

**BYLAWS OF THE
COBB GYMNASTICS CENTER PARENTS CLUB**

Article 1. INCORPORATION

Section 1.01 Nonprofit Purpose

(1) The Cobb Gymnastics Center Parents Club, Inc. hereinafter called the "Club", is incorporated in the State of Georgia under the Georgia Non-profit Corporation Code and Section 501(c)(3) of the Internal Revenue Code. The Club shall operate as a non-profit corporation, and may take advantage of the rights granted to it by law, and engage in any business allowed by Business Corporation Law to carry out its purpose

Section 1.02 Principal Office

(1) The principal office of the club is located at the Cobb Gymnastics Center at 542 Fairground Street, Marietta, Georgia 30060.

Section 1.03 Specific Purpose

(1) The purpose of the Club is to provide a competitive gymnastics program that emphasizes fitness, good sportsmanship, and respect for coaches, teammates, and one's self.

Section 1.04 Prohibition against Private Accrue ment

(1) No part of the net earnings of the Club shall accrue to the benefit of, or be distributed to, its members or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to further the purposes of the Club.

Section 1.05 Management

(1) The Club shall be managed by the Board of Directors, hereinafter the "Board", acting in accordance with these Bylaws.

Section 1.06 Dissolution

(1) In the event this Club dissolves or otherwise ceases to legally exist under the terms and conditions of these Bylaws, the remaining assets of the Club, after all just debts have been discharged, shall be disbursed to a succeeding organization or another non-profit 501(c) 3 organization as determined by the Board.

Section 1.07 Fiscal Year

(1) The Club's fiscal year shall be from July 1st through June 30th of the following year.

Section 1.08 Contracts

(1) No individual director, member, or employee except the President shall have any power of authority to bind the organization by any contract or agreement or to pledge its credit or to render it liable monetarily for any purpose or in any amount, as per section 3.01 (5).

Article 2. Directors

Section 2.01 Composition

(1) The Board shall consist of no less than nine (9) and not greater than thirteen (13), voting directors (including the current Program Director of the Club) and two (2) non-voting Members. The non-voting Members shall consist of the most recent past President of the Club (limited to a three (3) month transition period), and the Gymnastics Coordinator of the Cobb County Parks and Recreation Department.

(2) The current Board shall determine the number of voting Directors for the upcoming election. Consideration shall be given to compose a voting Board that reasonably represents all Club teams.

(3) Members of the same family (as defined by Section 5.01 (1)) may not serve in more than one position on the Board (officer or director).

Section 2.02 Powers

(1) The Board of Directors shall have general supervision of the affairs of the organization, make recommendations to the organization, and shall perform other orders of the organization consistent with these Bylaws.

Section 2.03 Board Duties

It shall be the duty of the Directors to:

(1) Perform any and all duties imposed on them collectively or individually by law or by these Bylaws.

(2) Employ and discharge, prescribe the duties and fix the compensation of the Program Director. The Board shall also fix the compensation of all other employees.

- (3) Meet at such times and places as required by these Bylaws.
- (4) May accept on behalf of the Club any contribution, gift, bequest, or device for the nonprofit purposes of the Club.
- (5) Shall report to their constituents, on a regular basis, the activities of the Board.
- (6) Shall represent the thoughts and concerns of those they represent, whether or not they are consistent with their own.
- (7) Recommend to Members, Member financial obligation adjustments by sending such recommendation in writing to each Member not less than ten (10) days prior to a membership meeting. Adjustments may be made effective as of a certain day, but shall not be made retroactive.

Section 2.04 Job description Program director

The position of Program Director and Head Coach may be held by the same person.

1. Preparation of the proposed budget requirements for the Board review, to include equipment needs, staff development, conventions and clinics recommended and the number of participants to attend along with a cost budget detailing travel costs and per diem that is expected to be incurred. (National and Regional congress).
2. Implement and enforce Board decisions and policies.
3. Manage accounts payable, receivable, payroll. Make deposits at the bank and input data in the computer.
4. Establish practice and rotation schedule in coordination with the County director.
5. Prepare financial report for the monthly board meeting with the assistance of the treasurer (Budget/ Actual, Balance sheet and P&L). Also providing to the board status of the club, enrollment, coaching updates, equipment.
6. Responsible for the day to day development of all level teams (boys and girls) in coordination with the girls' and boy's head coaches.
7. Have charge of, and be responsible for, all funds of the Club and deposit all such funds in the name of the Club in such bank as shall be approved by the Board.
8. Receive, and give receipt for monies due and payable to the Club from any source whatsoever.
9. Shall not receive monthly banking statement(s) until after reviewed by the Board

appointed 3rd party.

