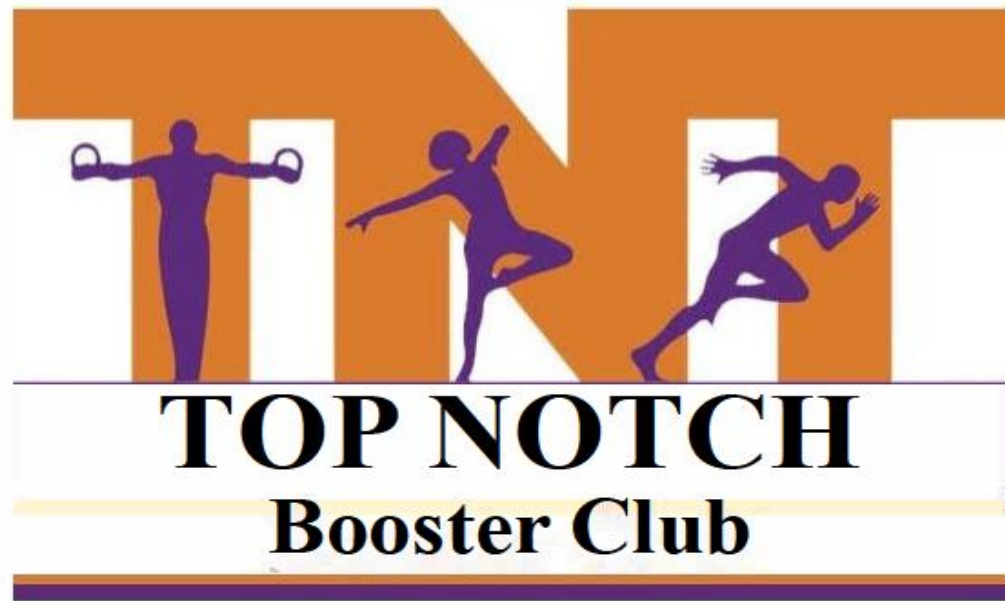


Top Notch Booster Club, Inc.



Mission Statement

The Top Notch Booster Club is a not-for-profit organization formed by the parents of the members of the Top Notch Training Center Competitive Team to assist and support the Top Notch Training Center Competitive programs. The corporation is organized and will be operated exclusively for charitable and educational purposes, including supporting and encouraging all team members mentally, physically, emotionally and financially in their gymnastic endeavors as well as encouraging and expanding opportunities for competitive gymnastic experiences for all members.

Bylaws of Top Notch Booster Club, Inc.

A Georgia Non-Profit Corporation

Approved as of July 6, 2021

Article I

Name

1.01 The name of this organization shall be Top Notch Booster Club, Incorporated, located at 3145 Northwoods Parkway, Suite 100, Norcross, Georgia 30071. Hereafter referred to as Booster Club.

Article II

Purpose

2.01 Primary purpose. The primary purpose of the corporation shall be to provide encouragement and expanded opportunities for competitive gymnastic experiences including, but not limited to, promotion of quality amateur gymnastics of all levels of achievement of any sex, race, color, creed, sexual orientation, sexual identity, ethnicity or national origin, without prejudice.

2.02 Secondary purpose. Secondary objectives of the corporation shall include:

- a) Assistance in paying for the costs incurred by competitive gymnastic teams and their members, as directed by the vote of the membership of the corporation;
- b) To provide an effective and efficient means of communication among the corporation members, the community, and the competitive gymnastic teams and individual gymnasts;
- c) To promote mental, physical, and moral development of participants, members, and gymnasts as outlined in the code of conduct;
- d) To provide tickets to gymnasts, corporation members, and other persons to competitive gymnastic events;
- e) Any and all other methods and means, as approved by the membership, which would serve to promote competitive gymnastic opportunities.
- f) All Fundraising activities shall be for the sole purpose of providing supplementary financial support to Top Notch Training Center Competition activities, hosted meet services, coaches per diem allotment, excluding uniforms
- g) To fund and award the gymnasts and coaches based upon their achievements obtained during the season; including but not limited to end of year banquet, gymnasts team building activities, and key competition accomplishments throughout the season

