

**BY-LAWS
OF
NATIONAL HIGH SCHOOL GYMNASTICS ASSOCIATION**

**Article I
Name and Purpose/Mission**

Section 1- Name and Purpose

The name of the corporation shall be called The National High School Gymnastics Association, further to be known in this document as NHSGA.

The purpose / mission of the NHSGA is to promote the sport of gymnastics at the High School level, (High School is defined as grades 9-12) as well as promote the organization and development of High School gymnastics in all aspects of the sport, including, but not limited to:

developing enthusiastic public opinion in favor of the sport of gymnastics;

encouraging participation in the sport of gymnastics;

encouraging and actively supporting correct and safe methods of teaching gymnastics skills;

assisting in keeping gymnastics included as part of the physical education curriculum;

and to recognize top high school athletes by hosting a tournament specifically for them at the end of the school year.

It is also the purpose of the NHSGA to recognize the top event gymnasts in the All American Yearbook and Calendar that will showcase them. The NHSGA will be recognizing Academic All American Gymnasts with certificates and Yearbook recognition.

Other purposes can be added at the direction of the Executive Board and / or the NHSGA membership.

The National High School Gymnastics Association is committed to providing gymnasts and coaches with equal opportunity to participate without discrimination based on race, color, religion, national origin, sex, sexual orientation, age or handicap.

Section 2-

Dissolution: Upon dissolution of the NHSGA, the assets of the NHSGA shall be distributed exclusively to charitable, religious, scientific, testing for public safety,

literary or educational organizations that would then qualify under the provision of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Article II Offices

The NHSGA shall maintain an office and / or a designated location and / or a representative who will act on behalf of the NHSGA. The exact location will be determined by the Executive Board. Such an office location does not have to be in the same state where the NHSGA is incorporated.

Article III Members

Section 1- Classes of Members-The NHSGA shall have three (3) classes of members. The designation of such class and the qualification of the members of such class shall be as follows:

- A) Voting Member: Any adult who actively coaches, or has had a minimum of 5 years, of coaching women at the high school level.
- B) Associate Member: Any person of integrity, working with or interested in High School gymnastics shall be eligible to become an associate member of the NHSGA. Associate members shall have no voting rights in the NHSGA.
- C) Professional Member – Other professionals, who have a strong commitment, participate in and have an involvement in High School gymnastics may become professional members. This may include judges, certified officials, technicians and other individuals who have an area of expertise and are actively involved in High School gymnastics programs and activities. Such selection criteria will be created and established by the Executive Board and will be presented to the Executive Board for approval. This group will be given one seat on the Executive Board and shall have one vote. This group shall be allowed voting privileges; however, votes for these members will be counted individually at ½ value of a vote of a Voting Member (This Executive Board member will be called Professional Member Representative and is the current Member “At Large” that is on the Executive Board.)

Section 2: Membership

Upon completing all the appropriate registration materials, paying the annual dues and submitting one's application to the NHSGA, and having such application reviewed and approved by the Membership Committee, approval of one's membership

will not be with unreasonably withheld. Membership rejection will be sent in writing. Approved membership will be for the time period consistent with these By-laws rules and stipulations.

Section 3: Voting Rights- Each accepted and approved Voting Member shall be entitled to one vote on all issues that are submitted to the membership for such discourse. Each accepted and approved Professional Members' votes shall count according to the Membership descriptions.

Section 4: Termination of Membership- Membership is a privilege, not a granted right. The Executive Board, by affirmative vote of two-thirds (2/3's) of all of the members of the Executive Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues. A member may be suspended or expelled for their participation in any activity that is felt compromises the integrity of the NHSGA, or if they have taken part in any unethical, immoral or improper activities or disputed activities that negatively effect, be detrimental to or could be determined to damage the image or reputation of the NHSGA or the sport of High School gymnastics.

Section 5: Resignation - Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and that unpaid at the time of such resignation.

Section 6: Reinstatement- Upon written request signed by a former member and filed with the Secretary, the Executive Board may by the affirmative vote of two-thirds (2/3's) of the members of the Executive Board reinstate such former member to their previous membership status upon such terms as the Executive Board may deem appropriate.

Section 7: Transfer of Membership- Membership in NHSGA is not transferable or assignable.

Section 8: Membership Certificates- No membership certificates of the NHSGA shall be required; however membership number will be assigned on a yearly basis.