10. Disburse the funds of the Club as may be directed by the Board and prescribed by these Bylaws and current budget, taking proper vouchers for such disbursements. Sign checks for amounts up to five hundred dollars (\$500.00) and co-sign, with the President or Treasurer, all checks in excess of five hundred dollars (\$500.00).

11. Keep and maintain adequate and correct accounts of the Club's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. This would be accomplished by using generally accepted accounting policies.

12. Make available financial information, at reasonable times, to the Board or the public.

13. Produce upon request, by the President or the Board, an account of his/her transactions and of the financial condition of the Club.

14. Produce on a monthly basis, no later than the monthly Board Meeting, a report that shows the current financial status of the Club. The report shall be formatted to show the monthly progression of the budget and the budget projection for the remainder of the Club's financial year.

15. Produce on a monthly basis, no later than the monthly Board Meeting, to the Executive Committee, if requested, a report showing the financial standing of all club members.

16. Render to Club Members an individual member account statement monthly, no later than the 15th of each month.

17. Any other duties that the Board deems necessary.

2.05 Job Description of Head Coach

1. Responsible for arrangement and transportation for away meet for the Staff. (airfare, hotel reservation, rental car)
2. Communicate with the County supervisor regarding scheduling of the facility, meeting room, booking Civic Center and make arrangement for chairs, bleachers, tables, pipe and drapes etc.
3. Apply for USAG # and AAU # for team Members.
4. Coordinate Home meets as Meet director. Responsible for setup and tear down of the equipment after each home meet. Responsible for the maintenance and safety of the equipment. Send invitation to club for home meet, enter data in the computer, prepare meet schedule rotations, and all other duties required to host a meet.

5. Organize and schedule general tryouts for training team.
6. Review written annual coaches' evaluation of gymnasts prior to parent conferences.
7. Keeping self and coaching staff abreast of all phases of the evolution of the sport and periodical updates from USAG and AAU.
8. Hire staff, conduct and /or provide staff training, schedule periodic coaches' meetings. Inform the board of hiring and firing of coaches.
9. Scheduling meets for all the teams with the coaching staff.
10. Any other duties that the Board deems necessary.

Article 3. Officers and duties of officers

Section 3.01 President Duties

It shall be the duty of the President to:

- (1) Preside as Chairman (Chair) at all meetings of the Board and all meetings of the Members.
- (2) Subject to the control of the Board, supervise the affairs of the Club and the activities of the Directors.
- (3) Appoint all committee Chairpersons not otherwise provided for and shall see that all Directors and Committees perform their respective duties.
- (4) Not override duties of other Directors and Committee Chairpersons unless lack of action would place the Club in jeopardy.
- (5) Execute such contracts (re: section 1.08) involving purchase order, loans, leases, and other obligations of twelve (12) months or less as approved by the Board and over twelve (12) months as approved by the Members.
- (6) Sign checks for amounts up to five hundred dollars (\$500.00) and co-sign, with the Treasurer or Program Coordinator, all checks in excess of five hundred dollars (\$500.00).
- (7) Perform all duties incident to his/her office and such other duties as may be required by law, required by these Bylaws, or which the Board may assign.

Section 3.02 Vice President Duties

It shall be the duty of the Vice President to:

- (1) In the absence of the President, or in the event of his/her inability to act, the Vice President shall perform the duties of the President, and when so acting shall have the powers of and be subject to the restrictions of the President.
- (2) Conduct new team member orientations.
- (3) Responsible for organizing and implementing the semiannual Club work days.
- (4) Perform all duties incident to his/her office and such other duties as may be required by law, required by these Bylaws, or which the Board may assign.

Section 3.03 Secretary Duties

It shall be the duty of the Secretary to:

- (1) Certify and maintain at the principle office of the Club a current copy of the Bylaws, the Club Membership book, and a book of the minutes of all meetings of the Officers, Directors and of the Members.
- (2) Make available, at all reasonable times, to any member of the Club the Bylaws, Membership book, and minutes to all meetings.
- (3) See that all notices and agendas for meetings are posted or given in accordance with the provisions of these Bylaws or as required by law.
- (4) Keep a list of non-eligible voting Directors/Members for all meetings and notify the executive committee and Board at their respective meetings of such circumstances.
- (5) Record minutes of all meetings.
- (6) Keep at the principle office of the Club and affix the seal as authorized by law to execute documents of the Club.
- (7) Maintain a copy of records and corporate charter of the Club.
- (8) Conduct the Club's general correspondence.
- (9) Perform all duties incident to his/her office and such other duties as may be required by

law, required by these Bylaws, or which the Board may assign.