Article III

Membership

3.01 Membership Classification. Membership, in Top Notch Booster Club, Incorporated, shall include a parent or legal guardian of one or more competitive gymnast(s), who have satisfied the following criteria:

- a) Said parent or legal guardian of one or more competitive gymnast(s) has filled out the required membership forms and turned them in as laid out in the instructions given at the Annual Meeting or in written correspondence immediately following that meeting
- b) Said parent or legal guardian, or the spouse of said parent or legal guardian of a competitive gymnast has agreed to a time commitment, acceptable to the Board of Directors;
- c) Said parent or legal guardian, or the spouse of said parent or legal guardian of a competitive gymnast has agreed to a committee requirement, acceptable to the Board of Directors.
- d) Said parent or legal guardian, or the spouse of said parent or legal guardian of a competitive gymnast must read the Top Notch Booster Club Handbook, (Handbook), complete and sign the Handbook Acknowledgement Sheet, as required by Top Notch Training Booster Club. Membership year runs from July 1st through June 30th.

3.02 Eligibility for Membership. Membership shall be open to any person who wishes to promote the sport of gymnastics and has satisfied the criteria established in section 3.01 of these Bylaws. 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.

3.03 Annual Fee & Competition Fees: Membership is defined as having active involvement in Booster or gymnastics related events and activities that are outlined in the Top Notch Booster Club Handbook. The Annual Dues are \$35 per gymnast. Competition fees are determined and governed by the annual budget for each competition season fiscal year.

- a) The Executive Board (the Board) shall establish the initial and annual dues for membership in the corporation. The billing and collection of dues shall be in a manner prescribed by the Board. In order to be deemed a member for each season, the gymnast must be on our competitive team by December 15 of that respective year.
- b) It is the policy of the Top Notch Booster Club, Inc. (TNBC) that all fees assessed to members of the same competition level be the same, regardless of whether the funds are raised through a fundraising activity or through cash/credit payment. The support of a gymnastics team member will not depend on the fundraising effort of a team member's family. We will make this policy clear to our members.
- c) In line with the goal of helping parents fund their financial commitments, the Top Notch Booster Club, Inc. (TNBC). will encourage participation in any fundraising programs that allows for a portion

of the proceeds raised by each family to be credited to the gymnasts' individual accounts, respectively, to offset competition fees, and any excess amount may be utilized for approved expenses in the current fiscal year such as reimbursements for travel expenses associated with meets.

d) Fundraising Proceeds, Meet Income, Sponsorship Income, and Commitment Fees will be placed into a general fund which includes and will be used toward: administrative costs, events supporting the athletes, other gymnast events, coaches' meet and clinic expenses, meet registration fees for the season, coaches and gymnasts' gifts, expenses related to summer camp, and any other expenses to support and promote the sport as deemed appropriate by the Board.

3.04 Termination of Membership. Membership may be terminated by the Board on the occurrence of any of the following events:

a) Failure to pay fees within sixty (60) days after written notice of payment due.

b) Failure to satisfy the requirements of section 3.01, 3.02, or 3.03 of this article.

3.05 Annual meeting. The Annual Meeting of the members shall be held in August of each year, or soon thereafter as convenient, as scheduled by the Board of Directors along with the coaches. At each Annual Meeting, Board shall be elected by the members and any other business shall be transacted that may come before the meeting. All meetings are open to the general public.

3.06 Special meetings / Committee Meetings. Special meetings of the members or meetings of the Committees may be called by the Board, by Booster Advisors (Gymnastics Directors), or by the President. Such meetings may also be called by the President or Secretary at the written request of not less than 10 percent of the members.

3.07 Monthly meetings. Regular meetings of the Board may be held every month. At such meetings, the Board may address issues pertinent to membership. As the meet grows closer, the need for more frequent meetings may be necessary.

