

AMENDED AND RESTATED BYLAWS OF WESTSIDE GYMNASTICS PARENTS CLUB, INC.

ARTICLE 1. IDENTIFICATION

Name. The name of this organization is "Westside Gymnastics Parents Club, Inc." hereinafter referred to as the "Club."

Purpose. The purpose of the Club, through member fundraising and volunteering, shall be to promote all aspects of the sport of amateur gymnastics, including participation, competition, knowledge, and interest with respect to the sport.

Affiliation. The Club primarily supports the sport of amateur gymnastics as governed by USA Gymnastics.

Rules of Order. The rules contained in Robert's Rules of Order, Revised, 1915 Version shall govern the organization in all cases to which they are applicable, and in which they are not inconsistent with the bylaws or the special rules of order of this organization.

ARTICLE 2. MEMBERSHIP

2.1 Definition. In the context of these Bylaws, the term "member" shall mean the family of a participating gymnast.

2.2 Eligibility Requirements. To be eligible for Club membership:

- 1) The participating gymnast of the member family must comply with all application and eligibility rules of USA Gymnastics in effect from time to time as they may apply to the specific competitive level of the gymnast;
- 2) The participating gymnast of the member family must be a member in good standing of the Women's Artistic Gymnastics Team of the Designated Team Organization, as defined below;
- 3) The member must pay all required Club dues and fees as established from time to time by the Board of Directors; and
- 4) The member must adhere to all required obligations of a Club member, as established from time to time by the Board of Directors. In the event that a single family has more than one participating gymnast, each participating gymnast shall constitute a separate membership with all benefits, requirements and obligations thereunto pertaining.

2.3 Designated Team Organization. The Designated Team Organization is the specific gymnastics team on which all participating gymnasts compete. The Designated Team Organization is specified by a two-thirds majority vote of the entire Club membership at either the regular annual members meeting, or a special meeting of the members called for the express purpose of specifying or changing the Designated Team Organization. There may only be one Designated Team Organization at any given time.

2.4 Membership Term. Once membership is established, such membership continues for as long as the member continues to meet all eligibility requirements, pays required dues, and satisfies member obligations, or until the Board of Directors terminates membership under the provisions of these Bylaws.

2.5 Members' Quorum. A majority of the number of members shall constitute a quorum for the transaction of business at any meeting of the members.

2.6 Annual Members Meeting. The members shall meet in June of each year at such time and place determined by the Board of Directors for the purpose of electing directors for the ensuing year and for the transaction of such other business as may come before the meeting. Notice of the annual members meeting shall be posted in the manner specified by the Board of Directors at least seven (7) calendar days prior to the meeting date. Such notice will contain the agenda of matters to be presented at the meeting. The annual members meeting will consist of a public session open to all interested parties, and, optionally at the discretion of the membership, a private session open only to Club members and specific individuals or organizations invited by the membership to attend the private session.

2.7 Special Meetings of the Members. Special meetings of the members may be called by the President, Board of Directors, or any five (5) members. Notice of each special meeting of the members shall be posted in the manner specified by the Board of Directors at least seven (7) calendar days prior to the meeting date. Such notice will contain the agenda of matters to be presented at the meeting, as well as the time and place of the meeting as set by the Board of Directors. Only matters within the purpose or purposes described in the meeting notice may be conducted at a special meeting of members.

2.8 Members, Manner of Acting. The act of the majority of the members present at a meeting at which a quorum is present when the vote is taken shall be the act of the members unless the Articles of Incorporation or these Bylaws require a greater percentage. Any or all members may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all members participating may simultaneously hear each other during the meeting. A member participating in a meeting by this means is deemed to be present in person at the meeting.

2.9 Members' Action without a Meeting. Any action required or permitted to be taken by the members at a meeting may be taken without a meeting if all the members take the action, each one signs a written consent describing the action taken, and the consents are filed with the records of the Club. Action taken by consent is effective when the last member signs the consent, unless the consent specifies a different effective date. A signed consent has the effect of a meeting vote and may be so described in any document.

2.10 Members' Voting Rights. Each family that constitutes a Club membership, with the exception of the Club President, shall have one vote on all matters subject to a vote of the members. The President shall have one vote in the case of any tie on any matter then subject to

a vote. In the event that a given family has more than one participating gymnast, that family will have one vote per gymnast.

