

CLASSIC BOOSTERS CLUB INC. BYLAWS

Article I Name

The name of the corporation shall be the Classic Boosters Club Inc. ("CBC").

Article II Purpose

- 2.01 Primary Purpose. The primary purpose of the corporation shall be to provide encouragement and expanded opportunities for competitive gymnastic experiences at the direction of the membership.
- 2.02 Secondary Purpose. The secondary objectives of the CBC include:
- a) Promote amateur gymnastics;
 - b) Assist in paying for the costs incurred by competitive gymnastic teams and their members, as directed by the vote of the membership of the corporation;
 - c) Provide an effective means of communication among the corporation members, the community, and the competitive gymnastic teams and individual gymnasts;
 - d) To promote mental, physical, and moral development of participants, members, and gymnasts;
 - e) To offer sponsorships for individuals in the community for gymnastic involvement;
 - f) Any and all other methods and means, as approved by the membership, which would serve to promote competitive gymnastic opportunities.

Article III Offices

- 3.01 Principal Office. The principal office of the corporation shall be at such place within the State of Michigan as the Board of Directors may determine from time to time.
- 3.02 Other Offices. The Board of Directors may establish other offices in or outside of the State of Michigan.

Article IV Membership

- 4.01 Membership Eligibility. Membership shall be open to any person who wishes to support the sport of gymnastics who meets the following:

- a) Is the parent or legal guardian of one or more competitive gymnasts at the Gymnastics Training Center of Rochester Hills ("GTC").
- b) The parent(s) or guardian has paid the annual commitment fee and membership dues within 21 days of assessment; and,
- c) The parent(s) or guardian has agreed to a time commitment that is agreeable to the Board for sponsored activities. This time commitment includes volunteering during one or more sessions of any meets hosted by the corporation.
- d) Said parent or legal guardian, or the spouse of said parent or legal guardian of a competitive gymnast has agreed to a committee requirement, acceptable to the Board.

4.02 Membership Dues.

- a) The board of directors shall establish the initial and annual dues for membership in the corporation. The billing and collection of dues shall be in a manner prescribed by the board of directors. Members joining during the fiscal year of the corporation will be given prorated requirements, to be recommended by the Treasurer, and approved by the board of directors. Membership dues are not refundable.
- b) It is the policy of the CBC that all fees assessed members be the same, regardless of whether the funds are raised through a fundraising activity or through cash payment. The support of a gymnastics team member will not depend on the fundraising effort of a team member's parents. Additionally, CBC will not participate in any fundraising program where there is a direct benefit to the member who raises the funds.

4.03 Termination of Membership. The board of directors may terminate membership if a member:

- a) No longer has a competitive gymnast at GTC.
- b) Has not paid the annual commitment fee and membership dues timely pursuant to Section 4.01(b); or,
- c) Has not completed the time commitment agreed upon in Section 4.01(c) above.

The board of directors may, at its discretion, assess a per hour monetary fine in lieu of termination of membership for a violation of Section 4.01(c).

Article V

Meetings

- 5.01 Annual Meeting. The annual meeting of the members shall be held in June, or as soon thereafter as the Board of Directors can schedule and provide notice to the members. At each annual meeting, the Board of Directors shall be elected and all other necessary business shall be conducted.
- 5.02 Special Meetings. Special meetings of the members may be called by the Board of Directors or by the President. The President shall call a special meeting at the request of at least 25% of the members.
- 5.03 Place of Meetings. All meetings shall be held at the corporation's principal office or at any other place determined by the Board of Directors and stated in the notice of the meeting.
- 5.04 Notice of Meetings Except as otherwise provided by statute, written notice of the time, place and purpose of a membership meeting shall be given not less than seven (7) days nor more than sixty (60) days before the date of the meeting. Notice shall be given in one or more of the following ways:
- a) Mailing to the member's last known address, as recorded in the books, by regular U.S. mail;
 - b) Placing in the mailbox of each member's gymnast at the Gymnastics Training Center; or,
 - c) Posting on the CBC team bulletin boards at GTC and emailing to the last known email address listed in the books of the Corporation.
- 5.05 Record Dates. The Board of Directors may fix in advance a record date for the purpose of determining members entitled to notice of and to vote at a membership meeting or an adjournment of the meeting, or to express consent to or to dissent from a proposal without a meeting, or for the purpose of any other action. The date fixed shall not be more than 60 days nor less than 14 days before the date of the meeting.
- 5.06 List of Members. The secretary of the corporation or the agent of the corporation having charge of the membership records of the corporation shall make and certify a complete list of the members entitled to vote at a CBC meeting or any adjournment. The list shall be arranged alphabetically with the address of each member, be produced at the time and place of the meeting, be subject to inspection by any members during the whole time of the meeting, and be prima facie evidence of the members entitled to examine the list or vote at the meeting.
- 5.07 Quorum. When a vote is to be taken by the membership, a quorum shall consist of all members present and all members voting by proxy, if appropriate notice has been given in accordance with these bylaws. A member wishing to vote by proxy must state in

