BYLAWS
OF
LWR GYMNASTICS PARENTS CLUB, INC.

ARTICLE 1
IDENTITY AND DEFINITIONS

LWR Gymnastics Parents Club, Inc., a Florida corporation not for profit (the "Corporation"), has been organized for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. The primary purpose of the Corporation shall be to support organizations described in Section 501(c)(3) of the Code. The specific purpose of the Corporation shall be to promote support and expanded opportunities for competitive youth gymnastics.

ARTICLE 2
MEMBERSHIP

2.1 Membership. The membership of the Corporation shall include one parent or legal guardian of one or more competitive gymnast at Lakewood Ranch Gymnastics, who has satisfied the following criteria:

- Paid the annual contribution, as established by the Board of Directors (the "Annual Payment"), within 30 days of the assessment of the Annual Payment; and
- Satisfied the annual time commitment requirement, as established by the Board of Directors by August 31st of each year. The volunteer time commitment per athlete is 4 hours per year. In the event the parent/ guardian is unable to meet the volunteer time commitment per year there will be a $100 fee assessed for each hour up to an $400 maximum fee due to the LWRG Parents Club by September 30th of the current year.

2.3 Voting. Each member will be entitled to one vote, provided such member was a member of the Corporation on the date the notice was sent for the meeting.

2.4 Quorum. A quorum at any meeting of the Corporation's members will consist of at least one-third of the total votes of the members of the Corporation.

2.5 Proxies. Votes may be cast in person, by proxy, or by written ballot. Proxies shall be valid only for the particular meeting designated thereon and must be filed with the Secretary at or before the designated time of the meeting.

2.6 Annual Meeting. The annual meeting of all members of the Corporation shall be held during September or October at a location to be determined by the Board of Directors. The annual meeting of the Directors of the Corporation, shall be held for the purpose of electing Directors and transacting any other business authorized to be transacted by the members.

2.7 Special Meetings. Special meetings of the members may be held at the call of the President or by written request of twenty percent of the members.

2.8 Monthly Meetings. Regular meetings of the members may be held each month, as determined by the Board of Directors. At the regular meetings, the board may address issues pertinent to the membership.

2.9 Notices. Notice of the annual meeting shall be given by the Secretary to each member not less than seven days before the meeting. Notice of each special meeting shall be given by the Secretary not less than three days before the meeting. Notice of each regular meeting shall be given by the Secretary not less than three days before that meeting or posted in a conspicuous location at least 48 hours in advance of the meeting. Notice may be given by regular United States mail, personal service, including delivery to a member's mailbox at Lakewood Ranch Gymnastics, or by electronic transmission to the email address of the member on file with the Corporation.

2.10 Lack of Quorum. If any members' meeting cannot be organized because a quorum has not attended, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

2.11 Presiding Officer. At meetings of the membership, the President, or in their absence the Vice President, shall preside, or in the absence of both, the Board of Directors shall select a chairman.

ARTICLE 3
BOARD OF DIRECTORS

3.1. Number of Term of Directors. The business and affairs of the Corporation shall be managed by a Board of Directors consisting initially of seven directors. The number of Directors may be changed from time to time by resolution of the Board of Directors, but may never be less than three. All Directors must be members of the Corporation.

3.2 Duties of the Board. The Board of Directors shall be the governing body of the Corporation. It shall determine the policies and fiscal matters and, in general, assume responsibility for the direction of the affairs of the Corporation.

3.3 Vacancies. Any vacancies occurring in the Board of Directors shall be filled by a majority vote of the remaining directors. The Director thus chosen shall hold office until the end of the unexpired term to which they have been appointed.

3.4 Resignations. Any Director may resign their office at any time, such resignation to be made in writing and to take effect immediately without acceptance.

3.5 Removal of Directors. Misfeasance, malfeasance or disability of a Director shall constitute cause for thier removal from office. Any Director may be removed without cause at any time, by the vote of a majority of the Board of Directors at any special meeting called for that purpose, or at a regular meeting.