2.11 Members Right to Repeal. Any action taken by the Board of Directors may be overturned by a majority vote of the entire membership at any annual or special meeting of the membership duly called for that purpose.

2.12 Membership Termination. An individual Club membership may be terminated or suspended by a majority vote of the entire Board of Directors at a duly constituted Board of Directors meeting called for the express purpose of voting on the membership termination or suspension. Before terminating or suspending a member, the Board of Directors shall give notice to the member at least 15 days before the vote and such notice shall state the reason for termination or suspension. At least 5 days before the date of termination or suspension, the member shall be given an opportunity to be heard, orally or in writing, to withdraw the proposed termination or suspension. A member who has been terminated or suspended may be liable to the Club for dues, assessments or fees as a result of obligations incurred by the member before termination or suspension.

ARTICLE 3. BOARD OF DIRECTORS

3.1 General Powers. All corporate powers shall be exercised by, or under the authority of, the Board of Directors, and the business and affairs of the Club shall be managed under the direction of the Board of Directors.

3.2 Number, Tenure, and Qualifications of Board of Directors. Each director shall hold office for a period of one year, with each term expiring annually in conjunction with the election of new officers, or until removed. However, if the director's term expires, the director shall continue to serve until the director's successor shall have been elected and qualified or until there is a decrease in the number of directors. To qualify for a seat on the Board of Directors, an individual must be the parent or legal guardian of a current participating gymnast, and a member in good standing of the Club. If an acting director loses his or her qualification for directorship due to the voluntary retirement of the participating gymnast, that director may, at his or her option, continue to serve as a director for the remainder of his or her current term. Both parents of a participating gymnast may simultaneously serve on the Board of Directors with separate voting rights thereunto pertaining.

3.3 Election of Board of Directors. Directors shall be nominated the month before the annual member's meeting and voted on by the full membership at the annual members' meeting (typically in June). Each term shall begin as the date of appointment. The directors shall be elected or re-elected by a majority vote of the entire membership from a slate of nominees submitted by a committee of three (3) directors appointed by the Board of Directors for that purpose. Such election shall take place at the annual members meeting each year.

3.4 Annual Meetings. The Board of Directors shall hold its annual meeting on the same date and in the same location as the annual member meeting, or at such times and in such places as the Board of Directors may determine in advance. At each annual meeting, the Board shall elect the officers of the Corporation, and may transact any other business that may properly be brought before a meeting of the Board of Directors.

3.5 Vacancies and Additions to Board Other Than at Annual Meetings. If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of directors, the members may fill the vacancy. During such time that the members fail or are unable to fill such vacancies then and until the members act, the Board of Directors may fill the vacancy with the following provisions:

If the directors remaining in office constitute fewer than a quorum of the Board of Directors, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office;

If a vacancy will occur at a specific later date (by reason of a resignation or disqualification effective at a later date) it may be filled before the vacancy occurs but the new director may not take office until the vacancy occurs.

3.6 Regular Meetings. The Board of Directors shall meet each year in conjunction with the annual members meeting. In addition, the Board of Directors will meet at such other times as determined by the Board of Directors in its discretion for the purpose of conducting the business of the Club. Notice of each meeting of the Board of Directors shall be posted for the benefit of the entire membership in the manner specified by the Board of Directors at least three (3) business days prior to the meeting date. Such notice is not required to contain the agenda or discussion of matters to be presented at the meeting. Regular meetings of the Board of Directors will consist of a public session open to all interested parties, and, optionally at the discretion of the Board of Directors, a private session open only to Club directors, Club members, and specific individuals or organizations invited by the Board of Directors to attend the private session. Regular meetings of the Board of Directors will be held at the place and time specified by the Board of Directors in the meeting notice.

3.7 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) officers five (5) directors. Notice of each special meeting of the Board of Directors shall be posted in the manner specified by the Board of Directors at least seven (7) calendar days prior to the meeting date. Such notice will contain the agenda of matters to be presented at the meeting, as well as the time and place of the meeting as set by the Board of Directors.

3.8 Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board individually or collectively consent in writing to such action.

3.9 Place of Meetings. The Board of Directors may hold its meetings at any place within or without the State of Oregon as may be specified in the respective notices of such meetings. In

the absence of such specification, meetings shall be held at the principal office of the Corporation. Members of the Board of Directors may participate in any meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

3.10 Quorum. A majority of the total number of directors shall constitute a quorum for the transaction of business.

3.11 Compensation. Directors shall not receive compensation for their services but may be reimbursed for travel and other necessary expenses incurred in attending meetings and transacting business of the Corporation.