writing that he or she wishes to vote by proxy, sign and date the document, and deliver the proxy letter to the CBC Secretary no less than one hour before the meeting.

- 5.08 Voting. The membership shall be entitled to vote on the election of directors, the adoption of the budget, the adoption or modification of bylaws, and the adoption or modification of membership requirements. Parents or guardians of each gymnast are entitled to one vote on each matter submitted to a vote; if a family has more than one gymnast, they have the according number of votes. A vote may be cast orally, in writing, or by a show of hands. Unless otherwise specified by these bylaws or by law, a majority of votes shall control and decide the issue. Adoption or modification of the bylaws, membership requirements and budget shall require a two-thirds majority of those voting using the quorum rules specified in section 5.07 of this Article.
- 5.09 Conduct of Meetings. All meetings shall be conducted in accordance with the rules of order contained in Robert's Rules of Order, except as amended by the bylaws of the Corporation. A parliamentarian may be appointed by the President of the Corporation to enforce the rules at the membership meetings and Board of Directors meetings.

Article VI Board of Directors

- 6.01 General Powers. The business, property, and day-to-day affairs of the corporation shall be managed by the board of directors.
- 6.02 Nomination of Board Members. Nomination information will be provided to CBC members through the notice procedures outlined above in Section 5.04(a)-(c) at least two (2) weeks prior to the Annual Meeting.
- 6.03 Election of Board Members. The membership shall elect the Board of Directors of the Corporation, by written ballot, to lead and coordinate the Corporation and its activities. The person obtaining the most votes in the election shall be the person elected, even if the person received less than a majority of the votes.
- 6.04 Board Member Positions. The elected Board of Directors shall have the positions of President, Secretary, Boys' Team Treasurer, Girls' Team Treasurer, Boys' Team Meet Coordinator, Girls' Team Meet Coordinator and Fundraising Coordinator. The outgoing CBC President will serve as a non-voting member of the Board of Directors for one year to assist with continuity within the organization.

a. Duties of the President.

- 1) Control the general and active management of the business of the CBC.

- 2) Shall call all General and Special Meetings.
- 3) Preside at all Board Meetings and Membership Meetings.
- 4) Shall be a liaison between parents and coaches.
- 5) Shall maintain and control the CBC Team Budgets.
- 6) Shall determine the manner of appointing Level Representatives.
- 7) Shall oversee the Fundraising Committee.
- 8) Shall review and make recommendations as to amendments to any adopted CBC Policies and Procedures.
- 9) Shall be authorized to delegate duties when deemed necessary.
- 10) Shall be an authorized signature on the CBC account.
- 11) Shall meet with the Boys' Team Treasurer and the Girls' Team Treasurer to ensure accounts are accurate and tax filing is completed correctly and on time.
- 12) Shall appoint special committees as needed.
- 13) Shall update and maintain CBC Handbooks for the Boys and Girls' Teams.
- 14) Shall ensure that all CBC members have a copies of the Boys and/or Girls' Team Handbook.
- 15) Shall create the agenda for any General and Board Meetings to the Secretary for distribution at least one (1) week prior to the meeting.
- 16) Shall appoint a Hosted Meet Chairperson and work in tandem to ensure all subsequent Hosted Meet Committee positions are filled.
- 17) Shall work the entire weekend (including set-up and tear-down) of any CBC hosted meet; checking-in Coaches and supporting the needs of the Hosted Meet Committee Chairperson.
- 18) Shall for the acquisition and maintenance of a private mailbox for CBC.

b. Duties of the Secretary.