Article IV Meetings of Members

Section 1: Annual Meeting- The annual meeting of the membership shall be regularly held the day prior to the team competition of the NHSGA Senior Showcase Invitational. The Executive Board shall meet immediately following the membership meeting to further discuss any new or unfinished business. These schedules may be altered or changed in accordance with the event schedule and with complete and full

approval of the Executive Board and with appropriate and timely notification of the membership.

Section 2: Special Meeting- Special meetings of the members may be called either by the president, the Executive Board, or not less than one-third (1/3) of all the members having voting rights. Such Special Meetings must allow for no less than thirty (30) days notice and more time, up to sixty (60) days.

Section 3: Place of Annual Meeting- The location of the annual meeting will be the general location of the annual NHSGA Senior Showcase Invitational, at a site near to where the coaches' meeting is held prior to the team competition of the NHSGA Senior Showcase Invitational. The Executive Board will determine and so designate the location of the meeting for any annual meeting or for any special meeting called by the Executive Board. If no designation is made or if a special meeting would be otherwise called and approved, the place of the meeting will be determined by the President. Such a location will be both appropriate and reasonable, considering timing, costs and the availability of the ability to participate.

Section 4: Notice of Meetings- Written notice stating the place, date and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting not less than thirty (30) nor more than sixty (60) days before the date of such meeting. All meetings will also be posted on the website of the NHSGA; www.nationalhsga.com. In case of a special meeting or when required by a Statute or by these By-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail, addressed to the member at his/her address as it appears on the records of the NHSGA, with postage thereon prepaid.

Section 5: Informal Action By Members- Any action required to be taken at a meeting of the members of the NHSGA, or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 6: Quorum- The members holding one-tenth of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting at any time without further notice. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting; withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

Section 7: Proxies- Each member entitled to vote at a meeting of members or to express consent or dissent to NHSGA action in writing without a meeting may authorize another person or persons to act for him by proxy. No voting member may accept more than one (1) proxy. The proxy is only good for the designated meeting. No proxy votes

are offered extension or continuances, once the actual time and date of the vote or the meeting has passed.

Article V Executive Board

Section 1: General Powers- The general affairs of the NHSGA shall be managed by its Executive Board. The Executive Board shall have their membership fee waived for their tenure.

Section 2: Number, Tenure and Qualifications - The number of directors that constitute the Executive Board shall be seven. The titles of the Executive Board are President, Vice President, Secretary/Treasurer, Technical Director, Professional Member Representative, Member At Large and a Meet Director. Each director shall hold office for two years and until his/her successors shall have been elected and qualified. All Voting Members of the NHSGA are eligible. Persons elected to the Executive Board must be members in good standing of the NHSGA. The number of directors may be decreased to not fewer than 3 or increased to any number from time to time by amendment of this section, unless the Articles of Incorporation provide that a change in the number of directors shall be made only by amendment of the Article of Incorporation. No more than two offices shall be held by members from the same state, so as to more fairly represent the states memberships within the association. If no one from "other" states agrees to be on the Executive Board, the elected board may appoint a person to fill the position. Only one person can assume one position on the Executive Board. That is, no multiple positions may be held by one director

Section 3: Regular Meetings- A regular annual meeting of the Executive Board shall be held without other notice than these By-laws, immediately after, and at or near the same location of the annual meeting of members. The Executive Board may provide by resolution the time and place, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4: Special Meetings- Special meetings of the Executive Board may be called by or at the request of the President or any two Executive Board Members. The person or persons authorized to call special meetings of the board may fix any place as the location for holding any special meeting of the Board called by them. Such a location will be appropriate and reasonable, as it applies to costs and access.

Section 5: Notice- Notice of any special meeting of the Executive Board shall be given at least thirty (30) days previously thereto by written notice to each director at his/her address as shown by the records of the NHSGA. If a majority of the Executive Board (at least four of the seven members) are not able to attend on the date requested, a new date shall be offered and selected. It is necessary that no less than four of the members are present. Members not able to attend may participate via electronic means, either teleconferencing or via internet. If mailed, such notice shall be deemed to be

delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Notice of any special meeting of the Executive Board may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting.

The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objection to the transaction of any business because the meeting is not lawfully called or convened.