3.08 Budget and Planning meeting. At the first monthly meeting following the commencement of the fiscal year, being August 1st, or at a meeting as soon thereafter as is practical, the Board shall conduct a budget and planning meeting. All groups and committees authorized by the Board, may present their annual plans for acceptance by the general membership, including the budget for that fiscal year.

3.09 Place of meetings. All membership meetings shall be held at the corporation's principal office or at any other place determined by the Board and stated in the notice of the meeting.

- 3.10 Notice of Meetings of the Membership. Except as otherwise provided by statute or these Bylaws, written notice of the time, place, and purposes of a membership meeting shall be given not less than ten days nor more than sixty days before the date of the meeting. Notice shall be given to each member of record entitled to vote at the meeting.
- 3.11 Quorum. 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 without further notice.
- 3.12 Voting. The membership shall be entitled to vote on the election of the Board of Directors , the adoption of the budget, the adoption or modification of the Bylaws, and the adoption or modification of membership requirements. Each member (family) present is entitled to one vote on each matter submitted to a vote. A vote may be cast either orally or in writing. When an action, other than the election of Directors, adoption or modification of the Bylaws, adoption or modification of membership requirements, or adoption or modification of the annual budget is to be taken by a vote of the members, it shall be authorized by a majority of the votes cast the members present and entitled to vote, unless a greater vote is required by statute. Directors shall be elected by a plurality of votes cast at any election. Adoption or modification of Bylaws, adoption or modification of membership requirements, or adoption or modification of an annual budget shall require a two-thirds majority of those voting.

Article IV

Board

- 4.01 General Powers. The business, property, and day-to-day affairs of the corporation shall be managed by the Board.
- 4.02 Number. There shall be not less than three nor more than twelve voting Directors on the Board as shall be fixed from time to time by the Board.
- 4.03 Qualifications. Voting Directors must be members of the corporation. It is the expressed hope and desire of the membership that a representative of each competing class of gymnasts shall serve as a member of the Board. If a Board Member's child chooses to leave the competitive team for any reason, the Board Member may choose to finish out his or her term on the Board if it serves best the goals of the Board and the Club. Alternatively, the Board may follow the procedure outlined in section 4.07 below.
- 4.04 Tenure. Board of Directors shall be elected at each annual meeting to hold office until the Board

Member's successor is elected and qualified, or until the Board Member's death, resignation, or removal.

- 4.05 Resignation. A Board Member may resign at any time by providing a 90 day written notice to the Corporation. Notice of resignation will be effective on receipt or at a later time designated by the notice. All notices of resignation shall execute the transition plan checklist by position to ensure the booster is in good standing. Board Members, who do not follow proper protocol, thereby hindering the Booster's good standing, are prohibited from running for any future Board Member positions.
- 4.06 Removal. Any Board Member may be removed, with or without cause, by a majority vote of the members entitled to vote at an election of Board of Directors. Board of Directors that are not performing their essential role and responsibility governed by the Top Notch Training Booster Club may be removed by the Gymnastics Directors of Top Notch Training Center in the event activities defined by the Bylaws are not being met and the fiduciary responsibilities are non-compliant. The Gymnastics Director must call for a member's meeting, to ensure that the dissolution of the Booster does not occur as a result of inactivity, on behalf of the Majority of the Board of Directors or all of the Board of Directors in accordance with section 3.06. Each person so elected shall be a Board Member for a term of office continuing until the next election of Board of Directors by the members.
- 4.07 Board Vacancies. A vacancy on the Board may be filled with a member selected by the remaining Members on the Board, even if less than a quorum of the Board, unless filled by proper action of the members in accordance with section 3.07 of the Bylaws. Each person so elected shall be a Board Member for a term of office continuing until the next election of Board of Directors by the members.
- 4.08 Annual Meeting. An annual meeting shall be held each year in conjunction with the annual membership meeting.
- 4.09 Regular Meetings. Regular meetings of the Board may be held at the time and place as determined by a Board resolution without notice other than positing of the resolution. Anyone on the Booster Club may attend but only the Board may vote.
- 4.10 Special/Closed Meetings. Special/Closed meetings of the Board may be called by the President or any two Board of Directors at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each Board Member by email or delivery to the members' mailboxes, by the newsletter or posting at the gym, at least seven days before the meeting. Booster Club members not on the Board will not be permitted to attend a closed meeting unless specifically invited.