- 1) Keep an updated and accurate list of all members including their email addresses, mailing addresses, and phone numbers and have the list available for reference and review at all CBC meetings.
- 2) Create and maintain a CBC Directory of members.
- 3) Provide the CBC Directory to all members.
- 4) Shall maintain the roster of all CBC gymnasts as well as their USAG numbers and birthdates.
- 5) Keep a record of attendance at all meetings.
- 6) Keep a record of all meeting minutes and publish the minutes pursuant to the requirement of Section 6.17.
- 7) Handle all correspondence and bring appropriate matters before the officers of the Board.
- 8) Make copies of all amendments, general membership meeting minutes and Board of Directors meeting minutes available to the membership.

- 9) Notify all appropriate members of meetings pursuant to Section 5.04.
- 10) Keep a current copy of the bylaws, rules and other policies.
- 11) Maintain and update mailboxes.
- 12) Shall work the entire weekend (including set-up and tear-down) of any CBC hosted meet; supporting the needs of the Hosted Meet Committee Chairperson.

c. Duties of the CBC Boys' Team and Girls' Team Treasurers

- 1) Shall keep, or cause to be kept, an accurate account of all business transactions for their respective teams;
- 2) Have charge and custody over corporate funds and securities for their respective teams;
- 3) Deposit all monies and securities received by the corporation in a timely manner at such depositories in the corporation's name that may be designated by the board;
- 4) Shall follow cash handling procedures as adopted by the Board of Directors;
- 5) Shall follow all CBC Financial Policies and Procedures as adopted by the Board of Directors.
- 6) Complete all required corporate filings; and
- 7) Oversee and draft CBC budget for the Board of Directors.
- 8) Provide materials in a timely manner to the Audit Committee.
- 9) Shall work the entire weekend (including set-up and tear-down) of any CBC hosted meet;
- 10) Shall support the needs of the Hosted Meet Committee Chairperson as well as managing and overseeing the cash handling procedures at any hosted meet.
- 11) Shall submit, or cause to be submitted, a detailed financial report at the monthly Board of Directors' meetings including all income and expenditures.
- 12) Shall submit, or cause to be submitted, a year-end financial report within thirty (30) days of the close of the fiscal year.
- 13) Prepare and file annual reports as required by the State and Federal Government. If reports need to be filed that the treasurer cannot prepare, the Board, at its discretion, may hire an outside accountant or other professional to prepare the document(s).
- 14) Shall ensure the timely filing of corporation and tax documents.
- 15) Shall co-sign all checks with the CBC President from the bank accounts for their respective teams
- 16) Become bonded at expense of the Corporation.

d. Duties of the Boys' Team and Girls' Team Meet Coordinators

- 1) Shall be a liaison between team parents and coaches.
- 2) Shall assist the Treasurers in the maintenance of the team budgets.
- 3) Shall maintain current team rosters, USAG numbers and birth dates for all CBC gymnasts.
- 4) Shall be authorized to delegate duties when deemed necessary.
- 5) Shall make travel arrangements for coaches and CBC gymnasts when needed for competition;
- 6) Shall book airfare, car rentals and hotel rooms for coaches and CBC gymnasts;
- 7) Shall assist in the coordination of the payment of airfare, car rentals and hotel rooms for the coaches and CBC gymnasts.
- 8) Shall enter all gymnasts and teams into competitions approved by the Head Coach;
- 9) Shall submit appropriate paperwork in a timely manner to Treasurers for entry of gymnasts into competitions.
- 10) Shall forward meet information to appropriate Level Representatives when received from meet hosts for distribution to parents in a timely manner.
- 11) Shall post the meet session schedules as soon as possible on the CBC bulletin boards in GTC to inform gymnasts and parents when team members are competing.
- 12) Shall work the entire weekend (including set-up and tear-down) of any CBC hosted meet; supporting the needs of the Hosted Meet Committee Chairperson.

e. Duties of the Fundraising Coordinator

- 1) Attend Board of Directors meetings as required.
- 2) Serve as Chairperson of the Fundraising Committee.
- 3) Select and implement programs and activities to raise funds to help reduce CBC dues for membership.
- 4) Receive Board approval on all fundraising events and activities prior to the commencement of the event or activity.
- 5) Shall follow cash handling procedures as adopted by the Board of Directors;
- 6) Shall follow all CBC Financial Policies and Procedures as adopted by the Board of Directors.
- 7) Delegate leadership roles and activities to various committees as needed;
- 8) Promote all CBC fundraising activities and events.
- 9) Attend, participate and volunteer for as many of the volunteer activities as feasible.
- 10) Encourage and educate new parents on fundraising activities.
- 11) Create, maintain and distribute calendar of CBC fundraising activities.
- 12) Share and publish the fundraising results with CBC members in a timely manner.