3.12 Board Member Attendance. An elected Board Member who is absent from two (2) consecutive meetings of the Board shall be encouraged to reevaluate with the Chair of the Board his/her commitment to the Organization. The Board may deem a Board member who has missed two (2) consecutive meetings without such reevaluation with the Chair to have resigned from the Board.

3.13 Resignation. Any Director may resign at any time by giving written notice of such resignation to the President or to the Secretary of the Corporation. Unless the written notice of resignation specifies a later date, a Director's resignation shall be effective upon delivery.

3.14 Removal. Any Director may be removed from the board, with or without cause, by a majority vote of the members at a member meeting where quorum is present.

ARTICLE 4. OFFICERS

4.1 Offices. The officers of the Club shall be chosen by the Board of Directors and may consist of a President, Co-President or Vice-President, Secretary, Treasurer and Co-Treasurer, Optional Team Representative, Compulsory Team Representative, and Fundraising Chair. The Club may determine each year to add or remove from the list of officers above, but the minimum required shall be President, Vice-President, Secretary, and Treasurer. The same individual may hold simultaneously more than one office in the Club, with the exception that the same person may not serve as President and Treasurer in the same term. To qualify for a position, an individual must be in good standing as a member of the Club and may not be an employee, owner, or authorized representative of the Designated Team Organization.

4.2 Term of Officers. Each officer shall hold office for a period of one year. No person shall serve more than three (3) consecutive terms in the same office unless a majority of the Board, during the course of a Board meeting at which a quorum is present, votes to appoint an officer to one additional year. No person shall serve more than four (4) consecutive years in the same position. After serving the total number of consecutive years as an officer in a single position, a

member may be eligible for reconsideration as an officer in that same position after one year has passed since the conclusion of such officer's service in that position.

4.3 Removal of Officers. Any officer may be removed or replaced, either with or without cause or advance notice, by vote of a majority of the Directors present at a meeting of Directors at which such vote is taken; but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer or agent shall not of itself create contract rights. Removal as an officer shall also constitute removal from the Executive Committee, if such committee is created.

4.4 Resignation. Any officer may resign their office at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Club, unless some other time be fixed in the resignation, and then from that time. The acceptance of a resignation shall not be required to make it effective.

4.5 President. The President shall preside over all meetings of the Board of Directors and shall be the ex-officio chair of all committees including other standing and temporary committees. The President has the full authority to represent the Club on all matters and to sign checks, contracts and other documents and instruments on behalf of the Club. The President maintains the Club website.

4.6 Vice-President. The Vice-President shall assist the President from time to time as necessary to enable the President to carry out his or her duties and shall, in the absence of the President or the inability of the President to act as such, preside at all meetings of the Club Board of Directors and to generally conduct the affairs of the Club as is necessary. Additionally, the Vice-President shall have direct authority and responsibility for managing the activities of specific Club committees as assigned by the Board of Directors.

4.8 Secretary. The Secretary shall:

- (1) Keep the minutes of the proceedings of all regular and special meetings of the Board of Directors and all meetings of the Club Executive Committee;
- (2) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (3) Be custodian of the corporate records;
- (4) When requested or required, authenticate any records of the Club;
- (5) Keep a register of the names, addresses and phone numbers of all Club directors, officers, and committee members;
- (6) Keep a register of the names, addresses and phone numbers of all Club members and the parent(s) or guardian(s) of Club members.
- (7) In general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

4.9 Treasurer and Co-Treasurer. The Treasurer and Co-Treasurer shall:

- (1) Have charge and custody of and be responsible for all funds and securities of the Club;

- (2) Receive and give receipts for monies due and payable to the Club from any source whatsoever, and deposit all such money in the name of the Club in such banks, trust companies, or other depositories as shall be selected by the Board of Directors;
- (3) Issue payment from Club funds for all debts and payables incurred in the name of the Club;
- (4) Any single payment exceeding \$5,000 shall require the co-signature of either the President or Vice President.
- (5) Any payment exceeding \$10,000 shall require prior approval of the Board of Directors.
- (6) Maintain proper and detailed financial records of all monetary transactions of the Club;
- (7) Prepare a statement of financial position of the Club annually in conjunction with the conclusion of the Club's fiscal year, and upon request of the Club and/or Board of Directors;
- (8) Prepare and propose an annual budget for the Board's approval;
- (9) Prepare and submit to the Board for approval prior to filing all annual and other periodic federal, state and local income tax returns and other corporate reports as are required under applicable law; and
- (10) In general perform all of the duties incident to the office of Treasurer and Co-Treasurer and such other duties as from time to time may be assigned to the Treasurer and Co-Treasurer by the President or by the Board of Directors.

