

## BYLAWS

### OF

#### TEXAS EAST GYMNASTICS BOOSTER CLUB, INC, A TEXAS NON-PROFIT CORPORATION

#### ARTICLE ONE. OFFICES

The principal office of this corporation in the State of Texas will be located at 1937 Deerbrook Dr., Tyler, TX 75703. The corporation may have such other offices, either within or outside Smith County, Texas, as the board of directors may from time to time determine.

#### ARTICLE TWO. MEMBERSHIP

##### Section One. Classes of Membership

The corporation will have two classes of members: Active and Associate. The qualifications and requirements for each class of members are set forth below.

##### Section Two. Qualifications

*Active Member:* Any parent, guardian, or family unit of a gymnast involved in Women's Artistic Gymnastics through USA Gymnastics (USAG), the Texas Amateur Athletic Federation (TAAF) or the American Gymnastics Association (AGA) and invited to compete on a competitive team at Texas East Gymnastics, LLC that agrees to be bound by the certificate of formation of this corporation, by these bylaws, and by such rules and regulations as the directors may from time to time adopt, is automatically eligible for active membership in this Corporation. The members of one family unit shall comprise one active membership unit. Each active membership unit is entitled to one vote on affairs of the Corporation.

*Associate Member:* Any natural person who desires to be associated with the Corporation and supportive of Women's Artistic Gymnastics and pays the dues as provided below and agrees to be bound by the corporation's certificate of formation, these bylaws, and such rules and regulations adopted by the Board, is eligible for associate membership in this Corporation. Associate membership is non-voting.

##### Section Three. Admission to Membership

The directors will from time to time prescribe the form and manner in which application may be made for associate membership and acknowledgment may be communicated for active membership.

##### Section Four. Property Rights

No member will have any right, title, or interest in any of the property or assets, including any earnings or investment income, of this corporation, nor will any of such property or

assets be distributed to any member on its dissolution or winding up.

#### Section Five. Liability of Members

No member of this corporation will be personally liable for any of its debts, liabilities, or obligations.

#### Section Six. Transfer, Termination, and Reinstatement

Membership in this corporation is nontransferable. Membership will terminate on the member's resignation, upon the member's failure to meet the member's obligations to the corporation within 60 days of the due date, or, in the case of Active Members, when the gymnast is no longer a member of the competitive team of Texas East Gymnastics.

### ARTICLE THREE. CERTIFICATES OF MEMBERSHIP

No certificates of membership shall be issued by the corporation. The board of directors shall maintain a current, official roster of active and associate members of the corporation.

### ARTICLE FOUR. MEMBERSHIP FEES AND DUES

#### Section One. Initiation Fee and Annual Dues

The board of directors may determine from time to time the amount of initiation fee, if any, and the amount of annual dues payable to the corporation by associate members. No initiation fee nor annual dues shall be required of active members.

#### Section Two. Payment of Fees and Dues

Annual dues for associate members are due and payable upon application for membership. Thereafter, annual associate membership dues are due and payable, in advance, upon the last day of June. Annual associate membership dues shall not be prorated.

#### Section Three. Default and Termination of Membership

When any member will be in default in the payment of fees or dues or in the payment/reimbursement of pass-through expenses for a period of 30 days, that person's membership may be terminated by the board of directors.

### ARTICLE FIVE. MEETINGS OF MEMBERS

#### Section One. Annual Meeting

An annual meeting of members will be held in May of each year beginning in the year 2009, at 1937 Deerbrook Drive, Tyler, Texas 75703, or at such other place or places as the board of directors may designate from time to time by resolution. Appropriate for consideration at such meetings will be the election of directors, and such other corporate business as may come before the meeting. If the day fixed for the annual meeting will be a legal holiday in the

State of Texas, such meeting will be held on the next succeeding business day. If the election of directors will not be held on the day designated for an annual meeting, or at any adjournment of such a meeting, the board of directors will cause the election to be held at a special meeting of members conducted as soon as may be convenient.

#### Section Two. Regular and Special Meetings

In addition to the annual meeting of members, the Board will schedule at least 2 regular meetings of the members in each fiscal year. Special meetings may be called by the president, by two or more members of the board of directors, or by 25% of such active members as may be qualified to vote.

#### Section Three. Place of Meeting

The board of directors may designate any place within the State of Texas, as the place of meeting for any annual, regular, or special meeting of members. If no designation is made, the place of meeting will be 1937 Deerbrook Drive, Tyler, Texas 75703. However, if all members will meet at any time and place, either within or outside the State of Texas, and consent to the holding of a meeting, such meeting will be valid without call or notice, and at such meeting any corporate action may be taken.