- 13) Shall work the entire weekend (including set-up and tear-down) of any CBC hosted meet; supporting the needs of the Hosted Meet Committee Chairperson.

6.05 Level Representatives. The Board of Directors may, at its discretion, appoint Level Representatives as non-voting members of the Board. The Level Representatives' responsibilities include the following:

- a. Attending CBC Board of Director and General Meetings.
- b. Notifying team members of meets.
- c. Maintaining the official team roster including name, USAG, and birth date for each member.
- d. Maintaining records, including scores, for each athlete.
- e. Submitting team scores and activities/awards information to the Public Relations Committee following each meet or activity.

6.05 Qualifications. Members of the Board of Directors must be active members in good standing of the corporation.

6.06 Tenure. Directors shall be elected at each annual membership meeting to hold office until the next annual membership meeting and until the director's successor is elected and qualified, or until the director's death, resignation, or removal. An officer may hold one (1) elected position for a maximum of three (3) years. After that time, he or she may seek a different board position for which he or she may run for office.

6.07 Resignation. A director may resign at any time by providing written notice to the corporation. Notice of resignation will be effective on receipt or at a later time designated in the notice.

6.08 Removal. Any director may be removed with cause by a majority vote of the members entitled to vote at an election of directors.

6.09 Board Vacancies. A vacancy on the board may be filled with a member selected by the remaining directors on the board, even if less than a quorum of the board of directors, unless filled by proper action of the members in accordance with the bylaws. Each person so elected shall be a director for a term of office continuing until the next election of directors by the members.

6.10 Regular Board Meetings. Regular meetings of the board may be held at the time and place as determined by a board resolution without notice other than posting of the resolution.

6.11 Special Board Meetings. Special meetings of the board may be called by the President or any two directors at a time and place as determined by those persons authorized to call

special meetings. Notice of the time and place of special meetings shall be given to each director by regular United States mail, by e-mail, by delivery to members' mailboxes, by the newsletter or by posting at the gym, at least seven days before the meeting.

- 6.12 Waiver of Notice. The attendance of a director at a board meeting shall constitute a waiver of notice of the 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. In addition, the director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.
- 6.13 Quorum. A majority of the directors then in office constitutes a quorum for the transaction of any business at any meeting of the board. Actions voted on by a majority of directors present at a meeting where a quorum is present shall constitute authorized actions of the board.
- 6.14 Consent to Corporate Actions. Any action required or permitted to be taken pursuant to board authorization may be taken without a meeting if, before or after the action, all directors consent to the action in writing. Written consents shall be filed with the minutes of the board's proceeding.
- 6.15 Meeting with General Membership. The members of the Board of Directors shall meet at least twice annually with the general membership of CBC. These meetings shall be for the purpose of reporting to the general membership the status of activities, finances and other business matters. At this time, the membership will have the opportunity to question any officers or directors on any matters pertaining to the business of CBC.
- 6.16 Financial Report to General Membership. The Board of Directors shall provide the General Membership with a financial report of CBC activity at least twice annually.
- 6.17 Reporting to General Membership. The officers shall within ten (10) days following a meeting of the Board of Directors make available to the general membership a report of the minutes and Treasurers' report(s) of said meeting. Said reports shall be posted on the bulletin boards in the corporate office and on the CBC website.
- 6.18 Executive Session. The Board of Directors may enter into an Executive Session upon the majority vote of the Board present at a meeting called in accordance with Article V. During this session, only voting members of the Board of Directors may be present. An Executive Session is to be utilized exclusively for purposes of the discussion of any legal or business issue which cannot be discussed in a public forum. Minutes from any Executive Sessions are to be taken by the Secretary and kept on file for future reference.