Section 6: Quorum- A majority of the Executive Board shall constitute a quorum for the transaction of business at any meeting of the board, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

Section 7: Manner of Acting- The act of a majority of the directors present at the meeting at which a quorum is present shall be the act of the Executive Board, unless the act of a greater number is required by Statute or these By-laws,

Section 8: Vacancies- Any vacancy occurring in the Executive Board or any directorship to be filled by reason of an increase in the number of directors shall be filled by the Executive Board unless the Articles of Incorporation, a Statute, or these By-laws provide that a vacancy or directorship so created shall be filled in some other manner, in which case such provision shall control. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 9: Compensation- Directors shall not receive any stated salaries for their services, but by resolution of the Executive Board, a fixed sum and expenses of attendance, if any, may be allowed for each regular or special meeting of the board, provided that nothing here in contained shall be construed to preclude any director from serving the NHSGA in any other capacity and receiving reasonable compensation therefore. Such funds must be available in the Treasury of the NHSGA and no debt shall be accrued for such purposes. The President will pre-approve any reimbursement for travel expenses.

Article VI Officers

Section 1: Officers- The officers of the NHSGA shall be one (1) President, (1) Vice President, (1) Secretary/Treasurer, (1) Professional Member Representative, (1) Technical Director (1) Meet Coordinator, and (1) Member at Large. Other non-voting officers may be added with the approval of the Executive Board such as a parliamentarian, historian or Legal counsel. Officers whose authority and duties are not prescribed in these By-laws shall have the authority and perform the duties prescribed, from time to time, assigned by the Executive Board. No more than one office or position can be held by any one person. Each officer / Executive Board Member shall have one vote when voting on issues of the NHSGA.

The Professional Member Representative will be elected by the Professional Members. If there are no Professional Members, the Executive Board will appoint this position.

Section 2: Election and Term of Office- Only current and active members have the right to vote. Vacancies may be filled or new offices created and filled at any meeting of the Executive Board. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

Section 2a: Election Procedure: A “Call for Nomination” shall take place from March 1st until -30th, on even/odd years, to be determined by the Executive Board. Nomination forms may be downloaded from the NHSGA website. All completed nominations forms will be sent to the President and webmaster and / or Secretary to be posted on the website for all membership to view prior to voting. The Call for Nominations will be closed on March 30th at midnight, at which time the ballot for the next Executive Board will then be posted on the website. There will be NO write-ins accepted and no additions after the deadline posting time and date. Only Voting Members and Professional Members as recorded by the Secretary on March 1 of the year of the election shall be eligible to vote.

Voting shall then take place from April 15th until midnight on April 30th. Ballots will be sent to a designated location / individual, so designated and approved by the Executive Board. The designee, with at least two (2) non-affiliated / non-associated witnesses, will then count the ballots and send the ballots and original envelopes; sealed, to the current Secretary. The designee will sign an official statement, also signed by the witnesses as to the exact number of votes counted for each office. This will be sent under separate cover and via a traceable and a secure method, to the Secretary or to the NHSGA legal counsel. The designee will also send a summary of the results to the current President at which time he/she will share the results with the current and the newly elected board. There will be a meeting of the past and incoming board to transfer the power and authority to the new Executive Board, pass off any necessary forms, documents and information pertaining to the effective running of the NHSGA. Such meeting place will be decided upon by the majority of the current Executive Board and newly elected board. New officer responsibilities shall begin on August first, with the new membership year.

Section 3: Removal- Any officer elected or appointed by the Executive Board be removed by the Executive Board by unanimous vote of the other members of the Executive Board, whenever, in its judgment the best interest of the NHSGA would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. The appropriate “due process” will be in order and verified. Such action will only be supported through the terms and conditions contained within these By-laws or the other jurisdictional documents.

Section 4: Duties of Officers

A. President-

The President shall:

Be the principal executive officer of the NHSGA. Subject to the direction and control of the Executive Board, he/she shall be in charge of the business and affairs of the NHSGA; he/she shall see that the resolution and directive of the Executive Board are carried into effect except in those instances in which that responsibility is assigned to some other person by the Executive Board; and in general, he/she shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Executive Board. He/she shall preside at all meetings of the members and of the Executive Board. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the NHSGA or a different mode of execution is expressly prescribed by the Executive Board or these by-laws, he may execute for the NHSGA any contracts, deeds, mortgages, bonds, or to other instruments which the Executive Board has authorized to be executed, and he may accomplish such execution either under or without the seal of the NHSGA and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the Executive Board, according to the requirements of the form of the instrument. He/she may vote all securities which the NHSGA is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the NHSGA of the Executive Board. The President shall support and work in cooperation with the meet director to insure the successful operations of the meet.

