

360 ELITE GYMNASTICS BOOSTER CLUB

BYLAWS

(JULY 29, 2024)

BYLAWS

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ARTICLE I. GENERAL

Section I.01 Name. The name of the organization is 360 Elite Gymnastics Booster Club (the "Booster Club").

Section I.02 Principal Office. The principal office of the Booster Club shall be located at 3931 I - 35, Suite 200, New Braunfels, Texas 78132, which shall also be the registered

Section I.03 Other Offices. The Booster Club may have offices at such other places, within the State of Texas, as the Board of Directors may from time to time determine.

Section I.04 Purpose. The Booster Club shall operate as a 501(c)(3) non-profit corporation formed for the purpose of fostering, supporting and promoting amateur gymnasts in training and competitions, with the ultimate objective of fostering and preparing amateur gymnasts for local, state, national and international gymnastics competition. The Booster Club is a non-profit, fundraising entity that exists to support the Women's USA Gymnastics Program and all of 360 Elite Gymnastics' competitive-team athletes for local, state, regional, and national competitions.

Section I.05 Objectives. The objectives of the Booster Club are as follows:

- a) Support the emotional, mental, and physical development of all 360 Elite Gymnastics competitive-team gymnasts throughout their tenure as members of the Booster Club.
- b) Promote sportsmanship and fellowship within the membership.
- c) Provide financial support for 360 Elite Gymnastics competitive gymnasts in all levels of competition, through funds received in any manner under 501(c)3 Texas Law guidelines, such as via fundraising, by donations, through sponsorships, etc.
- d) Conduct activities in accordance with the USA Gymnastics rules in an ethical manner, ensuring fairness and reason in all decisions.

Section I.06 Basic Policies.

- a) The Booster Club shall be non-commercial, non-sectarian, and non-partisan.
- b) No part of the net earnings of the Booster Club shall inure to the personal benefit of its members, Directors, Officers or other private persons for services rendered, except that the Booster Club shall be authorized and empowered to pay reasonable compensation and fees for services rendered, including payments and distributions in furtherance of the purposes set forth in these Bylaws.
- c) Notwithstanding any other provision set forth herein to the contrary, the Booster Club shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II. BOARD OF DIRECTORS

Section II.01 General Powers. The affairs of the Booster Club shall be managed by the Board of Directors except as otherwise provided by law, by the charter of this non-profit corporation, or by these Bylaws.

Section II.02 Number and Qualification. The number of Directors of the Booster Club shall be no less than four (4) and not more than seven (7). The Board of Directors shall be comprised of the four (4) elected Officers (to include: President, Vice President, Treasurer, and Secretary) and up to three (3) additional general board members.

Section II.03 Election and Term of Directors. The Directors of the Booster Club shall be nominated by the Directors, Officers, and/or members of the Booster Club at the annual meeting and presented to the general membership for voting at the annual meeting. In order to vote, a member must be in attendance at the annual meeting. Each year the general membership will elect new Directors to fill vacated or expired Director positions. Every Director position shall be elected for a minimum one-year term. Each Director elected shall hold office until the next annual meeting of the Board of Directors and until his/her successor is elected and qualifies. Term lengths may be increased or decreased by the Board of Directors to ensure staggering of the terms so that Directors with knowledge and experience can stay in office when new Directors are elected. Directors are permitted to have successive terms.

Section II.04 Removal. If a Director is not fulfilling their responsibilities, the Board of Directors has the authority to remove that person by a majority vote and replace them by special election.

Section II.05 Vacancies. A vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Board of Directors.

ARTICLE III. MEETING OF DIRECTORS

Section III.01 Annual Meeting. The annual meeting of the Board of Directors shall be held at the principle office of the Booster Club during (June) of each year on such day and at such hours as shall be designated in the notice of the meeting or agreed upon by a majority of the Directors entitled to vote at the meeting, for the purpose of electing Directors of the Booster Club and for the transaction of such other business as may be properly brought before the meeting. If the annual meeting shall not be held on the day designated by these Bylaws, a substitute annual meeting may be called in accordance with Section 3.02 of this Article III, and such meeting shall be designated and treated for all purposes as the annual meeting.