Section 3.04 Treasurer Duties

It shall be the duty of the Treasurer to assist the Program Director or a paid employee appointed by the Board to:

- (1) Render to the Club, on a quarterly basis, a financial statement rendered by Program Director for Treasurer's review.
- (2) Prepare, or cause to be prepared, and certify the financial statements to be included in any required committee report.
- (3) Review the bank statements and transactions to prepare financial statement.
- (4) Perform all duties incident to His/her office and such other duties as may be required by law, required by these Bylaws, or which the Board may assign.

Section 3.05 Elections and Terms

Members shall elect Directors at the Club's Annual Meeting.

- (1) Nominations – The nominated people (self or otherwise) should be reviewed by the President and Program Director to make sure they are members in good standing. The name and profile of each nominee shall be distributed to the Members with the notice of the annual meeting. Nominees may also be submitted from the floor at the annual meeting.
- (2) Balloting – Each Member Family shall have one ballot and shall have one vote for each of the Officers and Directors to be elected. The Secretary shall act as teller, up to two (2) Members, in good standing, that are not being considered in the election, that are nominated from the floor and approved by the majority of those present, will be designated as observers to the vote count. The nominees receiving the greatest number of votes shall be decreed elected.
- (3) Terms – The President and the Treasurer are elected for a two-year (2-year) term on alternate years. The Vice President, Secretary, and directors shall hold office for a one-year (1-year) term. All terms shall begin on July 1st of the elected year except the Treasurer shall close the books for the fiscal year.
- (4) Transition – A transitional meeting of all incoming and outgoing Directors shall be held the week following elections to transfer all records. Newly elected Directors shall begin working concurrently with the old Board, without voting, immediately following elections.

Section 3.06 Compensation

Section 3.06(a) Officer/Board Compensation

- (1) The clubs officers (President, Vice President, Treasurer, And Secretary) shall receive compensation for each year of their term. Compensation for the President, Vice President, Treasurer, and Secretary shall be set by the Board and shall not exceed \$599.
- (2) Board Members (i.e. other than the Officers) shall receive compensation for each year of their term. Compensation for Board Members shall be 50% of that of the Club Officers.
- (3) All compensation shall be distributed in twelve even monthly increments.
- (4) Compensation shall cease whenever any Officer or Board Member fails to complete their term.
- (5) Compensation shall begin for any officer, Board Member (appointed or elected) when they begin to fill a vacant position.

Section 3.06(b) Committee Chair Compensation

- (1) Committee Chair may receive compensation for each year of their term. Compensation, including amount, schedule, and means of distribution, shall be determined by the Board.
- (2) In the event that a Committee shall have more than one chair, the compensation shall be divided evenly between the multiple chairs.
- (3) Committee Chair is subject to removal by the President for failure to fulfill responsibilities.
- (4) Compensation shall cease if and when any Committee Chair fails to complete their term or assigned responsibilities.
- (5) Compensation shall begin for any Committee Chair when they begin to fill a vacant position.

Section 3.07 Board Meetings

- (1) Place of Meeting - All Board meetings shall be held at the principal office of the Club or at such other place in Cobb County as designated by the Board.
- (2) Regular Meetings - Regular meetings of the Board shall be held on the third (3rd) week of each month, or an alternate date as agreed to by the board not later than seven (7) days

before the original meeting date.

(3) Special Meetings - Special meetings may be called with an agreement of 50% of the board and a notice of call must be posted no later than seven (7) days prior to the meeting. The purpose of any special meeting shall be stated in the notice of call and no other business shall be transacted.

(4) Action without Meeting - The Board may approve special actions without a formal meeting if all entitled to vote on such matter consent to taking such action without a meeting. The action must be evidenced in a written consent describing the action taken, signed by the Board indicating each signer's vote or abstention on the matter, and it must be delivered to the Club Secretary for inclusion in the Club minutes.

Section 3.08 Notice of Meetings

(1) At least seven (7) days prior notice shall be given for each Board and Executive Committee meeting and shall state the place, date, time, and purpose of the meeting. Such notice shall be posted on the Club's bulletin board.

Section 3.09 Quorum for Meetings

(1) A majority of the voting Board shall constitute a quorum for the transaction of business. Except as otherwise provided under these Bylaws or provision of law, the Board at any meeting at which the required quorum is not present shall consider no business except a motion to adjourn.

Section 3.10 Majority Action as Board Action

(1) All matters coming before the meeting for vote shall be decided by a majority vote, except where different requirements are given elsewhere in the Bylaws. The Chair shall vote only to break a tie.