B. Vice President

The Vice President shall:

1. Take the place of and perform duties of the President in his/her absence.
2. Assist the President in the performance of his/her duties whenever possible.
3. Coordinate the awards for the outstanding performances and services to the association, which includes the All-American Certificates, rankings and collection of fees as they pertain to All-American status.
Collating/assembling these rankings along with photos of the top three gymnasts in each event and to facilitate the timely production of the NHSGA Calendar/Yearbooks.
4. Coordinate/receive/distribute Academic All American Awards as well.
5. Send any collected fees to the Treasurer in a timely manner to be deposited in the NHSGA account.
6. Assist the NHSGA Coordinator in the running of the Invitational.
7. Assist in handing out awards at the NHSGA Invitational.
8. Other duties as assigned by the President and/or the Executive Board.

C. Secretary/Treasurer:

The Secretary shall:

1. Record and distribute the minutes of the NHSGA meeting minutes. If he/she is unable to attend the annual meeting, she/he must assign another NHSGA member to take minutes and vote in his/her place.
2. Maintain all NHSGA records; keep accurate membership records, including Senior Showcase place winners.
3. Distribute to the members of NHSGA all communications from the NHSGA workings.
4. Assist in handing out awards at the NHSGA Invitational.
5. Other duties as assigned by the President and/or the Executive Board.
6. Maintain accurate financial records and collect receipts for distributed funds.
7. To insure our Not for Profit status is maintained according to the law.
8. To provide a financial report at the annual meeting that includes a break down of where the monies came from and where they went. Also, provide the financial report to be posted on the website.

E. Meet Coordinator:

NHSGA Meet Coordinator shall:

1. Research sites/companies/locations/etc. pertaining to the annual NHSGA Invitational.
2. Forward this information on to the President for review.
3. Locate a meet manager.
4. Other duties as assigned by the President and/or the Executive Board.

F. Technical Director:

Technical Director shall:

1. Recruit, organize and assist the judges for the NHSGA Invitational.
2. Forward any concerns that the judges may have concerning the NHSGA and the Invitational.
3. Assist in handing out awards at the NHSGA Invitational.
4. Other duties as assigned by the President and/or the Executive Board.

G. Professional Member Representative:

Professional Member Representative shall:

1. Assist any of the board members with their duties when deemed necessary.
2. Forward suggestions and observations as to how we can improve the association.
3. Assist in handing out awards at the NHSGA Invitational.
4. Other duties as assigned by the President and/or the Executive Board

H. Member at Large:

Member at Large shall:

1. Assist any of the board members with their duties when deemed necessary.
2. Forward suggestions and observations as to how we can improve the association.
3. Assist in handing out awards at the NHSGA Invitational.
4. Other duties as assigned by the President and/or the Executive Board.

Article VII Committees

Section 1: - The Executive Board, may designate one or more committees, each of which shall consist of two or more Executive Board members plus 1 or 3 additional NHSGA members which, shall have and exercise the authority of the Executive Board in the management of the NHSGA; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Executive Board, or any individual director, of any responsibility imposed upon it or him by law.

Section 2:

The Standing Committees:

The Standing Committees shall be in place throughout the term of business of the NHSGA. Standing Committees shall include, but not be limited to, the following:

- a. The By-laws Committee
The By-laws Committees reviews, evaluates and constantly scrutinizes the By-laws to guarantee their consistency and ability to properly guide the NHSGA's business.
- b. The Membership Committee
The Membership Committee helps to establish the rules and criteria of membership and is responsible for the continual review and evaluation of members credential and rights as members to participate in the NHSGA's business.
- c. The Ethics Committee
The Ethics Committee will establish and create standards of participation that are consistent with the requirements as set forth in the Amateur Sports Act and other sports organizations that have similar and like goals and objectives as the NHSGA

- d. **The Finance and Accounting Committee**
The Finance and Accounting Committee will work with the Executive Board and the Treasurer to make sure the business and accounting practices of the NHSGA are accurate, properly recorded and distributed on a regular basis to the membership. This committee will also help to prepare the annual budget and will help oversee the work of the NHSGA as to help guarantee that the business stays current and solvent.

- e. **The NHSGA Senior Showcase Invitational Committee**
This Committee will help plan and guide the creation of the National meet and will work closely with the Event Director and the Executive Board to help guarantee the events success

- g. **The Awards and Recognition Committee**
The Awards and Recognition Committee will establish and present to the Executive Board the rules and criteria for honoring those individuals so worthy for such recognition by the NHSGA.

