

# **NAIGC BYLAWS**

*Version 2.0 / Last Amended 03/03/2020*

## **ARTICLE 1. NAME**

The name of this corporation is the "National Association of Intercollegiate Gymnastics Clubs," hereafter referred to as the Association or the NAIGC.

## **ARTICLE 2. PURPOSE**

This corporation is organized for charitable purposes, including, for such purposes, the support of the sport of gymnastics at the college and university level, including but not limited to the facilitation and coordination of gymnastics events at colleges and universities.

**Mission Statement:** The mission of the NAIGC is to expand opportunities for participation in the sport of gymnastics and to promote interaction among collegiate gymnastics clubs by providing structure for competition on local, regional, and national levels; facilitating communication; and building a community of support and camaraderie that encourages sportsmanship, leadership, teamwork, and fun.

## **ARTICLE 3. MEMBERSHIP**

**3.01 Classes:** The Association shall have a voting membership consisting of collegiate and/or adult gymnastics clubs. Additional classes of non-voting members may be established by the Board.

**3.02 Requirements:** Membership requirements shall be set and modified from time to time by the Board.

**3.03 Admission:** All membership shall be granted by the Board. The Board may also deny, terminate, or suspend membership so long as it does so in a manner that is reasonable and carried out in good faith.

**3.04: Powers:** The voting membership shall have the following powers and any other power granted by the Board: to elect Board Members at the annual election, to add Board Members mid-year, to recall Board Members, to amend the Articles of Incorporation or these Bylaws, and to adopt non-binding resolutions.

## **ARTICLE 4. BOARD**

**4.01 Eligibility:** All persons shall be eligible for the Board.

**4.02 Election:** Each Board Member shall be elected, or added mid-year, by the voting membership as specified in Articles 5 and 6.

**4.03 Number:** Except under cases specified in the Board Member Election Policy, there shall be a minimum of four active Board Members, and a maximum of fifteen Board Members.

**4.04 Terms:** Each Board Member shall be elected to serve a term not more than 3 years. An individual can serve as a Board Member for a maximum of 9 years in a 12 year period.

**4.05 Meetings:** The full Board shall meet at least once annually.

**4.06 Inactivity:** A Board Member will automatically be declared inactive after the second consecutive missed board meeting. A Board Member may also change his or her own status to inactive in the case of an anticipated period of absence. An inactive Board Member will not contribute towards the count of any minimum percentage of Board Members needed for a vote as required in the NAIGC Bylaws or NAIGC Voting Policy. An inactive Board Member may reset his or her status to active by attending a full board meeting.

**4.07 Offices:** Offices shall include President, Treasurer, and Secretary. Other offices may be created and modified from time to time. A list of all offices with their respective powers and duties shall be kept on record. Upon election, or in the event of a vacancy, the Board shall assign Board Members to fill vacant offices. The Board may also temporarily assign the powers and duties of an inactive office to another Board Member.

**4.08 Powers:** The Board shall have the responsibility and authority to exercise all legal powers on the Association's behalf, consistent with the Articles of Incorporation and these Bylaws. To the extent permitted under the North Carolina Nonprofit Corporation Act, the Board may delegate any of its powers to committees or individuals. Except as otherwise specified in these Bylaws or in the Voting Policy, the Board shall make decisions based on a majority vote of active directors, with the President casting a tie-breaking vote.

**4.09 Accountability:** In the event of a Board decision that is not reached unanimously, a record of each Board Member's vote shall be made public. Each Board Member shall have the option of attaching a justification for his or her vote to the public record.

**4.10 Removal:** Any Board Member may be removed by a two-thirds vote of active Board Members. A Board Member may also be recalled by a two-thirds vote of all voting members.

## **ARTICLE 5. ANNUAL MEETING**

**5.01 Invocation:** The incumbent President shall be responsible for calling the Association's annual meeting and determining its agenda. The time, location, and initial agenda shall be announced to the voting membership at least 30 days in advance.

**5.02 Annual Election of Board Members:** The annual meeting shall feature the annual election of the Board. Candidates for the Board may be nominated in advance of the election. The voting process and calculations are specified in the Board Member Election Policy.

**5.03 Voting Session:** The annual meeting may coincide with a special voting session as specified in Article 6.

**5.04 Discussion:** The annual meeting agenda shall include an open discussion period, in which no binding decisions may be made. Requests for specific discussion items to be included in the agenda may be submitted to the President.

## **ARTICLE 6. SPECIAL VOTING SESSION**

**6.01 Invocation:** A special voting session of member clubs may be requested by either the Board, or ten percent of the voting membership. The request must include reasonable evidence of Board or membership endorsement, at least one initial item to be voted upon, a reasonable procedure for collecting and recording votes, and a voting date. The request must be submitted to the Secretary, or other person designated by the Board, at least forty days before the voting date.

**6.02 Notice:** The Secretary, or other person designated by the Board, shall provide notice of all special voting sessions to each voting member. Notice of the voting date shall be given at least thirty days in advance. An agenda of all items to be voted upon and the vote collection procedure shall be given at least ten days in advance.

**6.03 Non-Binding Resolutions:** A non-binding resolution shall refer to a formal statement by the members to convey an opinion or suggestion to the Board. The vote on a non-binding resolution shall not obligate or constrain the Board.

**6.04 Initiatives:** An initiative shall refer to either a non-binding resolution, or an amendment to the Articles of Incorporation or these Bylaws. An initiative may only be introduced with the approval of either the Board or ten percent of the voting membership, and must have an initiative sponsor. To allow time for review, an initiative must be first introduced at least thirty days before the voting date. An alternative to or a derivative of a proposed initiative may be introduced no less than twenty days before the voting date. The initiative sponsor may make minor modifications to the initiative until fifteen days before the voting date.

**6.05 Recall of Directors:** A proposal to recall a Board Member may only be introduced with the approval of either the Board or ten percent of the voting membership. The proposal must be introduced at least thirty days before the voting date, to give affected parties opportunity to disclose relevant information; and the proposal must be accompanied by all substantive reasons for the removal. Two-thirds of all voting members must vote in favor of the recall for it to pass.

**6.06 Addition of Board Members:** The process for adding Board Members during a special election is outlined in the Board Member Election Policy.

## **ARTICLE 7. INDEMNIFICATION**

Every person who is or shall have been a Board Member or officer of the Association and his or her personal representatives shall be indemnified by the Association against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been a Board Member or officer of the Association or of any subsidiary or affiliate thereof, except in relation to such matters as to which he or she shall finally be adjudicated in such action, suit or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in

the performance of his or her duty as such Board Member or officer. "Costs and expenses" shall include, but without limiting the generality thereof, attorney's fees, damages, and reasonable amounts paid in settlement.

#### **ARTICLE 8. DISSOLUTION**

Upon the dissolution of the corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation to an organization or organizations which shall, at that time, qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code; or to federal, state, or local governments to be used exclusively for public purposes. Any such assets not disposed of by the Board shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, in that Court's discretion, exclusively for such public purposes, or to such organizations which qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code.

#### **ARTICLE 9. AMENDMENTS**

These Bylaws may be amended by the Board or by the voting members. A majority of all active Board Members, or a majority of all active voting members must vote in favor of the amendment for it to pass.