

# **Aberdeen Gymnastics Association Bylaws**

## **Preamble**

We, the Board of Directors, hereby make and adopt the following Bylaws for the organization and operation of Aberdeen Gymnastics Association.

## **Article I Name, purpose, and Location**

### Section 1. Name

The name of this non-profit corporation shall be Aberdeen Gymnastics Association.

### Section 2. Purpose

Aberdeen Gymnastics Association (AGA) exists as a 501(c)3 non-profit organization to promote year-round instruction and participation in gymnastics to youth in the Aberdeen community.

### Section 3. Principal and Registered Office

The principal office of the corporation shall be the address of the President of the Board. In the case there is no President of the Board, it shall be the address of the Vice President of the Board.

## **Article II Membership**

The Members of the Corporation shall be the Board of Directors unless amended by the Bylaws and Articles of Incorporation.

## **Article III Operations**

### Section 1. Operations

The Corporation may use electronic communications and electronic signatures to give notice and conduct corporate business. Records of all matters governed by these Bylaws may be maintained electronically except to the extent prohibited these by law. Electronic communications must include sufficient information for the person receiving the message to reasonably conclude that the communication was sent by the purported sender. Directors may participate in a meeting of the Board of Directors by means of conference telephone or similar communication equipment by which all persons participating in the meeting can communicate

with each other. Participation in a meeting pursuant to this section shall constitute presence at such meeting.

### Section 2. Quorum

A quorum will consist of a simple majority (greater than or equal to 51%) of the residing Board of Directors, excluding vacancies. A quorum of the Board of Directors is required to conduct business.

### Section 3. Majority Vote

Unless stated otherwise, actions taken by the Board of Directors shall be by majority vote.

### Section 4. Fiscal Year

The designated fiscal year of this Corporation shall be January 1<sup>st</sup> to December 31<sup>st</sup>.

### Section 5. Dissolution

The Aberdeen Gymnastics Association may be dissolved by a majority vote of the Directors. Dissolution is governed by the Articles of Incorporation.

## **Article IV Board of Directors**

### Section 1. Powers and Duties

The Board of Directors shall manage the business, property and affairs of the organization, and may exercise and delegate any and all of the powers of the organization as it sees fit, subject only to restrictions imposed by statute, the organization's Articles of Incorporation, and these Bylaws.

### Section 2. Election

Elections for terms will occur at the Annual Spring Meeting of the AGA Board of Directors. New nominees for directors or residing directors up for re-election shall be elected by a majority of directors present at such a meeting, provided there is a quorum present or according to these Bylaws. Terms begin upon election at the Annual Spring Meeting. Directors shall serve staggered terms to balance continuity with new perspective.

### Section 3. Number and Tenure

- A. The Board of Directors shall have up to seven members, but not fewer than four.
- B. Each Director shall serve on the Board for a full term of two years, unless such service is terminated by resignation, death, or dismissal. Any Director is eligible to be nominated and elected by the Board for a second successive two-year term. After a second two-

year term on the Board, the Director shall step down from service for at least one full year before being eligible again for the Board of Directors.

- C. Full terms begin at the Annual Spring Meeting of the Board of Directors.

#### Section 4. Qualifications

- A. Directors shall have a child or guardianship of a child with active participation in Aberdeen Gymnastics Association within the past twelve months.
- B. The Corporation shall endeavor to elect directors representing a cross-section of interested athletes in the gymnastics program, although mathematical precision is not required.
- C. Only one guardian may serve on the Board of Directors per family.
- D. No employees of AGA may be a Director.

#### Section 5. Compensation

Directors shall receive no compensation for their services. The Board may authorize the reimbursement of expenses, incurred by any Director, in the performance of official business for the Board. Directors shall receive 25% off instructional services for one child.

#### Section 6. Vacancies

- A. A vacancy on the Board of Directors shall be deemed to exist in the case of expiration of term, resignation before expiration of the term, death, or removal from the Board of Directors.
- B. Any director may submit a nomination for vote to fill the vacancy.
- C. Vacancies in the Board of Directors may be filled at any regular meeting of the Directors or any special meeting called for that purpose. A majority vote of all Directors at the time of such election will be required to fill any such vacancies provided there is a quorum.
- D. Fulfillment of partial terms shall not count toward a Director's term. Directors may be nominated and elected to serve additional full terms at the Annual Meeting.