- 4.11 Statement of Purpose. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board needs to be specified in the notice for that meeting.
- 4.12 Waiver of Notice. The attendance of a Board Member at a Board meeting shall constitute a waiver of notice of the meeting, except where a Board Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the Board Member may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.
- 4.13 Quorum. A majority of the Board of Directors then in office constitutes a quorum for the transaction of any business at any meeting of the Board. Actions voted on by a majority of Board of Directors present at a meeting where a quorum is present shall constitute authorized actions of the Board.
- 4.14 Consent to Corporate Actions. Any action required or permitted to be taken pursuant to Board authorization may be taken without a meeting if, before or after the action, all Board of Directors' consent to the action in writing. Written consents shall be filed with the minutes of the Board's proceeding.

Article V Officers

- 5.01 Number. The Officers of the Corporation shall comprise the Board and shall be elected by the Membership as in section 3.12 above. The officers shall include a President, Co- President, Vice-President, Co- Vice President, Treasurer, Co-Treasurer , Secretary, Co-Secretary, a Fundraising chairperson, and a Team Building chairperson. There may also be level representatives, Prior President and Prior Vice President, and such other officers, as the Board deems appropriate to support smooth and orderly transition of efforts. The President shall be a voting member of the Board. Two or more offices may be held by the same person, but such person shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or by the President or by the Board to be executed, acknowledged, or verified by two or more officers. First year members will not be considered for an Officer position.
- 5.02 Term of Office. Each Officer shall hold office for the term appointed and until a successor is appointed and qualified. A Term for the offices of President, Vice President, Treasurer, and Secretary is two (2) years. A Term for the offices of Co-President, Co-Vice President, Co-Treasurer, and Co-Secretary is one (1) year. An Officer may resign at any time by providing (90) day written notice to the Corporation. Notice of resignation is effective on receipt or at a later time designated in the notice. All notices of resignation should execute the appropriate transition plan by position to ensure the booster is in good standing.
- 5.03 Removal. An Officer appointed by the Board may be removed from office with or without cause by vote

of a majority of the Board. The removal shall be without prejudice to the person's contract rights, if any. Appointment to an Office does not of itself create contract rights. Removal of an officer appointed by the Board may be filled as outlined in section

- 5.04 Vacancies. A vacancy in any Office for any reason may be filled by the Board as in section 4.07 above.
- 5.05 President & Co-President. The Presidents shall be the chief executive officer of the corporation and shall:
- a) Have authority over the general control and management of the business and affairs of the corporation;
 - b) Have the power to appoint or discharge employees, agents, or independent contractors, to determine their duties, to fix their compensation; and is required to appoint or discharges as needed to facilitate activities outlined in the Bylaws;
 - c) Sign all corporate documents and agreements on behalf of the corporation, unless the President or the;
Board instructs that the signing be done with or by some other officer, agent, or employee;
 - d) See that all actions taken by the Board are executed and shall perform all other duties incident to the office;
 - e) Establish communication & a cooperative relationship between the TNBC and Top Notch Training Center;
 - f) To oversee and be responsible for the Booster Club as a organization;
 - h) To plan and run the Booster Club meetings, as well as coordinate the drafting of the meeting agenda with the secretary;
 - i) To communicate with the Gymnastics Directors prior to every monthly meeting regarding the general business of the booster club;
 - j) To assist with appointments of committees from the general membership as needed
 - k) To call Executive Board meetings when deemed necessary as outlined in the by-laws
 - l) To act as a representative of the Boosters at other functions; and,
 - m) To perform other duties as requested and necessary by the Executive Board.