#### Section Four. Notice of Meetings

Once scheduled by the board, written or printed notice of the annual meeting and the 2 regular meetings for the year may be distributed to the members by the board at the beginning of each fiscal year. Written notice stating the place, day and hour of any special meeting of members (or any change in time or location of regular meetings) must be delivered to each member entitled to vote at the meeting not less than 10 nor more than 60 days before the date of the meeting, either personally, by facsimile transmission or by mail, by or at the direction of the president, secretary or the officers or persons calling the meeting. In the case of special meetings or when required by these bylaws or by law, the purpose or purposes for which the meeting is called will be stated in the notice. If notice of a meeting is transmitted by facsimile, notice will be deemed to be delivered on successful transmission of the facsimile. If sent by mail, notice will be deemed delivered when deposited in the United States mail, postage prepaid, addressed to the member at the member's address as it appears on the records of the corporation at the time of mailing.

#### Section Five. Informal Action by Members

Any action required or permitted to be taken at any meeting of members, may be taken without such meeting if a consent in writing, setting forth the action to be taken, is signed by all active members entitled to vote with respect to such action.

#### Section Six. Quorum

Active members holding not less than 25% of the total votes that may be cast at any meeting will constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of those present may adjourn the meeting from time to time without

further notice.

#### Section Seven. Proxies

At any meeting of members, voting by proxy is not allowed.

#### Section Eight. Voting by Mail

Where directors or officers are to be elected by members, such election may be conducted by mail or electronic mail in such manner as the board of directors may determine.

#### Section Nine. Voting Rights

Each active member is entitled to one vote. One family unit comprises one active member and the family will designate one person who will have the right to exercise the unit's voting rights.

### ARTICLE SIX. DIRECTORS

#### Section One. Number

The maximum authorized number of directors of this corporation will be fourteen, comprised of the following: President, Vice-President, Secretary, Treasurer, Major Fundraising Chairman, and up to 9 level representatives. The level representatives will represent each of the nine competitive levels. The board may, however, depending on enrollment in any given competitive level, combine levels and have one representative for one or more levels.

#### Section Two. Qualifications of Directors

Directors must be active members in good standing of the corporation. No director may be a paid employee or owner of Texas East Gymnastics, LLC.

#### Section Three. Term of Office

The directors named in the articles of incorporation as the first board of directors will hold office until May, 2009, when an election of directors will be held. After that, the term of office of each director will be one year, until the annual meeting of members following the director's election and until the qualification of a successor in office.

#### Section Four. Powers

##### (a). Exercise and Delegation

Except as otherwise provided in the articles of incorporation, or by law, the powers of this corporation will be exercised, its properties controlled, and its affairs conducted by the board of directors, which may, however, delegate the performance of any duties or the exercise of any powers to such officers and agents as the board may from time to time, by resolution, designate.

#### (b). Management of Income Property

As described in Article Eight, the board of directors may determine, by resolution from time to time duly adopted, to delegate in whole or in part, the management, investment, and disposition of the property of the corporation for the purpose of earning an income from that property, as distinguished from the matter of applying property and funds to charitable purposes, to a finance committee consisting of not less than three members of the board, or to one or more trust companies or banks duly authorized to conduct a trust or banking business under the laws of Texas.

#### (c). Common Trust Funds

The board of directors may, by resolution from time to time duly adopted, establish one or more common trust funds for the purpose of investing the corporation's funds and those of any religious, beneficial, charitable, or educational institution affiliated with the corporation, whether the corporation holds such funds or property as a fiduciary or otherwise, subject to such terms and conditions as are set forth in the articles of incorporation of this corporation and by law.

### Section Five. Replacement of Directors

#### (a). Death or Resignation of Directors

Whenever a vacancy exists on the board of directors, whether by death, resignation, or otherwise, the vacancy will be filled by appointment of a new director by the remaining board members of the corporation. Any person appointed or elected to fill the vacancy of a director will have the same qualifications as were required of the director whose office was vacated.

#### (b). Removal of Directors

Any director may be removed, with or without cause, by the vote of two-thirds of the members of the board of directors at a special meeting called for that purpose. At any such meeting, any vacancy caused by the removal may be filled as stated above.

#### (c). Term of Successor Directors

Any person appointed to fill a vacancy in the board of directors will hold office for the unexpired term of his or her predecessor in office, subject to the power of removal stated above.

### Section Six. Compensation

No member of the board of directors will receive any compensation from the corporation.

## Section Seven. Meetings

### (a). Place of Meetings

Meetings will be held at such place or places as the board of directors may from time to time by resolution designate; or, in the absence of such designation, at the principal office of the corporation.

### (b). Time of Meetings

Regular meetings will be held at least quarterly beginning as soon as convenient after the first annual meeting of members.

### (c). Notice of Meetings

Notice of regular meetings will be signed by the secretary and mailed to each director at the address last recorded on the books of the corporation, not less than 7, nor more than 30 days before the date of the meeting. However, this requirement may be waived by resolution of the board of directors.