#### Section 7. Resignation

Resignation from the board must be in writing and/or by electronic communications pursuant to Article III, Section 1 and sent to and received by the Officers of the Board. The resigning Director may nominate a successor for the remainder of the term. The nomination must be in writing and received by the Officers. The successor may be elected for the remainder of the term to the Board by majority vote of the remaining Directors.

#### Section 8. Absences

A Director shall be responsible, by acceptance of election to the Board, for regular attendance at all meetings. Any Director shall be terminated from the Board due to excessive absences from regular and special meetings of the Board. Excessive absence shall be defined to mean

successively missing more than three regularly scheduled, monthly board meetings; more than four regular, monthly meetings in one year; or more than four successive meetings of either regular call or special meeting call. A terminated Director shall be eligible for reinstatement after excessive absences if extenuating circumstances exist and the Board elects by majority vote to reinstate. The Director's term or service shall not start over at reinstatement.

#### Section 9. Accountability

It is a duty of each Director to ensure that the actions necessary by law, recorded in these Bylaws, Articles of Incorporation, and as recorded in the minutes are being adhered to. If they are not, the Director must seek to have the Board remedy the failure and/or seek termination of the Director who is not fulfilling her/his duties.

#### Section 10. Termination

Any Director shall be removed from the Board whenever it would be in the best interest of the organization, such as if the Director is not fulfilling reasonable duties as documented in the minutes. Any Director may be removed with or without cause by a majority vote of the Directors.

## **Article V Officers**

#### Section 1. Officers

The Officers of the Board shall be President, Vice President, Secretary, and Treasurer. Each Officer of this Corporation shall be a member of the Board of Directors. The duties of the Officers shall be the following:

- A. President. The President shall be elected from the Directors and shall preside at all Board meetings and perform such other duties as approved by the Board.
- B. Vice President. The Vice President shall be elected from the Directors and shall perform the duties of the President in the latter's absence, disability, or refusal to act. When so acting, the Vice President shall have all powers of and be subject to all the restrictions upon the President.
- C. Secretary. The Secretary shall record and make available the minutes of any and all meetings of the Board and maintain records of the minutes.
- D. Treasurer. The Treasurer shall maintain the financial records showing the financial condition of the Corporation, shall be the custodian of all monies, shall prepare a budget and shall perform such other duties as are customarily performed by such an Officer.

## Section 2. Election and Terms of Office

- A. Elections of Officers shall occur at the Annual Spring Meeting and Officers shall assume their duties immediately upon election.
- B. No one person may hold more than one office at the same time.

## Section 3. Tenure of Officers

Each Officer shall be elected for a two-year term, unless such service is terminated by resignation, death, or dismissal. Any Officer is eligible to be considered for a second successive two-year term. Partial terms do not count toward the term limitations.

## Section 4. Vacancies

- A. A vacancy shall be deemed to exist in the case of expiration of term, resignation before expiration of the term, death, or removal from the Board of an Officer.
- B. Vacancies may be filled from the remaining eligible Board of Directors.
- C. Vacancy of an Officer may be filled at any regular meeting of the Directors or any special meeting called for that purpose.
- D. A majority vote of all qualified Directors at the time of such election will be required to fill any such vacancy.
- E. Fulfillment of partial terms shall not count toward an Officer's term. Officers may be nominated and elected to serve additional full terms at the Annual Meeting.

## Section 5. Resignation

Resignation as an Officer will mandate resignation from the Board. Resignation must be in writing and/or by electronic communications pursuant to Article III, Section 1 and sent to and received by the Officers. The resigning Officer may appoint a successor for nomination for the remaining term. The appointment must be in writing and received by the Officers. The successor may be elected for the remainder of the term by majority vote of the remaining Directors, otherwise an Officer vacancy shall be deemed to exist.

# **Article VI**

## **Meetings of the Board of Directors**

### Section 1. Annual Spring Meeting

An Annual Spring Meeting of the Board of Directors shall be held in April or May of each year. It may be held in conjunction with a monthly regular meeting. At each Annual Spring Meeting: 1) Directors and Officers shall be elected by the Board according to the Bylaws 2) Bylaws shall be reviewed 3) dates will be selected for monthly regular meetings and 4) any other business shall be transacted that may come before the meeting.