- 5.06 Vice-President & Co-Vice President. The Vice-Presidents shall:
- a) Perform the duties of the President in his/her absence; and in the event the President is unable;
 - b) Help to supervise the support committee (along with the Team Building Chair) and financial team (Treasurer & Co-Treasurer);
 - c) Assist Presidents in performing the responsibilities of the Booster club;
 - d) Steps in to any role vacated by other Board of Directors;
 - e) To appoint committees from the general membership as needed to support and facilitate; activities outlined in the By-laws; and,
 - e) Other duties, as necessary.

5.07 Treasurer & Co-Treasurer: These position(s) shall serve as the Treasures of the corporation and shall:

- a) Have charge and custody over all corporate funds and securities;
- b) Keep accurate books and records of corporate receipts and disbursements;
- c) To collect, deposit, and disburse all monies of the Boosters as directed by the Executive Board, and received by the corporation at such depositories in the corporation's name that may be designated by the Board;
- d) Oversight of Booster Club compliance with all laws and regulations regarding not-for-profit status & our 501(c)(3) standing;
- e) Complete all required corporate and tax filings;
- f) Establish budget for both the TNBC as well as individual team and/or committee budgets as necessary;
- g) Regular reporting to the Board and accountability to members regarding financial status of the TNBC;
- h) Timely payment of all expenses;
- i) Coordination with meet committee members to manage all meet expenses and income;
- j) Distribution of above duties to other designated Board of Directors as provided by the Board of Directors while retaining oversight of financial operations;
- k) Reporting to the Committee as necessary; and,
- l) Other duties, as needed.

5.08 Secretary/Co-Secretary. The secretaries shall:

- a) Keep and distribute minutes of all meetings;
- b) Organize records of attendance at all events & meetings;
- c) Be responsible for providing notice to each member as required by law, the articles of incorporation, or these Bylaws;
- d) Be the custodian of corporate records;
- e) Keep a register of the names and addresses of each gymnast and their families, as well as listing the Board of Directors;
- f) Perform all duties incident to the office and other duties assigned by the president or the Board;
- g) Distribute gym information to parents;
- h) Supervise one of the Booster Club Committees; and,
- i) Other duties, as needed.

5.09 Fundraising / Sponsorship Committee Chair. The Fundraising / Sponsorship Committee Chair shall:

- a) Investigate, propose and oversee the coordination and implementation of fundraising opportunities for the Booster Club;
- b) Form sub-committees to coordinate and implement fundraising opportunities;

- c) Complete and/or ensure the completion of a financial report of each fundraising opportunity to be submitted to the treasurer; and
- d) Perform all duties incident to the office and other duties assigned by the president or the Board.
- e) Work with the membership to obtain sponsors where applicable
- f) Other duties, as needed

5.10 Team Building & Events Chair. The Team Building & Events chair shall:

- a) Is in charge of the banquet and holiday party as well as all team building events;
- b) Investigate, propose, and oversee the coordination and implementation of team building events for the Booster Club, gymnastics team families, team gymnasts, as well as owners, coaches and staff of Top Notch Training School of Gymnastics.
- c) Develop a calendar of team building events for the fiscal year with budgets for each event;
- d) Form sub-committees to coordinate and implement team building events;
- e) Complete and/or ensure the completion of a report of each team building event for submission to the Board & financial team; and
- f) Perform all duties incident to the office and other duties assigned by the president or the Board.
- g) Other duties, as needed.

5.11 Special Representatives. (Team Rep / Team Mom, etc.) Special Representatives shall:

- a) Serve on the Board of Directors, attending regular business meetings
- b) Foster open lines of communication between the member parents of their respective competitive team and the coaches & Board
- c) Retain one vote per team represented on the Board (if two representatives are present from one team, they are still entitled to only one vote)
- d) Communicate news from the Board and Board meetings back to the members on their respective teams, also communicating member concerns back to the Board
- e) Other duties, as needed.

