quorum; however, the President may only vote on Board matters to break a tie.
- I. The President, or in his/her absence any Officer or Director selected by the President, shall preside at meetings of the Board of Directors. The Secretary, or any person appointed by the presiding officer, shall take minutes.
- J. Meeting minutes and reports shall be available to Club members, upon request, after they are approved by the Board of Directors at the subsequent meeting. Minutes shall include a record of those present and decisions made. A copy of the minutes and reports shall become part of the permanent Club records.
- K. Special meetings of the Board of Directors, for any purpose, shall be called at any time by the President, or by the Secretary upon request of any three Officers and Directors. Notice of the special meeting, stating the time, place and in general terms, the purpose or purposes thereof, shall be delivered personally, by telephone or electronically, to each officer and director no later than two days before the day appointed for the meeting.
- L. Voting by show of hands shall be the usual voting procedure, unless determined otherwise by the Board of Directors.
  - 1. Unless otherwise stipulated by the Bylaws, an item shall be approved by a majority of the votes cast by Board members eligible to vote and present.
  - 2. Absentee voting and voting by proxy shall not be allowed.
- M. The President may permit the Board of Directors, through telephonic or electronic means, to take any action, except for the removal of a member or director, without a meeting, provided an appropriate motion is made, is seconded, at least two-hours is allowed for discussion or comments, and a majority of all directors vote in the affirmative. These actions shall have the same force as any action taken at a Board meeting and shall be included in the next meeting's minutes.
- N. The Club shall not condone conduct unbecoming a member of the Board of Directors, dereliction of duty or breach of confidentiality on the part of any elected member of the Board of Directors. For just cause, an elected member of the Board of Directors may be removed by either:
  - 1. Affirmative votes by six members of the Board of Directors are required to approve this action; or

2. Any petition to call a Special Membership Meeting for the purpose of removing an elected member of the Board of Directors shall be submitted to the Secretary and be signed by at least five percent (5%) of members eligible to vote. At the Special Membership Meeting called for this purpose, a two-thirds vote of all votes cast is required to approve this action. Said member shall be provided an opportunity to speak before the membership prior to the membership voting on the issue of removal.

These actions shall not be reviewable or appealable.

- O. In the event of a vacancy on the Board of Directors, the Board of Directors shall appoint an eligible member to fill the vacancy for the remainder of the unexpired term. An appointed member to the Board of Directors is deemed an "elected member" as a matter of policy.
- P. A member of the Board of Directors may resign by submitting a resignation in writing to the President or Secretary.
- Q. Officers and Directors shall not receive any compensation for their service. Any member may be reimbursed for authorized expenditures made on behalf of the Club.
- R. Members of the Board of Directors shall not take part in discussion or voting on a matter before the Board involving a matter in which the member has a financial interest or in the event of any other conflict of interest.
- S. The Board of Directors is empowered to enact policy and procedures which are not contrary to or prohibited by the provisions of these Bylaws, the Articles of Incorporation, or the Texas Non-Profit Corporation Act.
- T. The Board of Directors may authorize the Club to pay any expense incurred by or to satisfy a judgment or fine rendered or levied against present or former directors or officers of this Club as provided by the Texas Business Corporation Act.

## VI. INSPECTION OF BOOKS AND RECORDS

- A. All books and records provided for by statute shall be open to inspection of the members from time to time and to the extent expressly provided by statute and not otherwise. The director may examine such books and records at all reasonable times.

## VII. EXECUTION OF INSTRUMENTS AND GIFTS

- A. The Board of Directors may, in its discretion, determine the method and designate the signatory officer or officers or other person or persons to execute any corporate instrument or document or to sign the corporate name without limitation, except where otherwise provided by law, and such execution of signature shall be binding upon the Club.

- B. Checks in an amount of more than \$2,500 must be signed by two authorized signatory officers or persons.
- C. Prior approval, by a majority vote of the Board of Directors, is required for any withdrawal which would deplete the Club's available cash balance below \$10,000.<sup>2</sup>

#### VIII. COMMITTEES

- A. The Board of Directors may designate one or more committees or other governing or advisory bodies as necessary, and the duties of any such entity shall be prescribed by the Board of Directors. The Board of Directors may dissolve any such entity at any time.
- B. The Board of Directors shall adopt policies and procedures regarding membership requirements and governance of any designated committee or other governing or advisory body.
- C. Conflict of Interest
  - 1. Any member who is a spouse or family member of, or in a committed relationship with, a Board member shall not be eligible to serve as a Chairperson of a committee or other governing or advisory body.
  - 2. No more than one individual from the same family or committed relationship may serve on the same committee or same governing or advisory body.

#### IX. POLICIES, PROCEDURES AND PARLIAMENTARY AUTHORITY

- A. The Board of Directors shall ensure that special rules, policies and procedures for administration and operation remain consistent with these Bylaws.
- B. The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern the Club in cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules, policies or procedures.
- C. The requirement for approval of an action or choice is by a simple majority of votes cast by members eligible to vote, unless otherwise stipulated in these Bylaws.

#### X. ADOPTION AND AMENDMENTS

- A. These Bylaws shall become effective upon a majority vote of the three officers identified in the Articles of Incorporation.
- B. A proposed Bylaw amendment shall be submitted for vote at an Annual Meeting or Special Membership Meeting if either:

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<sup>2</sup> This provision does not take effect until 07/31/2017.



1. The proposed amendment is approved by a majority of the Board of Directors; or
2. The proposed amendment is accompanied by a petition signed by at least five percent (5%) of Club members eligible to vote. The petition is subject to verification by the Secretary of the Board.

The proposed Bylaw amendment shall be scheduled for vote at the next Annual Meeting or Special Membership Meeting, but no earlier than fourteen (14) calendar days after the proposed Bylaw amendment was received by the Board of Directors.

- C. The Board of Directors may authorize a committee or other governing body to correct article and section designations, punctuation, and cross-references and to make such other technical and conforming changes as may be necessary to reflect the intent of the membership in connection with the Bylaws.

#### XI. DISSOLUTION

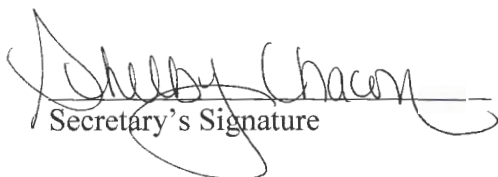
- A. Upon dissolution of the Club, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Club, including the costs and expenses of such dissolution, dispose of all the assets of the Club exclusively for the exempt purposes of the Club or distributed to an organization described in IRS Section 501(c)(3), or the corresponding provisions of any future federal law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any officer or director of the Club. Any such assets so disposed of shall be disposed of by, and in the manner designated by, the state court having jurisdiction over the matter.

#### XII. STATEMENT OF NON-DISCRMINATION

- A. Notwithstanding any provision of these Bylaws, the Club shall not discriminate against any director, officer, employee, member, applicant, or participant on the basis of sex, race, color, creed, sexual orientation, sexual identity, ethnicity or national origin.

#### XIII. ADOPTION OF BYLAWS

- A. Adopted July 13, 2016.

  
Secretary's Signature

Shelby Chacon  
Secretary's Printed Name