Article VII Committees

- 7.01 Formation of Committees. The Board, by resolution adopted by a vote of the majority of its directors, may designate one or more committees, each committee consisting of one or more members.
- 7.02 Chairpersons of Committees. The Board of Directors shall appoint a chairperson(s) for each committee. Chairpersons may be removed from their position upon a majority vote of the Board of Directors present at a meeting called in accordance with Article V.
- 7.03 Duration of Committees. The committee shall serve at the request of the Board of Directors and the Board may dissolve any committee by a majority vote.
- 7.04 Powers of Committees. A committee designated by the board may exercise any powers designated to them by the Board of Directors.
- 7.05 General Limitations of Committees. Committees cannot amend the Articles of Incorporation or Bylaws, adopt an agreement of merger or consolidation, fill vacancies on the Board, appoint committee chairs, change committee chairs, modify the purpose of the committee, recommend to the membership changes in the Corporation status, or terminate memberships.
- 7.06 Financial Limitations of Committees. Committees are required to follow all financial procedures as prescribed by the Board of Directors. Committee chairpersons are not permitted to sign contracts on behalf of the CBC. All contracts must be reviewed and signed by the President of the CBC.
- 7.07 Standing Committees. The Corporation shall operate with standing committees designated by the Board. Members shall be appointed each year to serve on the standing committees. The Standing Committees of the Corporation may change over time. The Standing Committees currently approved by the board are the following:
- a) Audit Committee. This committee shall review financial statements quarterly. It shall consist of at least three members. The CBC Treasurer(s) may not serve on this committee.
 - b) Communications Committee. This committee is chaired by the Secretary of CBC. All Level Representatives shall also serve as members of this committee. This committee is charged with communicating all CBC information to the CBC members, GTC competitive gymnasts, coaches and staff.
 - c) Fundraising Committee. This committee is chaired by the Fundraising Coordinator. This committee assists with the selection and implementation of all fundraising programs for the CBC. This committee must receive approval from the Board of Directors prior to engaging in any fundraising activities. It is the expectation that all CBC members will assist with fundraising activities even if they do not serve on this committee.

- d) Hosted Meet(s) Committee. This committee is comprised of all voting members of the Board of Directors as well as general members of the CBC. This committee shall be responsible for organizing all meets hosted by the CBC. Any meet hosted by the CBC will require each CBC member to volunteer and assist with the preparation and executive of the competition(s). Any member who cannot attend the meet shall notify the Board in writing as soon as possible. Reasonable efforts will be made to allow the member to complete their volunteer expectations in advance of the competition if possible.
 - e) Public Relations Committee. This committee is responsible for advancing the mission of the CBC external communications. This committee is responsible for the CBC website, CBC bulletin boards inside the GTC, press releases regarding CBC events or athletes and assisting with the sponsorship program for any hosted meets.
 - f) Social Committee. This committee is responsible for social events for GTC competitive gymnasts as well as CBC members. In addition to planning the End of the Year Banquets, this committee is charged with creating events to support the mission of the CBC. Events may include a “welcome back” party, holiday party, team-building activities as well as any other event or activity approved by the Board of Directors.
- 7.08 Committee Meetings. Committees shall meet as directed by the Board or the Chairperson. Minutes shall be recorded at each committee meeting and shall be presented to the board at the next Board of Directors meeting. Meetings and voting shall follow the same format as Board of Director meetings.
- 7.09 Committee Plans and Budgets. Each committee chairperson shall present a plan of work, including a budget, to the board for approval. No committee work shall be undertaken without consent of the board. No committee shall incur expenditures without the consent of the board.
- 7.10 Committee Vacancies. Any vacancies on the Committees during the interim year shall be filled by a majority vote of the Board of Directors.
- 7.11 Consent to Committee Action. Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee’s proceedings.

Article VIII
Corporate Document Procedure

- 8.01 All corporate documents (including stocks, bonds, agreements, insurance and annuity contracts, qualified and non-qualified deferred compensation plans, checks, notes, disbursements, loans and other debt obligations) shall not be signed by any officer, designated agent, or attorney-in-fact unless authorized by the board or these bylaws.