## Section 2. Regular Meetings

Regular meetings of the Board of Directors shall be held monthly; the date, time, and location of the meetings shall be determined and placed in writing at the Annual Spring Meeting. Regular meetings may be rescheduled provided proper notice is given and communicated. Written and/or electronic communication reminders of regular monthly meetings shall be given.

## Section 3. Special Meetings

Special meetings of the Board of Directors may be called by the President of the Board or by a majority of the Directors by oral, written, or electronic communications.

## Section 4. Emergency Action

In an emergency, the President of the Board of Directors may poll the full Board to secure authorization for a given course of action. Directors may consent electronically.

## Section 5. Quorum

A quorum of the Board of Directors must be present to conduct business. Conference telephone calls or other similar live communication technology are permissible.

## Section 6. Waiver of Notice

The presence of a Director at any meeting shall be deemed a waiver of notice of a meeting.

## Section 7. Robert's Rules of Order

Meetings of the Board of Directors shall be governed by Robert's Revised Rules of Order.

## **Article VII Conflict of Interest**

Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

## **Article VIII Indemnification**

### Section 1. Good Faith

The Corporation shall indemnify each Director 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, criminal, administrative, arbitrative, or investigative (other than an action by or in the right of the Corporation) by reason of his/her being or having been a Director or Officer of the Corporation, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with the action, suit, or proceeding if he/she acted in good faith and in the manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.

### Section 2. Negligence and Misconduct

The Corporation shall indemnify each Director and Officer who was or is a party 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 judgment in its favor by reason of his/her being or having been a Director or Officer of the corporation, against expenses (including attorney's fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect to any claim, issue, or matter as to which the Director or Officer shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the corporation unless and only to the extent determined by a court as provided by law.

### Section 3. Method of Determination

In the event of the disposition of any action, suit, or proceeding in which no determination regarding good faith, reasonable belief, negligence, or misconduct, as applicable, has been made, such indemnity shall be conditioned upon prior determination that the Director or Officer acted in good faith and with reasonable belief and without negligence or misconduct, as applicable, and that such payments or obligations are reasonable. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such proceeding, (ii) by independent legal counsel in a written opinion if such a quorum is not obtainable or, even if attainable if a quorum of disinterested Directors so direct. Directors eligible to make any such determination or to refer any such determination to independent legal counsel must act with reasonable promptness when indemnification is sought by any Director or Officer.

#### Section 4. Expenses

Expenses incurred in defending any proceeding may be paid by the Corporation in advance of final disposition of such proceeding, if authorized in the manner set forth in the preceding paragraph, upon receipt of an undertaking by or on behalf of the Director or Officer to repay such amount unless it shall ultimately be determined that he/she is entitled to indemnification.

#### Section 5. Scope of Indemnification

Every reference herein to Director or Officer shall include every Director or Officer or former Director or Officer of the Corporation as a Director or Officer or in a similar capacity of another Corporation, partnership, joint venture, trust or other enterprise and, in all such cases, the heirs, executors, and administrators of such Director or Officer.

#### Section 6. Liability Insurance

The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Employee, or Agent of the Corporation against any liability asserted against that person and incurred by that person in such capacity, or arising out of such status, whether or not the Corporation would have the power to indemnify that person against such liability under the provisions of SDCL §§ 47-22-65.1 to 47-22-65.8, inclusive.

#### Section 6. Other

The Corporation may further indemnify each Director and Officer in any other manner permitted by law.

### **Article VIII Employees**

#### Section 1. Appointment

Employees may be appointed by the Board of Directors after careful consideration of the employee's qualifications and evaluations.

#### Section 2. Qualifications and Responsibilities

Employee qualifications and responsibilities are to be defined in job descriptions approved by the Board of Directors.

Section 3. Employment at Will

Employees are at-will employees.

Section 4. Evaluations

The Board of Directors shall evaluate employees annually based upon their job descriptions and other appropriate factors.

Section 5. Handbook

Each employee shall receive a handbook of pertinent policies and procedures for the Corporation and shall certify in writing that he/she has received and reviewed the handbook.

**Article IX  
Amendments of the Bylaws**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by majority vote of the Board of Directors at any regular or special meeting of the Board of Directors.

Adopted by the Board Directors this 11th day of December 2019.  
Reviewed and revised by the Board Directors this 15th day of May 2021.

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President

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Secretary

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