3.6 Power to Appoint Committees. The Board of Directors may appoint committees and a chairperson to assist the Board of Directors in carrying out its responsibility. The composition, purpose, and tenure of these committees are at the discretion of the Board.

3.7 Annual Reports. The President and the Treasurer shall present their respective written reports of the operation of the Corporation for the preceding year at the annual meeting of the Board of Directors.

ARTICLE 4
MEETINGS OF THE BOARD OF DIRECTORS

4.1 Annual Meeting. The annual meeting of the Board of Directors of the Corporation will be held in Manatee County, Florida, by August of each year, unless otherwise designated by the Board of Directors. The place shall be designated by the President of the Corporation, or whoever they appoint. The purpose of the Annual Meeting shall be the election of the officers who shall take office on the first day of September following their election, and the presentation of the annual reports. Notice of the annual meeting shall be given by the Secretary to each Director not less than seven days before the meeting.

4.2. Order of Business. Order of business at the annual meeting will be:

A. Reading of Notice of Meeting
B. Reading of Minutes of Previous Meeting
C. Reports of Officers
D. Reports of Committees
E. Election of Officers
F. Other Business
G. Adjournment

4.3. Annual Report. At the Annual Meeting, the President shall report on the activities and matters considered by the Corporation for the prior year. This may be done by the President or whoever they designate to report. There shall be a Treasurer's report. A written Treasurer's report shall be sent to each director and may be discussed at the meeting.

4.4. Special Meetings. Special meetings may be held at the call of the President or by written request of a majority of the Board of Directors. Notice of each special meeting shall be given by the Secretary to each Director not less than 48 hours before that meeting.

4.5 Frequency of Meetings. Meetings of the Board of Directors shall be held not less than quarterly.

4.6 Quorum. A majority of the total number of elected directors shall constitute a quorum. The act of a majority of directors present at the meeting at which a quorum is present shall be considered the act of the Board of Directors, unless otherwise specified in these bylaws.

4.7 Action by Directors Without a Quorum or Without a Meeting. Any action required to be taken at a meeting of the Board of Directors, or committee thereof, may be taken without a quorum present, or without a meeting, if a consent in writing setting forth the action so to be taken signed by all of the directors or all of the committee, as the case may be, is filed in the minutes of the proceedings of the Board or of the committee.

4.8 Voting. Every director of the Corporation, in good standing, shall have the right and be entitled to one vote upon every proposal properly submitted to vote at any meeting of the Corporation.

ARTICLE 5
OFFICERS

5.1 Officers. The officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer. Each officer shall be elected to hold office for a period of one year and may serve more than one term.

5.2. President **/Co-President**. The President and/or Co-Presidents shall:

A. Schedule and preside at all meetings of the Board of Directors and all meetings of the Executive Committee.
B. Be a member of all committees.
C. Perform all other duties usually pertaining to the office of President.

5.3. Vice President. The Vice President shall:

A. Preside at all meetings of the Board of Directors and at all meetings of the Executive Committee in the absence of the President.
B. Perform all other duties assigned by the President or by the Board of Directors.

5.4. Secretary. The Secretary shall:

A. Record the minutes of all meetings.
B. Have custody of the seal of the Corporation.
C. Perform such other duties as shall be delegated by the Board of Directors.
D. Keep a correct list of names and addresses of all members and all members of the Board of Directors.
E. Be responsible for general correspondence.
F. Maintain a file of all correspondence.
G. Give notice of the meetings required by statute, bylaws or resolution.
H. Take attendance at meetings.

5.5. Treasurer. The Treasurer shall:

A. Be custodian of all funds and securities of the Corporation and collect interest thereon.

B. Keep a record of the accounts of the Corporation and report thereon at each regular meeting of the Board of Directors.

C. Give a fiscal year-end report at the annual meeting and special reports when requested.

D. Be responsible to see that a budget is prepared each year setting forth the projected expenses and costs of the Corporation, together with anticipated revenues.