Article IX Indemnification

- 9.01 Non-derivative Actions. Subject to all of the other provisions of this article, the corporation shall indemnify any 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. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the corporation). Such indemnification shall apply only to a person who was or is a director or officer of the corporation, or who was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation or its members. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the corporation or its members or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.
- 9.02 Derivative Actions. Subject to all of the provisions of this article, the corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor because (a) the person was or is a director or officer of the corporation or (b) the person was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation or its members. However, indemnification shall not be made for any claim, issue, or matter in which such person has been found liable to the corporation unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of

the case, such person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

- 9.03 Expenses of Successful Defense. To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.
- 9.04 Contract Right: Limitation on Indemnity. The right to indemnification conferred in this article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the corporation as well as in such person's capacity as a director or officer. Except as provided in section 9.01 and 9.02 of this article, the corporation shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the board.
- 9.05 Determination that Indemnification is Proper. Any indemnification under sections 9.01 or 9.02 of this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case. The corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections 9.01 or 9.02, whichever is applicable. Such determination shall be made in any of the following ways:
- a) By a majority vote of a quorum of the board consisting of directors who were not parties to such action, suit, or proceeding.
 - b) If the quorum described in clause (a) above is not obtainable, then by a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors.
 - c) By independent legal counsel in a written opinion.
 - d) By the members.
- 9.06 Proportionate Indemnity. If a person is entitled to indemnification under sections 9.01 or 9.02 of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.
- 9.07 Expense Advance. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections 9.01 or 9.02 of this article maybe paid by the corporation in advance of the final disposition of the action, suit, or proceeding on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made but need not be secured.

- 9.08 Non-exclusivity of Rights. The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses.
- 9.09 Indemnification of Employees and Agents of the Corporation. The corporation may, to the extent authorized from time to time by the board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the corporation.
- 9.10 Former Directors and Officers. The indemnification provided in this article continues for a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.
- 9.11 Insurance. The corporation may purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, employee, or agent of the corporation or (b) was or is serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. Such insurance may protect against any liability asserted against the person 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 would have power to indemnify against such liability under this article or the laws of the State of Michigan.
- 9.12 Changes in Michigan Law. If there are any changes in the Michigan statutory provisions applicable to the corporation and relating to the subject matter of this article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the corporation to provide broader indemnification rights than such provisions permitted the corporation to provide before any such change.

Article X

Conflicts of Interest

- 10.01 Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, the Board shall ensure that:
- a) The interest of such officer or director is fully disclosed to the Board of Directors.
 - b) No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the board of directors at which such matter is voted upon.
 - c) Any transaction in which a director or officer has a financial or personal interest shall be duly approved by members of the Board of Directors not so interested or connected as being in the best interests of the organization.

- d) Payments to the interested officer or director shall be reasonable and shall not exceed fair market value.
- e) The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

**Article XI
Compensation**

11.01 When authorized by the board, a person shall be reasonably compensated for services rendered to the corporation as an officer, director, employee, agent, or independent contractor, except as prohibited by these bylaws. We agree that the majority of our board of directors will be non-salaried and will not be related to salaried personal or to parties providing services. In addition, the salaried individuals cannot vote on their own compensation and that compensation decisions will be made by the board.

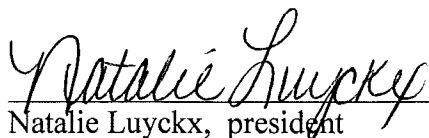
**Article XII
Fiscal Year**

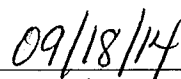
12.01 The fiscal year of the corporation shall end on July 31.

**Article XIII
Dissolution**

13.01 Upon dissolution of the corporation, all available funds shall be distributed to a non-profit organization operated exclusively for charitable or educational purposes, preferably related to gymnastics, unless there is an incoming gymnastics team which would benefit from the use of said funds. The distribution of funds must be approved by a vote of the general membership. This distribution of funds must be done in a matter to preserve the status of the corporation as a non-profit corporation which shall be exempt from taxation, pursuant to the terms of the Internal Revenue Code Section 501(c)(3).

Adopted by the membership at the General Membership meeting at Gymnastic Training Center, Rochester Hills, MI at 7:15 pm on Thursday, September 18, 2014.


Natalie Luyckx, president


September 18, 2014