5.12 Level Representatives. Level Representatives do not have a Board voting right. The Level Representatives shall:

- a) Record all scores for each gymnast that competed in meet for selected level;
- b) Post scores on Bulletin Board for each gymnast for selected level and give a copy to the team's coach;
- c) Post meet results for your level on the Top Notch Training Booster Club website;
- d) To be a liaison between parents and Booster Club, on Booster Club related items only; and
- e) Perform all duties incident to the office and other duties assigned by the president or the Board.

Article VI Committees

6.01 General Powers. The Board, by resolution adopted by a vote of a majority of its Directors, may

designate one or more committees, each committee consisting of one or more members. The Board may also designate one or more members as alternative committee members who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternative committee member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the Board shall serve at the pleasure of the Board.

A committee designated by the Board may exercise any powers of the Board in managing the corporation's business and affairs, to the extent provided by resolution of the Board. However, no committee shall have the power to:

- a) Amend the articles of incorporation;
- b) Adopt an agreement of merger or consolidation;
- c) Amend the Bylaws of the corporation;
- d) Fill vacancies on the Board;
- e) Fix compensation of the Directors for serving on the Board or on a committee;
- f) Recommend to members the sale, lease, or exchange of all or substantially all of the corporation's property and assets;
- g) Recommend to the members a dissolution of the corporation or a revocation of a dissolution; or
- h) Terminate memberships.

6.02 Committees. The corporation shall operate with committees designated by the Board. Those committees currently include Communications, Support, and Fundraising, but may come to include other committees as the Board sees needs arise. Members of each committee shall be appointed each year by the Board of Directors, will be supervised by a member of the Board, and will be chaired by one of the committee members. Committees shall have the responsibilities and authority designated by the Board.

6.03 Meetings. Committees shall meet as directed by the Board or these Bylaws, and their meetings shall be governed by the rules provided in article III for meetings of the Board. Minutes shall be recorded at each committee meeting and shall be presented to the Board.

6.04 Consent to Committee Actions. Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.

Article VII
Corporate Document Procedure

7.01 All corporate documents (including stocks, bonds, agreements, insurance and annuity contracts, qualified and non-qualified deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations) shall not be signed by any officer, designated agent, or attorney-in-fact unless authorized by the Board or these Bylaws.

Article VIII
Personal Liability

8.01 The Officers of the organization shall not be personally liable for any debt, liability or obligation of the organization. All personal, corporations or other entities extending credit to, contracting with, or having claims against the organization may look only at the funds and property of the organization for payment of such contract, or claim, or for payment of any debt, damages judgment or decree, or of any money that may otherwise become due or payable to them from the organization.

Article IX
Compensation

9.01 When authorized by the Board, a person shall be reasonably compensated for services rendered to the corporation as an officer, Director, employee, agent, or independent contractor, except as prohibited by these Bylaws. We agree that our Board of Directors will be non-salaried and will not be related to salaried personnel or to parties providing services. In addition, the salaried individuals cannot vote on their own compensation and that compensation decisions will be made by the Board.

Article X
Fiscal Year

10.01 The fiscal year of the corporation shall end on August 31.

Article XI
**Amendment of
Bylaws**

11.01 These Bylaws shall be amended only by a two-third ($\frac{2}{3}$) vote of the quorum present at the Annual meeting of the current year. Any proposed amendments to the Bylaws shall be distributed to the Executive Board, members, and Gymnastics Directors at least 14 calendar prior to the Annual Meeting where such amendments may be considered for adoption or amendment.

Article XII

Dissolution

12.01 Upon dissolution of the corporation, all available funds shall be distributed to a non-profit organization operated exclusively for charitable or education purposes, preferably related to gymnastics, unless there is an incoming gymnastics team which would benefit from use of said funds. This distribution of funds must be approved by a vote of the general membership. This distribution of funds must be according to the Dissolution Provision of the Article of Incorporation, directing that dissolution be conducted to preserve status of the corporation as a non-profit corporation which shall be exempt from taxation, pursuant to the terms of the Internal Revenue Code Section 501(c)3.