Section III.02 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any three Directors.

Section III.03 Place of Meetings. The annual or any special meeting of the Board of Directors may be held at the principal office of the Booster Club in the State of Texas, or such other place as shall be designated in the notice of the meeting or in a waiver of notice of the meeting signed by all of the Directors then in office.

Section III.04 Notice of Meetings. The Secretary shall give notice of each annual meeting of the Board of Directors by e-mailing such notice to each Director, and all members at least ten (10) days before the meeting. The President or other persons calling a special meeting of the Board of Directors shall give notice thereof (or cause the Secretary to give notice) by e-mailing such notice to each Director at least five (5) days before the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a meeting of the Board of Directors. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Section III.05 Quorum. A majority of the Directors in office shall constitute a quorum for the transaction of any business at any meeting of the Board of Directors.

Section III.06 Manner of Acting. Except as otherwise provided by law or in these Bylaws, 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.

Section III.07 Action Without Meeting. Action taken by a majority of the Directors, or members of a committee of Directors, without a meeting is nevertheless Board or committee action if written consent to the action in question is signed by all of the Directors or members of such committee, whether done before or after the action so taken. Consent provided via email or through other electronic correspondence constitutes written consent.

ARTICLE IV. COMMITTEES

Section IV.01 Executive Committee. The Board of Directors, by resolution adopted by a majority of the number of Directors then in office, may designate two or more Directors to constitute an Executive Committee, which committee shall have and may exercise all of the authority and powers of any Officer position or the Board of Directors in the management of the Booster Club, except that the Executive Committee shall not have the authority as to the following matters:

- a) The dissolution, merger or consolidation of the Booster Club; or the sale, lease or exchange of all or substantially all of the property of the Booster Club.
- b) The designation of an Executive Committee or any other committee of the Directors having power to exercise any of the authority of the Board in the management of the Booster Club or the filling of vacancies in the Board of Directors or in any such committee.
- c) The amendment or repeal of any resolution of the Board, which by its terms shall not be so amendable or repealable.

Vacancies in the membership of the Executive Committee shall be filled by the Board of Directors. The Executive Committee shall have the same power to act without a meeting as is provided in Section 3.07 above with respect to the Board of Directors.

Minutes of meetings of the Executive Committee shall be prepared and kept with the records of the Booster Club. An Executive Committee may also be formed in the event the duties and responsibilities of an Officer position are to be shared by two (2) or more Directors.

Section IV.02 Standing or Advisory Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Booster Club may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Standing or Advisory Committees may be appointed by the Board to direct the activity of fundraising programs, organizational hosted meets, or as conditions warrant. Standing or Advisory Committees will be directed by a chairperson who, if not designated in the resolutions establishing the committee, shall be appointed by the President. The chairperson will report the activity of any such Standing or Advisory Committee to the Vice President and Board of Directors.

Section IV.03 Vacancies. If an officer relinquishes his/her office prior to the end of the term, the Board of Directors will elect a replacement for the remainder of such term.

ARTICLE V. OFFICERS

Section V.01 Titles. The officers of the Booster Club shall be a President, a Vice President, a Secretary, and a Treasurer. No office may be held by more than one person, provided that the Board of Directors may, by resolution adopted by a majority of the number of Directors then in office, designate two or more Directors to constitute an Executive Committee which shares in the duties and responsibilities of an Officer position. Under extraordinary circumstances or extreme lack of participation in the Booster Club, the Booster Club may go dormant until such time that participants demonstrate interest in the Booster Club revival.

Section V.02 Eligibility. An officer must have a competitive-team athlete enrolled at 360 Elite Gymnastics, and have been part of the Booster Program for a minimum of one calendar year.

Section V.03 Election and Term. The initial officers of the Booster Club shall be nominated and selected by the Board of Directors. Thereafter, the officers of the Booster Club shall be nominated by the Board of Directors, Officers, and/or general members at the annual meeting and presented to the general membership for voting at the annual meeting. In order to vote, a member must be in attendance at the annual meeting. Each year the membership will elect new officers to fill vacated or expired officer positions. Every officer position shall be elected for a one-year term. Term lengths may be increased or decreased by the Board of Directors to ensure staggering of the terms so that officers with knowledge and experience can stay in office when new officers are elected. Officers are permitted to have successive terms.