4.10 Fundraising Chair. The Fundraising Chair shall have direct authority and responsibility for managing the activities of specific Club committees, most notably those committees involved in fundraising activities, as assigned by the Board of Directors.

4.11 Level Representatives. There shall be a minimum of two Level Representatives, one for Compulsory levels and one for Optional levels, but may be one per level or groups of levels as decided by the Board of Directors. Level Representatives shall help facilitate communications to their member families.

4.12 Compensation. Officers shall not receive compensation for their services.

ARTICLE 5. COMMITTEES

5.1 Executive Committee. The Club shall have an Executive Committee which shall meet or otherwise act from time to time between Board of Directors meetings, and at the call of the President. The Executive Committee shall have the authority to administer the affairs of the Club during all interim periods between Board of Directors meetings. All of the activities of the Executive Committee shall be reported to the Board of Directors at the meeting of the Board of Directors immediately following the undertaking of such action. The Executive Committee shall be comprised of the President, Vice-President, Secretary, Co-Treasurers, and Level Representatives.

5.2 Other Committees. Various permanent and temporary committees may be designated from time to time by the President or the Board of Directors. Each committee will consist of a chairperson appointed by the President or the Board of Directors. All committee chairpersons must also be current directors on the Club's Board of Directors. Each committee may or may not

have additional committee members appointed by the President, the Board of Directors, or the committee chairperson. Additional committee members will normally be the parent or legal guardian of a current Club member family. However, subject to approval by the President or Board of Directors, any interested party may serve as a committee member. For each committee formed, one Club officer will be appointed by the President or the Board of Directors to act as committee coordinator. The committee coordinator will be ultimately responsible for, and will report to the Executive Committee and the Board of Directors on, all actions taken by the committee.

ARTICLE 6. INDEMNIFICATION OF DIRECTORS, OFFICERS, AGENTS, AND EMPLOYEES

6.1 General Provision. The Club shall indemnify to the fullest extent permitted by Oregon Nonprofit Corporation Law any person who is made, or threatened to be made, a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (including any action by or in the right of the corporation) by reason of the fact that such person is or was a director, officer, employee or agent of the corporation or serves or served any other enterprise at the request of the corporation.

ARTICLE 7. AMENDMENTS

7.1 Changes to Bylaws. The Club's Board of Directors may amend the Club Bylaws by a vote of two-thirds of the entire Board of Directors at any duly constituted meeting of the Board of Directors provided that:

- (1) No amendment of the Bylaws shall change the purpose of the Club as expressed in Article II of the Club's Articles of Incorporation; and
- (2) No amendment of the Bylaws shall be contrary to the provisions of Article VI of the Club's Articles of Incorporation, which states in essence that the Club shall never operate in any mode other than that of a non-profit corporation.
- (3) An amendment to the articles of incorporation or bylaws to add to, change or delete the vote required for any action of the members must be approved by the members.

ARTICLE 8. EXECUTION OF CORPORATE INSTRUMENTS

8.1 Execution of Corporate Instruments. The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, to sign the Club name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Club.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Club, promissory notes, deeds of trust, mortgages, other evidences of indebtedness of the Club, other organization instruments or documents, memberships in other organizations, and certificates of shares of stock owned by the Club shall be executed, signed, and/or endorsed by the President or Co-Treasurers.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Club, or in special accounts of the Club, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

8.2 Loans and Contracts. No loans or advances shall be contracted on behalf of the Club and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board, no officer or other agent of the Club may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club.

ARTICLE 9. FISCAL YEAR

9.1 Fiscal Year. The fiscal year for the club shall end on June 30.

ARTICLE 10. DISSOLUTION

10.1 General Provision. Upon dissolution of the Club, its assets shall be distributed in accordance with the provisions of Article VIII of the Club's Articles of Incorporation.

Adopted this 3rd day of April, 2024
Kathryn Goforth, President
Jessica Jones, Secretary