### (d). Special Meetings; Notice

The president may, as the president deems necessary, and the secretary will, if so requested in writing by 2 members of the board of directors, call a special meeting of the board. In such event, 5 days written notice to each director will be deemed sufficient.

### (e). Quorum

Six directors will constitute a quorum for the transaction of business at any meeting of the board. However, if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

### (f). Effect of Action by Directors

Except as may otherwise be provided in these bylaws, or in the articles of incorporation of this corporation, or by law, the act of a majority of directors present at any meeting at which a quorum is present will be the act of the board of directors.

## Section Eight. Action Without Meeting

No meeting must be held by the board to take any action required or permitted to be taken by law, provided all members of the board individually or collectively consent in writing to such action, and such written consents are filed with the minutes of the proceedings of the board. Action by written consent will have the same force and effect as action by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken will state that the action was taken by unanimous written consent of the board of directors without a meeting, and that the bylaws authorize the directors to so act.

Such a statement will be prima facie evidence of such authority.

#### Section Nine. Liability of Directors

The directors of this corporation will not be personally liable for its debts, liabilities, or other obligations.

### ARTICLE SEVEN. OFFICERS

#### Section One. Designation of Officers

The officers of the corporation will be a president, a vice-president, a secretary, and a treasurer, and such other officers as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint such other officers, including one or more assistant secretaries, and one or more assistant treasurers, as it will deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

#### Section Two. Election and Term of Office

The Board shall appoint a nominating committee from the general membership to establish a slate of officers to be announced at least 30 days before the election to be held at the annual meeting of members. Officers shall be elected by a majority of members present and entitled to vote at the annual meeting. Each officer will hold office until his or her successor will have been duly elected and will have been qualified. New offices may be created and initially filled at any meeting of the board and shall thereafter be elected annually by the members as provided in this section.

#### Section Three. Removal

Any officer may be removed by a vote of least 75 percent of the board of directors at a regular or special meeting of the board whenever in the board's judgment the interests of the corporation would be best served. Any such removal will be without prejudice to the contract rights, if any, of the officer so removed.

#### Section Four. Vacancies

A vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

#### Section Five. President

The president will be the chief executive officer of the corporation, and will exercise general supervision and control over all activities of the corporation. The president: Will preside at all meetings of members and of directors; May sign, with the secretary or other officer duly authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the board of directors, except in

cases where the signing and execution of such instruments has been expressly delegated by the board of directors by these bylaws, or to some other officer or agent of the corporation by law; and Will perform all other duties generally incident to the office of president and such other duties as may be prescribed by the board of directors.

#### Section Six. Vice-President

In the absence of the president or in the event of the president's inability or refusal to act, the vice-president will perform the duties of the president, and when so acting, will have all the powers of, and be subject to all the restrictions upon, the president. The vice-president will assist the president as needed, monitor and maintain compliance with the bylaws, and perform such additional duties as may from time to time be assigned by the president or by the board of directors.

#### Section Seven. Treasurer

If so required by the board of directors, the treasurer will:

- (a) give a bond for the faithful discharge of the treasurer's duties in such sum and with such surety or sureties as the board of directors may deem appropriate;
- (b) have charge and custody of, and be responsible for, all funds and securities of the corporation;
- (c) receive and give receipts for moneys due and payable to the corporation from any source and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as will be selected by the board of directors; and
- (d) perform all duties generally incidental to the office of treasurer and such other duties as may from time to time be assigned to the treasurer by the president or by the board of directors.

#### Section Eight. Secretary

The secretary will:

- (a) keep the minutes of meetings of members and of the board of directors, in one or more books provided for that purpose;
- (b) see that all notices are duly given in accordance with these bylaws or as required by law;
- (c) be custodian of the corporate records and of the seal of the corporation;
- (d) keep a membership book containing the names and addresses of all members and directors of the corporation, and with respect to any membership that has been terminated, record that fact together with the date of termination; and
- (e) exhibit to any director of the corporation, or to a director's agent, or to any person or

agency authorized by law to inspect them, at all reasonable times and on demand, these bylaws, the articles of incorporation, the membership book, the minutes of any meeting, and the other records of the corporation.

#### Section Nine. Major Fundraising Chairman

The Major Fundraising Chairman will chair the major fundraising for the corporation and perform such duties as may be assigned to him or her by the board of directors, the president or treasurer of the corporation.

#### Section Ten. Level Representatives

The Level Representatives will attend board meetings and vote on matters coming before the board, serve as the board's liaison with members at their respective levels, and perform other duties as may be assigned by the board or president.