Section 3.11 Open Meetings

(1) All meetings of the Board and Executive Committee shall be open to the public.

Section 3.12 Conduct and Agenda of Meetings

(1) Meetings shall be chaired by the President of the Club or, in his/her absence, by the Vice President of the Club. In the absence of the Secretary of the Club the Chair shall appoint a director or club member to serve as Secretary of the meeting. The Chair may appoint a parliamentarian to serve for the duration of the meeting.

The order of business at any meeting shall be:

- a) Call to order
- b) Proof of notice of meeting
- c) Approval of previous minutes
- d) Reports of Directors
- e) Reports of committees
- f) Old Business
- g) New Business

Section 3.13 Removal of Officers and Directors

- (1) An Officer or Director may be removed by the Membership with or without cause at any Membership meeting, by majority vote, which states in its notice that such action is contemplated. An Officer or Director shall not vote in a situation involving his/her removal.
- (2) Any Officer or Director having three absences from the monthly Board meetings shall be removed subject to the discretion of the Board.
- (3) Any Officer or Director whose membership is terminated shall automatically be removed from the Office or Board.

Section 3.14 Resignation of Officers and Directors

- (1) Any Officer or Director may resign at any time by giving written notice to the Board and may take effect immediately.

Section 3.15 Vacancies

- (1) Should a vacancy occur on the Board, the President shall nominate a member and with approval of the Board, the member shall assume the temporary duties of the Director or Officer until the next membership meeting, or by a special election of the Members called by the board. The election shall be conducted in accordance to these Bylaws.

Section 3.16 Indemnification

- (1) The Club shall indemnify and save harmless any individual against the expense of any

action, suit, or proceedings, in which they are made a part by reason of his being or having been an Officer, Director, or duly authorized agent of the Club, except in relation as to matter to which they shall be adjudged in such action, suit or proceedings to be liable for gross negligence or willful misconduct in the performance of their duties. This right shall extend to all such person, their successors, heirs, and legal representatives.

Article 4. COMMITTEES

Section 4.01 General Committees

(1) The Board may create committees as needed, such as fundraising, hospitality, etc. The President appoints all committee chairs with the approval of the Board.

Section 4.02 Executive Committee

(1) The four (4) officers and the Program Director of the Club serve as the members of the Executive Committee.

(2) Will conduct or coordinate Board orientation for all newly elected directors at the first monthly meeting following elections or at a special board meeting called for this purpose. Board orientation will also be held for any newly elected directors who join the board during the fiscal year.

(4) Ensure that a third party professional is retained to timely fill out IRS returns and to make sure that payroll filings are being done properly.

Article 5. MEMBERS

Section 5.01 Determination and Rights

(1) The Membership shall consist of the parent(s), legal guardian(s), or person(s) having custody of any child who is registered in Club sponsored programs.

(2) A Member in good standing shall be defined as a Member whose financial responsibilities and work requirements are current.

(3) All Members shall have the same property rights, interests, privileges, restrictions, and conditions.

Section 5.02 Limitation

(1) Membership shall be limited based upon the Program Director's use of staff and facilities.

Section 5.03 Warning, Suspension, and Termination

- (1) The board shall, depending on the severity, warn, suspend or terminate any member disrupting any Club activity (i.e. practices, meets, meetings and social functions etc.).
- (2) All reports of disruptive behavior shall be presented in writing to the Executive Committee prior to the monthly Board Meeting
- (3) If warned, the member shall remain a member in good standing and retain all rights and privileges.
- (4) If suspended, the member shall be suspended from all Club activities except for Member fundraising responsibilities, for a specific period of time determined by the Board. The member shall not be considered a member in good standing and shall not be allowed any voting privileges or be allowed to hold any elected position within the Club during which time the suspension is in effect.
- (5) If terminated, the member shall be permanently terminated from all present and future participation in the Club. The member shall lose all membership status and be required to pay fees for Member fundraising responsibilities. The use of profanity, narcotics, alcoholic beverages or fighting shall be grounds for termination.
- (6) All disciplinary actions by the Board shall be final and cannot be appealed. In all cases, the gymnasts' participation on the team shall not be affected by the disciplinary action to the member.
- (7) The Board shall issue a written warning or suspension to any gymnast disrupting a Club activity (i.e. practices, meets and social functions etc.). If warned, the gymnast shall not be allowed to participate in any Club function for the stated time. In addition all Members and Gymnast shall abide with all county rules set forth in the County Contract with the Club.
- (8) Discussions in these matters are highly confidential and shall not be discussed outside the meeting.