E. Deposit all moneys of the Corporation in the name of the Corporation, in a financial institution selected and designated by the Board of Directors, subject to withdrawal for authorized purposes, upon any two signatures of the President, Vice President, Treasurer, or Secretary.

F. Place all securities and other valuable papers in a safe deposit box or vault, designated by the Board of Directors, which may be opened upon any two signatures of the President, Vice President, Treasurer, or Secretary.

5.6. Fundraising Committee. The Board of Directors will appoint at least two members to serve on a Fundraising Committee. Fundraising will be completed from September 1st through August 31st each year for the upcoming season. Example: fundraising done September 1st 2023 through August 31st 2024 will be applied proportionately to each competitive team gymnast for the 2024/2025 competition season.

5.7. Election of Officers. The Board of Directors each year shall elect the officers of the Corporation. Officers shall serve until their successors are chosen and qualify. Any person may hold two or more offices, except the offices of President and Secretary, President and Treasurer, and President and Vice President.

5.8. Removal of Officers. Any officer may be removed with (or without) cause by a majority vote of the Board of Directors. Misfeasance, malfeasance or disability shall constitute cause for the removal of an officer.

ARTICLE 6
FISCAL YEAR

The fiscal year of the Corporation shall end on the 31st day of December each year.

ARTICLE 7
CORPORATE SEAL

The Board may provide a seal for the Corporation, which shall be in charge of the Secretary or such other officer as the Board may from time to time direct, and shall be affixed to such documents as may require the corporate seal.

ARTICLE 8
BOOKS AND RECORDS

8.1 Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board.

8.2 Budget. A budget must be prepared by the Treasurer each year at the end of competition season setting forth the projected expenses and costs of the Corporation, together with anticipated revenues through August 31 of the following year. Only competitive team gymnasts are supported by the Corporation each competition season. Any of the funds raised by the Corporation through August 31 of each year will be divided proportionately among all competitive team gymnasts based on the total projected costs and expenses of each type of gymnast, as determined by the Board of Directors each year. The Corporation will not participate in any fundraising program where there is a direct benefit to an individual competitive team member.

ARTICLE 9
INDEMNIFICATION

9.1 Conditions. The Corporation shall indemnify any past or present director, officer, employee or agent of the Corporation, and any person who may have served or who serves at its request as a fiduciary, against (a) any expenses and costs, including but not limited to legal and accounting fees, including costs of appeal, incurred in connection with any claim asserted against him by reason of being or having been such director, officer, employee, agent or fiduciary or in connection with any civil or criminal action, suit or proceeding which is instituted before any court or administrative body and to which they are made a party by reason of being or having been such director, officer, employee, agent or fiduciary, (b) any amounts paid in settlement of any such claim or any such action, suit or proceeding and (c) any amounts paid on any judgments rendered in any such action, suit or proceedings; provided that they acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful; provided further that, if they are adjudged in any action or suit by or in the right of the Corporation to be liable for negligence or misconduct in the performance of their duty to the Corporation, indemnification shall be made only to the extent that the court in which such action or suit was brought determines they are fairly and reasonably entitled. In no event, however, shall indemnification be made for gross negligence or willful misconduct.

9.2 Determination. Any indemnification under Paragraph 9.1, unless pursuant to a determination by a court, shall be made by the Corporation only upon a determination that indemnification is proper in the specific circumstances because the applicable standard of conduct set forth in Paragraph 9.1 has been met, made by (a) majority vote of a quorum of directors who were not parties to such action, suit or proceeding; or (b) if such quorum is unobtainable, or (even if obtainable) if a quorum of disinterested directors so direct, by independent legal counsel in a written opinion.

9.3 Additional Rights. The indemnification provided by this Article shall be in addition to any other rights which those indemnified may have under any law, agreement or resolution of the Board of Directors of the Corporation.

ARTICLE 10
AMENDMENT

These Bylaws may be amended or any part thereof may be repealed, by a majority vote plus one vote of the Board of Directors at any meeting attended by a quorum of the Board, but only if notice of the proposed action relating to these Bylaws is included in the notice of the meeting or is waived in writing by a majority of the directors.