All these Standing Committees will prepare their specific duties, obligations and responsibilities that will be sent to review and approved by the Executive Board and then distributed for final approval by the Executive Board of the NHSGA.

- h. other, to be determined by the Executive Board of the NHSGA

Section 3: Other Committees- Other committees may be designated adopted by a majority of the Executive Board present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the NHSGA and the President of the NHSGA shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the NHSGA shall be served by such removal. These committees will be called “Special Committees”. Special Committee’s can be created and dissolved, as needed and necessary.

Section 4: Term of Office- Each member of a committee shall continue as such until the next annual meeting of the member of the NHSGA and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

Section 5: Chairman- One member of each committee shall be appointed chairperson by the members of that committee.

Section 6: Vacancies- Vacancies in the membership on any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7: Quorum- Unless otherwise provided in the resolution of the Executive Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting which a quorum is present shall be the act of the committee

Section 8: Rules- Each committee may adopt rules for its own government not inconsistent with these By-laws or with rules adopted by the Executive Board.

Article VIII

Contracts, Checks, Deposits, and Funds

Section 1: Contracts- The Executive Board may authorize any officer or officers, agent or agents of the NHSGA, in addition to the officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the NHSGA and such authority may be general or confined to specific instances.

Section 2: Checks, Drafts, Etc. - All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the NHSGA in such manner as shall from time to time be determined by resolution of the Executive Board. IN the absence of such determination by the Executive Board, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the President or the Vice President of the NHSGA.

Section 3: Deposits- All funds of the NHSGA shall be deposited from time to time to the credit of the NHSGA in such banks, trust companies or other depositaries as the Executive Board may select.

Section 4: Gifts-The Executive Board may accept on behalf of the NHSGA any contribution, gift, bequest or devise for the general purposes or for any special purpose of the NHSGA.

Article IX

Books and Records

The NHSGA shall keep correct and complete books and records of account and shall also keep minutes of the proceeding of its members, Executive Board, and committees having any of the authority of the Executive Board, and shall keep at the registered or principal office a record giving the names and address of the members entitled to vote. Any member or his agent or attorney may inspect all books and records of the NHSGA for any proper purpose at any reasonable time.

Article X Fiscal Year

The fiscal year shall run the same as the membership year.

Article XI Dues

Section 1: Annual Dues-The Executive Board may determine from time to time the amount of initiation fee, if any and annual dues payable to the NHSGA by members of each class. Such dues and fees shall not be unreasonable.

Section 2: Payment of Dues- Dues shall be payable in advance on the first day of July in each year. Dues paid by a new member shall be prorated. Dues paid for one membership year. Membership year begins on August 1 and ends on July 31st.

Section 3: Default and Termination of Membership- When any member of any class shall be in default in the payment of dues for a period of six (6) months from the beginning of the period for which such dues became payable, his/her membership may thereupon be terminated by the Executive Board in the manner provided in Article II of these By-laws.

Article XII Seal

The corporate seal shall have inscribed thereon the name of the NHSGA and the words "Corporate Seal".

Article XIII Waiver of Notice

Whenever any notice is required to be given under the provisions of the laws and covenants of the State of incorporation, the NHSGA will respond accordingly.

Article XIV Amendments

The power to alter, amend or repeal the By-laws or adopt new By-laws shall be vested in the Executive Board unless otherwise provided in the articles in the incorporation or the By-laws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The By-laws may contain any provision for the regulation and management of the affairs of the NHSGA not inconsistent with law.

Article XV Additional documents

There will be various other documents that will be incorporated into the business of the NHSGA. These may be legal documents such as the Articles of Incorporation or the submitted and approved By-laws. There may be job descriptions and other documents that will apply to specific aspects of the business. There will also be procedural documents that will be created or will need to be created from time to time, based upon the business of the NHSGA. These may include voting procedures, site / event venue selection procedures, membership criteria and other. All such documents become official business of the Executive Board and they must be posted and available to the membership. Minutes of any and all meetings must be posted on the website and be available to the membership. It is the intent and the goal of the NHSGA to be as transparent and open as possible and to allow the High School gymnastics community and family to be represented as fairly and openly as possible.

January 24, 2007
NHSGA

Revised Feb. 2, 2007 (mcc)
Revised Feb 3 (rdr)
Revised Feb 5 and 7 (mcc)
Revised 2-26-07 (mcc, rdr, etc.)
Revised 11-03-07 (Executive Board)
Revised 9-24-08 (rdr)
Revised 10-3-09 (mc)