Section V.04 Removal. If an officer is not fulfilling their responsibilities, the Board of Directors has the authority to remove that person by a majority vote and replace them by special election.

Section V.05 Vacancies. Vacancies among the officers of the Booster Club may be filled by vote of a majority of the whole Board at any annual or special meeting of the Board.

Section V.06 President (required). The President shall be the chief executive officer of the Booster Club and, subject to the control of the Board of Directors, and shall supervise and control the day-

to-day management of the Booster Club in accordance with these Bylaws. In default of a Chairman of the Board of Directors, the President shall, when present, preside at all meetings of the Board of Directors. The President shall sign, with any other proper officer, instruments which may be lawfully executed on behalf of the Booster Club, except where required or permitted by law to be otherwise signed and executed, and further except where the signing and execution thereof shall be delegated by the Board of Directors to some other officer or agent. The President shall create and manage most written communication on behalf of the Booster Club and between the members of the Booster Club. In general, the President shall perform the following duties and such other duties as may be prescribed by the Board of Directors from time to time:

- a) Shall oversee and supervise the management of the Booster Club;
- b) Shall serve as the liaison between the Officers and the Board of Directors and shall have general supervision and direction over all Officers to ensure their duties are properly performed;
- c) Shall call and preside at the annual Board of Directors meeting and all general and special meetings;
- d) Shall execute certificates, contracts, documents, or other instruments necessary in carrying out the affair the Booster Club when approved by the Board of Directors;
- e) Shall be secondary signatory on checking account;
- f) Shall share joint responsibility, along with other executive committee and the Board of Directors, for the review and revision of these Bylaws annually, and shall oversee compliance of these Bylaws;
- g) Shall be responsible for managing most communications of the Booster Club (i.e. electronic mail, newsletters, flyers, advertisements, text messages, etc.), along with the assistance of other executive Board Members, to include overseeing any Booster Club social media accounts.

Section V.07 Vice President (required). The Vice President shall exercise the powers of the President during that officer's absence or inability to act. Any action taken by the Vice President in the performance of the duties of the President shall be presumptive evidence of the absence or inability to act of the President at the time such action was taken. The Vice President shall perform the following duties and such other duties as may be assigned to them by the Board of Directors:

- a) Shall, in the absence of the President, be vested with all his/her authority to perform all of his/her duties;
- b) Shall assist the President in the performance of his/her duties;
- c) Shall serve as the liaison between the Board of Directors and any Committee (Executive, Standing and/or Advisory) and shall be responsible for and ensure that all Committee chairperson(s) are performing assigned duties and requirements;

- d) Shall serve as the liaison between the Booster Club and 360 Elite Gymnastics to ensure that the Booster Club has an understanding of the needs of all competitive-team athletes of 360 Elite Gymnastics;
- e) Shall share joint responsibility, along with other executive committee and the Board of Directors, for the review and revision of these Bylaws annually, and shall oversee compliance of these Bylaws;
- f) Shall be responsible for managing communications of the Booster Club (i.e. electronic mail, newsletters, flyers, advertisements, text messages, etc.), along with the assistance of other executive Board Members, to include overseeing any Booster Club social media accounts

Section V.08 Treasurer (required). The Treasurer shall have custody of all funds and securities belonging to the Booster Club and shall receive, deposit and/or disburse the same under the direction of the Board of Directors; provided that the Board may appoint a custodian or depository for any such funds or securities, and the Board may designate those persons upon whose signature or authority such funds may be disbursed or transferred. The Treasurer shall perform the following duties and such other duties as may be assigned by the Board of Directors:

- a) Shall be responsible for tracking and monitoring all Booster Club funds in accordance with Booster Club policies;
- b) Shall serve as the primary liaison between bank and Board of Directors;
- c) Shall be responsible for maintaining all banking accounts for the Booster Club;
- d) Shall be the primary signatory on the Booster Club checking account;
- e) Shall be responsible for receiving, depositing, and dispersing all funds as approved by and under the direction of the Board of Directors;
- f) Shall be responsible for providing financial reports to the Board of Directors and general members at each quarterly meeting;
- h) Shall be responsible for filing the annual tax return/report and providing an annual account summary during the annual Board of Directors meeting;
- i) Shall share joint responsibility, along with other executive committee and the Board of Directors, for the review and revision of these Bylaws annually, and shall oversee compliance of these Bylaws;
- j) Shall be responsible for managing most communications of the Booster Club (i.e. electronic mail, newsletters, flyers, advertisements, text messages, etc.), along with the assistance of other executive Board Members, to include overseeing any Booster Club social media accounts

Section V.09 Secretary (required). The Secretary shall keep accurate records of the acts and proceedings of all meetings of the Board of Directors. The Secretary shall give all notices required by law and these Bylaws. The Secretary shall have general charge of the corporate books and records. The Secretary shall sign such instruments as may require his/her signature and, in general,

shall perform the following duties incident to the Office of the Secretary and such other duties as may be assigned from time to time by the President or by the Board of Directors:

- a) Shall maintain the custody and be charged with the safekeeping of all records, papers, documents and books of the Booster Club;
- b) Shall serve all notices required by these Bylaws;
- c) Shall compose the agenda for the annual Board of Directors meeting;
- d) Shall keep all records, minutes, attendance and proceedings of all meetings of the Booster Club and Board of Directors;
- e) Shall be responsible for posting or distributing the minutes of all meetings to the members of the Booster Club;
- f) Shall keep and maintain a roster of all members of the Booster Club;
- g) Shall identify and report any Booster Club Bylaws and/or rule violations, conduct unbecoming or misrepresentation by its members to the Board of Directors.;
- h) Shall ensure that elections are held in accordance with these Bylaws and shall collect ballots and tally votes as required;
- i) Shall share joint responsibility, along with other executive committee and the Board of Directors, for the review and revision of these Bylaws annually, and shall oversee compliance of these Bylaws;
- j) Shall be responsible for managing most communications of the Booster Club (i.e. electronic mail, newsletters, flyers, advertisements, text messages, etc.), along with the assistance of other executive Board Members, to include overseeing any Booster Club social media accounts

ARTICLE VI. FINANCIAL MATTERS

Section VI.01 Fiscal Year. The fiscal year, for purposes of IRS record-keeping and filing tax documents for the corporation shall end on December 31* of each year.

Section VI.02 Fundraising Year. Notwithstanding the Fiscal Year as defined in Section 6.01 above, the Fundraising Year shall be June 1* through May 31* to correspond with the gymnastics season.

Section VI.03 Budget. An annual budget for the upcoming Fundraising Year is to be prepared by the Treasurer and submitted for approval by the Board of Directors at least thirty (30) days prior to the beginning of each Fundraising Year. Funds shall be used as determined by the Board of Directors within the framework of the approved Budget.

Section VI.04 Checks. All checks, drafts or orders for payments shall be signed by two Officers who are the signatories on the account: the Treasurer, the President. Signers of the bank account shall not be related by blood or marriage and shall not reside in the same household.

Section VI.05 Loans. No loans shall be contracted on behalf of the Booster Club and no evidence of indebtedness shall be issued in its name.

Section VI.06 Fundraising. Fundraising shall take place from June 1" to May 31" of the following year to coincide with the Officer terms and the gymnastics season. Any and all fundraising performed on behalf of or through the Booster Club shall fully comply with the Texas Non-Profit Corporations Code and be consistent with those activities permitted of a tax-exempt 501(c)(3) organization. Subject to these requirements, and in addition thereto:

- a) Fundraising programs will be conducted in accordance with USA Gymnastics and National Collegiate Athletic Association (NCAA) eligibility guidelines.
- b) Fundraising will be used to support each competitive gymnast in training and competition and to support approved team building activities.
- c) The Board of Directors shall in good faith explore fundraising opportunities and activities for the members of the Booster Club.
- d) All fundraising programs must first be approved by the Board of Directors.
- e) The fundraising chairperson will be responsible for all planning, execution and financial information reported to the Treasurer and Board of Directors.

Section VI.07 Distribution of Funds. Distributed funds may be used for any purpose that helps support and promote the physical, mental, and emotional well-being of all the team gymnasts of 360 Elite Gymnastics. Funds raised by the Booster Club will be distributed and/or held in reserve in the amounts and at the discretion of the Board of Directors, provided that the distribution of any such funds shall be used on an equal basis among the gymnasts. Funds may be distributed for items such as, but not in limitation of, the following:

- a. Costs and/or expenses in hosting an annual banquet recognizing the gymnasts.
- b. Team and gymnast competition and travel fees.
- c. Coaches' fees and travel expenses.
- d. Team competition attire and other equipment needs, such as, without limitation, team competition and practice leotards, warm-ups, grips, other similar items.
- e. Teambuilding, social, and holiday events for the gymnasts.
- f. Any camps and/or trainings, regardless if they are affiliated with the 360 Elite Gymnastics club or not, that fall outside the regular, tuition-based schedule.

Section VI.08 Financial Reconciliation.

- a. A financial reconciliation shall be performed: (i) at the end of each Fiscal Year; ii) when any authorized check signer is added or deleted on any bank account; and iii) at any time deemed necessary by the President or by three (3) or more members.
- b. The President shall appoint, subject to the approval of the Board of Directors, a financial reconciliation committee of not less than two (2) members, who are not authorized signers.
- c. For financial reconciliation to be performed at the end of the Fiscal Year, the President shall appoint the reconciliation committee at least thirty (30) days before the last meeting of the Fiscal Year.

- d. The financial reconciliation committee report shall be adopted by a majority vote of the Board of Directors at the first meeting following the financial reconciliation.

ARTICLE VII. MEMBERSHIP

Section VII.01 Members. All 360 Elite Gymnastics competitive-team athletes and their parents/guardians are automatically considered general members of the Booster Club without the need to sign up or pay any fees. For purposes of voting at the annual meeting, all 360 Elite gymnast's families are entitled to one vote. It is strongly encouraged that each 360 Elite Gymnastics' family contribute a \$35 membership fee, to be assessed on an annual basis, to maintain the ongoing support for a successful booster club.

ARTICLE VIII. MISCELLANEOUS

Section VIII.01 Contracts. The Board of Directors may authorize any Officer or member to enter into a contract or execute and deliver any instrument in the name of or on behalf of the Booster Club, and such authority may be general or confined to specific instances.

Section VIII.02 Amendments. These Bylaws may be amended or repealed, and new Bylaws be adopted by the affirmative vote of a majority of the entire Board of Directors at any annual or special meeting of the Board; provided that notice of proposed action shall have been included in the notice of the meeting or shall have been waived as provided in these Bylaws.

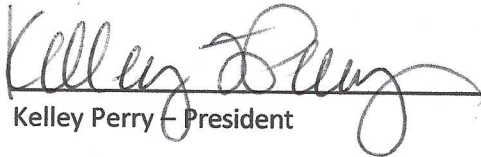
Section VIII.03 Annual Review. A mandatory review of these Bylaws shall be conducted by the Board of Directors on or before the annual Meeting of the Board each year.

Section VIII.04 Liability. Neither the Directors or Officers shall be personally liable for the debts, liabilities, or other obligations of the Booster Club. To the extent that a person who is, or was, a Director, Officer or other agent of this Booster Club has been successful on the merits in the defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgement against such person by reason of the fact that he or she is, or was, an agent of the Booster Club, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding. If such person either settles any such claim or sustains any such judgment against him or her, then indemnification against expenses, judgements, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this Booster Club, but only to the extent allowed or permitted by Texas law.

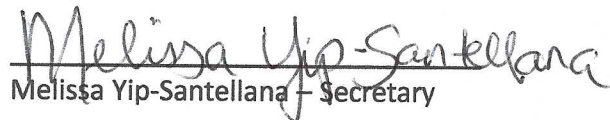
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Document Authorization

These Bylaws are hereby adopted by the Board of Directors on this 29th day of July, 2024.


Kelley Perry - President


Rebecca Aduddell - Vice President


Melissa Yip-Santellana - Secretary


Vanessa Flores - Treasurer