Section 5.04 Requirements

- (1) Membership shall be mandatory for all parents/legal guardians whose child is on a CGCPC team.
- (2) Members shall pay registration fees by July 1st. New members joining after July 1st shall pay the registration fee upon joining the Club.
- (3) Member shall pay practice fees on a monthly basis. Fees not paid by the 5th of the month shall result in a late fee. After the 30th of the month Gymnasts will not be allowed to

practice until fees are paid in full.

- (4) Members shall pay fundraising fees as required. Non-payment will result in gymnasts not being allowed to practice or compete.
- (5) Members shall maintain an credit balance, as determined by the Board in the members account for each competing gymnasts for meet entry fees and other expenses as desired. Failure to maintain a sufficient balance shall result in the gymnast not being entered in meets until a sufficient balance is reestablished. On termination of membership, monies not obligated in the escrow account shall be refunded in full.
- (6) All fees paid and fundraising monies submitted by a terminated or resigned member shall revert to the general fund of the Club.
- (7) Members shall vote on Board recommended Member Obligation Adjustments.
- (8) Members shall vote on Board recommended contracts involving loans, leases or other obligations over twelve (12) months in duration.
- (9) Members shall follow the Handbook guidelines.
- (10) The Board has the responsibility for the enforcement of the above listed requirements.

Section 5.05 Membership Meetings

- (1) Place of meetings – The membership meetings shall be held in Cobb County on a day, date, and time designated by the Board.
- (2) Quarterly meeting – These meetings shall be held during the second, and third quarters of the fiscal year. These meetings shall be for the purpose of transacting such business as may be deemed necessary.
- (3) Annual meeting – The annual meeting shall be held in April. At this meeting officers and directors shall be elected, committee reports received, and a preliminary budget shall be presented. Other business may also be transacted.
- (4) Budget Meeting – The budget meeting shall be held in May. At this meeting the Board of Directors shall present the final budget for approval. Other business may also be transacted.
- (5) Special Meetings – Special meetings may be called by the President, Vice President, or the Board. Special meetings must also be called within fifteen (15) days when a written request of twenty percent (20%) of the Membership is provided to the Secretary. The purpose of any special meeting shall be stated in the notice of call and no other business shall be transacted.
- (6) Notice of Meetings – At least ten (10) days prior notice shall be given to each Member

of each meeting and shall state the place, date, time, and purpose of the meeting. Such notice shall be posted on the Club's bulletin Board and placed in each gymnast's folder.

(7) Quorum for Meetings – A quorum of the Members shall consist of those eligible voting Members present at the meeting.

(8) Majority Action as Membership Action – All matters coming before the meeting for vote shall be decided by a majority vote, except where different requirements are given elsewhere in the Bylaws.

(9) Voting Rights/Proxies/Absentee Ballots – Voting may be given by a show of hands, or ten (10) Members shall have the right to demand voting by roll call. Each member, in good standing, shall be entitled to one (1) vote per family in the affairs of the Club. Voting shall be in person or via the Internet to be verified by the President. There shall be no proxies.

(10) Conduct of Meetings – Meetings shall be Chaired by the President of the Club or, in his/her absence, by the Vice President of the Club or, in the absence of these persons, by a Director chosen by a majority of a quorum, per Section 3.05 (2), of the Directors present at the meeting. The Secretary of the Club shall act as Secretary of the meetings and in his/her absence, the Chair shall appoint an acting Secretary. The Chair may appoint a parliamentarian to serve for the duration of the meeting.

(11) Agenda of Meetings – The order of business at any meeting shall be:

- a) Call to order
- b) Proof of notice of meeting
- c) Approval of previous minutes (can be done via email verified by the Secretary)
- d) Reports of Directors
- e) Election of Officers and Directors
- f) Reports of committees
- g) Old business
- h) New business

Article 6. Bylaws

Section 6.01 Interpretation

(1) The Board shall determine any question as to the proper interpretation of any provision

of these Bylaws.

Section 6.02 Amendments

(1) These Bylaws may be amended by a majority of the members present in person at any regular or special Member meetings provided that the proposed amendment has been submitted to the membership not less than ten (10) days prior to such meeting. In order to be submitted to the membership, the Proposed amendment shall either have been approved by the Board or shall be signed by not less than twenty percent (20%) of the members. The President shall form a Bylaw committee to draft amendments at his/her request or the request of the majority of the Board.

Section 6.03 Rules of Order

Roberts Rules of Order shall be the parliamentary guide for all meetings of members, the Board, or of committees, but shall not take precedence over the Bylaws.