### ARTICLE EIGHT. COMMITTEES

#### Section One. Executive Committees

By majority vote of the directors in office, the board of directors may, by duly adopted resolution, establish an Executive Committee, which will consist of the President and two or more directors. The Executive Committee, to the extent provided by such resolution, will have and exercise the authority of the board of directors in the management of the corporation. However, the designation of and delegation of authority to such committee will not relieve the board of directors, or any director individually, of any responsibility imposed on the board of directors or any individual director by these bylaws, or by law.

#### Section Two. Finance Committee

The Board shall appoint a Finance Committee to be chaired by the Treasurer. The Finance Committee will prepare the annual budget for the corporation to be approved by the Board before the beginning of each meet season. From time to time, the Board may also delegate or assign to the Finance Committee matters regarding the controlling, managing, investing, and disposing of the property of the corporation for the purpose of earning an income as distinguished from applying property and funds to charitable purposes.

#### Section Three. Other Committees

Other committees not having and exercising the managerial authority of the board of directors, may be established by resolution duly adopted by majority vote of the board of directors. Except as may be provided by resolution, members of committees will be members of the corporation, and will be appointed by the president. Any member may be removed by the president, whenever in the judgment of the president the interests of the corporation would be best served by such removal.

#### Section Four. Terms of Office

Each member of a committee will continue as such until the next annual meeting of members of the corporation and until his or her successor is appointed, unless such committee is abolished sooner, or unless such member is removed or ceases to qualify as a member of the committee.

#### Section Five. Chairperson

One member of each committee will be appointed chairperson by the person or persons authorized to appoint the members of the committee.

#### Section Six. Vacancies

Vacancies in the membership of any committee will be filled by appointments made in the same manner as provided in the case of original appointments, and any member so elected will be elected for the unexpired term of his or her predecessor.

#### Section Seven. Quorum

Unless otherwise provided in a committee's establishing resolution, a majority of the whole committee will constitute a quorum, and the act of a majority of members present at a meeting at which a quorum is present will be an act of the committee.

#### Section Eight. Rules

Each committee may adopt such rules and regulations for its meetings and the conduct of its activities as it may deem appropriate. However, such rules and regulations are required to be consistent with these bylaws, and regular minutes of all proceedings are required to be kept.

### ARTICLE NINE. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

#### Section One. Contracts

The board of directors may, by duly adopted resolution, authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general, or confined to specific instances.

#### Section Two. Gifts and Contributions

The board of directors or an executive committee may:

- (a) accept on behalf of the corporation any contribution, gift, bequest, or devise of any type of property ("donations"), for the general and special charitable purposes of the corporation, on such terms as the board or committee will approve;

- (b) hold such funds or property in the name of the corporation or of such nominee or nominees as the board or committee may appoint;
- (c) collect and receive the income from such funds or property;
- (d) devote the principal or income from such donations to such benevolent and charitable purposes as the board or committee may determine; and
- (e) enter into an agreement with any donor to continue to devote the principal or income from the donation to such particular purpose as the donor may designate and after approval of such agreement by the board or committee devote the principal or income from that donation according to the agreement.

### Section Three. Deposits

All funds of the corporation will be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositaries as the board of directors may select.

### Section Four. Checks, Drafts, and Orders for Payment

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation will be signed by such officer or officers, agent or agents of the corporation and in such manner as the board of directors will from time to time by resolution determine. In the absence of such determination, such instruments will be signed by the treasurer or an assistant treasurer, and countersigned by the president or a vice-president of the corporation.

## ARTICLE TEN. MISCELLANEOUS

### Section One. Books and Records

The corporation will prepare and maintain correct and complete books and records of account and will also keep minutes of the meetings of its members, board of directors, and committees, and will keep at the registered or principal office a membership book giving the names and addresses of members entitled to vote. All books and records of the corporation may be inspected by any director, or member, or the agent or attorney of either, or any proper person, at any reasonable time.

### Section Two. Fiscal Year

The fiscal year of the corporation will begin on the first day of January and end on the last day of December in each year.

### Section Three. Corporate Seal

The board of directors may provide a corporate seal.

Section Four. Waiver of Notice

When notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation or the bylaws of this corporation, a waiver of such notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, will be deemed equivalent to the giving of such notice.

ARTICLE ELEVEN. AMENDMENTS

Section One. Power of Members to Amend Bylaws

The bylaws of this corporation may be amended, repealed, or added to, or new bylaws may be adopted by the vote of 60% of the members entitled to vote at a meeting duly called for the purpose according to the articles or bylaws.

Section Two. Power of Directors to Amend Bylaws

Subject to the limitations of the certificate of formation, these bylaws, and the Texas Non-Profit Corporation Act, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be amended, repealed, or added to, or new bylaws may be adopted, by a resolution of the board of directors.

ADOPTED the \_\_\_\_ day of \_\_\_\_\_, 2009

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary