

ALL STARS BOOSTER CLUB, INC.

AMENDED AND RESTATED BYLAWS

Effective August 1, 2021

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AMENDED AND RESTATED BYLAWS

OF

ALL STARS BOOSTER CLUB, INC.

ARTICLE 1 OFFICES

SECTION 1.1 PRINCIPAL OFFICE. The principal office of the All Stars Booster Club, Inc. (the “*Corporation*”) is located at 7321 S. Grasslands Place, Sioux Falls, SD 57108 or 2522 W. 41st St PMB #126, Sioux Falls, SD 57105. The Board of Directors (the “*Board*”) may change the location of the principal office, which can be within or outside the state of South Dakota.

SECTION 1.2 REGISTERED AGENT. While the Corporation remains a South Dakota nonprofit corporation, the Corporation will have and maintain a registered agent within the state of South Dakota, in accordance with SDCL § 59-11-6, or successor statute.

ARTICLE 2 MEMBERS

SECTION 2.1 MEMBERS. The Members of the Corporation will be a parent or a guardian of any Team Gymnast (one parent or guardian per Team Gymnast) at All American Gymnastics Academy, who chooses to register as a Member hereof as required by All American Gymnastics Academy Team Program. A “Team Gymnast” is an athlete who both (i) holds a current USAG Athlete Membership and (ii) is a current competitive-team athlete at the All American Gymnastics Academy. Membership in the Corporation additionally requires fees to be used for the purpose of supporting the objective of the Corporation. Members delinquent in paying fees will not be eligible to vote, to be elected or appointed as a director of the Corporation, to be elected or appointed as an officer of the Corporation, or to receive any membership benefits.

SECTION 2.2 RIGHTS AND OBLIGATIONS OF THE MEMBERS. The respective rights and obligations of the Members will be determined in accordance with South Dakota law and this Agreement. To the extent any right or obligation of any Member is different by reason of any provision of this Agreement than it would be in the absence of that provision, this Agreement, to the extent permitted by the South Dakota Law, will control.

SECTION 2.3 LACK OF AUTHORITY. No Member has the authority or power to act for or on behalf of the Corporation, to do any act binding on the Corporation, or to incur any expenditure on behalf of the Corporation.

SECTION 2.4 MEMBER VOTING; APPROVAL. For actions requiring Member approval, each Member will have one vote. All actions requiring the approval of the Members will be deemed approved if at least a majority of the Members vote in favor of approving the action in either a duly called Member meeting or by written consent.

SECTION 2.5 ACTIONS REQUIRING MEMBER APPROVAL. The following actions must be approved by at least a majority of the Members:

- (1) A merger, reorganization, or consolidation of the Corporation;
- (2) The dissolution of the Corporation;
- (3) The sale of all or substantially all of the Corporation's assets;
- (4) Subject to Section 3.5, the election of a director;
- (5) Any other matter requiring the vote of the Members under the provisions of this Agreement or South Dakota law.

SECTION 2.6 QUORUM OF MEMBERS; ACTION OF THE MEMBERS. Unless a greater proportion is required by law or by the Articles of Incorporation, a majority of all the Members will constitute a quorum for the transaction of business and, except as otherwise provided by law, or by the Articles of Incorporation or these Amended and Restated Bylaws ("*Bylaws*"), the vote of a majority of the Members present at the meeting at which a quorum is present will be the act of the Members.

SECTION 2.7 MEETINGS OF THE MEMBERS. Regular meetings of the Members will be held at the times fixed by the Directors. Special meetings of the Members may be held at any time when called by request of not less than ten (10) percent of the Members. A meeting of the Members may be held at the places within or outside of the state of South Dakota, as may be fixed by the Members for annual and regular meetings and in the notice of meeting for special meetings.

SECTION 2.8 INFORMAL ACTION BY MEMBERS. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Members may be taken without a meeting, if all Members consent to the action in writing, and the writing or writings are filed with the minutes of proceedings of the Members.

SECTION 2.9 MEETINGS BY CONFERENCE TELEPHONE. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any one or more Members may participate in a meeting of the Members by means of conference telephone or similar communications equipment by means

of which all persons participating in the meeting can hear each other. Participation in a meeting by this means will constitute presence in person at the meeting.

ARTICLE 3 BOARD OF DIRECTORS

SECTION 3.1 POWER OF BOARD. Except for those powers reserved to the Members under Section 2.5 above, the Corporation's activities and affairs will be managed by or under the direction of its Board. In the governance of the Corporation's activities and affairs, the Board will possess all the powers permitted to them by law.

SECTION 3.2 NUMBER OF DIRECTORS. The number of directors constituting the entire Board will not be less than three (3) directors or more than nine (9) directors. The number of directors will not be decreased below the minimum number of directors required by law, and any decrease in the number of directors will not shorten the term of any incumbent director. A director may not be employed by All American Gymnastics Academy during their time on the Board.

SECTION 3.3 ELECTION; APPOINTMENT. Any Member in good standing, as defined in Sections 2.1 and 2.2 is eligible for election to the Board of Directors. Any such Member may, at the President's Call for Directors, enter their own name for a position on the Board. Any position with two (2) or more entrants will go to an election by the Members. In the event a director resigns or is removed prior to the end of his or her term, a majority of the entire Board will appoint an individual to serve on the Board until his or her successor has been elected and qualified. In the event the Board fails to reach a majority, the Members will elect directors in accordance with Section 2.5 above, at a regular or special meeting of the Members.

SECTION 3.4 TERM. Each director appointed or elected to the Board will hold office for a year term and will serve in this capacity until his or her successor has been appointed or elected and qualified or until his or her earlier resignation or removal. Directors may serve unlimited, successive terms.

SECTION 3.5 VACANCIES; NEWLY-CREATED DIRECTORSHIPS. Any vacancies created on the Board will be filled in accordance with Section 3.3 above. A director appointed to fill a vacancy will hold office until his or her successor is appointed or elected and qualified.

SECTION 3.6 REMOVAL OF DIRECTORS. Except as provided below, any one or more of the directors may be removed with or without cause, by a majority vote of the Board, provided that written notice of the removal is given to any director so removed.

SECTION 3.7 RESIGNATION. Any director may resign at any time upon written notice to the Corporation. Any resignation will take effect at the time specified therein and, unless otherwise specified therein, no acceptance of the resignation will be necessary to make it effective.

SECTION 3.8 QUORUM OF DIRECTORS; ACTION OF THE BOARD. Unless a greater proportion is required by law or by the Articles of Incorporation, a majority of the entire Board will constitute a quorum for the transaction of business and, except as otherwise provided by law, or by the Articles of Incorporation or these Bylaws, the vote of a majority of the directors present at the meeting at which a quorum is present will be the act of the Board.

SECTION 3.9 MEETINGS OF THE BOARD. Regular meetings of the Board will be held at the times fixed by the Board. Special meetings of the Board may be held at any time when called by the Chair or a Co-Chair or any two directors. A meeting of the Board may be held at the places within or outside of the state of South Dakota, as may be fixed by the Board for annual and regular meetings and in the notice of meeting for special meetings.

SECTION 3.10 INFORMAL ACTION BY BOARD. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board may be taken without a meeting, if all members of the Board consent to the action in writing, and the writing or writings are filed with the minutes of proceedings of the Board.

SECTION 3.11 MEETINGS BY CONFERENCE TELEPHONE. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any one or more members of the Board may participate in a meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting by this means will constitute presence in person at the meeting.

SECTION 3.12 COMPENSATION OF DIRECTORS. The Corporation may not pay compensation, in any amount, to directors for services rendered.

ARTICLE 4 COMMITTEES

SECTION 4.1 GENERAL PROVISIONS. The Board, by resolution passed by a majority of the entire Board, may designate one or more committees, each committee to consist of one or more directors of the Corporation and individuals selected by the Board. In the absence or disqualification of a member of a committee, the member or members present at any meeting and not disqualified from voting, whether or not constituting a quorum, may appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board, will have and may exercise all the powers and

authority of the Board in the management of the business and affairs of the Corporation; provided, however, that no such committee will have the power or authority to amend the Articles of Incorporation, to amend these Bylaws, to adopt an agreement of merger or consolidation, to sell, lease, or exchange all or substantially all of the Corporation's assets, or to dissolve the Corporation or revoke a dissolution of the Corporation.

SECTION 4.2 COMMITTEE RULES. Unless the Board otherwise provides, each committee designated by the Board may make, alter, and repeal rules for the conduct of its business. In the absence of a contrary provision by the Board or in rules adopted by such committee, a majority of the entire authorized number of members of each committee will constitute a quorum for the transaction of business, the vote of a majority of the members present at a meeting at the time of such vote if a quorum is then present will be the act of such committee, and each committee will otherwise conduct its business in the same manner as the Board conducts its business under Article III of these Bylaws.

Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of such committee may be taken without a meeting if all members of such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the committee will be filed with the minutes of proceedings of such committee.

Any one or more members of such committee may participate in a meeting of the committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting by such means will constitute presence in person at the meeting.

SECTION 4.3 SERVICE OF COMMITTEES. Each committee of the Board will serve at the pleasure of the Board. The designation of any such committee and the delegation thereto of authority will not alone relieve any director of his or her duty under law to the Corporation.

SECTION 4.4 RECORDS. Minutes will be kept of each meeting of each committee. Copies of the minutes of each such meeting will be filed with the Corporation's records.

ARTICLE 5 OFFICERS, AGENTS, AND EMPLOYEES

SECTION 5.1 OFFICERS. The Board may elect or appoint officers of the Corporation and of the Board with titles and duties as will be stated in a resolution of the Board which is not inconsistent with these Bylaws. Any two or more offices may be held by the same person, with three (3)

Officers required. Officers may not be employed by All American Gymnastics Academy during their time as an officer.

SECTION 5.2 TERM OF OFFICE, VACANCIES, AND REMOVAL. Each officer will hold office for the term for which he or she is elected or appointed, and until his or her successor is elected or appointed and qualified, or until his or her earlier resignation or removal. All officers will be elected or appointed at the annual meeting of the Board. Vacancies resulting from any resignation or removal may be filled by a majority vote of the entire Board. An officer appointed or elected to fill a vacancy will hold office for the unexpired term of his or her predecessor in office, and until his or her successor is elected and qualified. Any officer may be removed by a majority vote of the entire Board with or without cause at any time.

SECTION 5.3 RESIGNATION. Any officer may resign at any time by giving written notice to the Board. Unless otherwise specified in the written notice, the resignation will be effective upon delivery to the Board.

SECTION 5.4 POWERS AND DUTIES OF OFFICERS. Subject to the control of the Board, all officers, as between themselves and the Corporation, will have the authority and perform the duties in the management of the Corporation, as may be provided in these Bylaws or by the Board and, to the extent not so provided, as generally pertain to their respective offices.

A. PRESIDENT. The President will serve as the chief executive officer of the Corporation. The President will preside at all meetings of the Board and, subject to the supervision of the Board, will perform all duties customary to that office and will supervise and control all of the Corporation's affairs in accordance with policies and directives approved by the Board. The President will be responsible for signing all contracts.

B. VICE PRESIDENT. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President will perform the duties of the President, and, when so acting, will have all the powers of and be subject to all the restrictions upon the President. The Vice President will perform such other duties and have such other powers as the Board may from time to time prescribe by standing or special resolution, or as the President may from time to time provide, subject to the powers and the supervision of the Board. If there is more than one Vice President, then the Vice President designated by the Board of Directors to succeed the President will be the person to perform the President's duties.

C. SECRETARY. The Secretary will be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board, will give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general,

will perform all duties customary to the office of Secretary. The Secretary will perform such other duties and have such other powers as the Board may from time to time prescribe by standing or special resolution, or as the President may from time to time provide, subject to the powers and the supervision of the Board.

D. TREASURER. The Treasurer will have the custody of, and be responsible for, all funds and securities of the Corporation. He or she will keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and will deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board may designate. When requested by the Board, the Treasurer will render a statement of accounts. He or she will at all reasonable times exhibit the books and accounts to any officer or director of the Corporation, and will perform all duties incident to the office of Treasurer. The Treasurer will perform such other duties and have such other powers as the Board may from time to time prescribe by standing or special resolution, or as the President may from time to time provide, subject to the powers and the supervision of the Board.

SECTION 5.5 AGENTS. The Board may appoint agents who will have the authority and perform the duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause.

SECTION 5.6 COMPENSATION OF OFFICERS AND AGENTS. The Corporation may not pay compensation in any amounts to officers for services rendered, with the amounts to be fixed by the Members in accordance with Section 2.5, above.

ARTICLE 6 INDEMNIFICATION AND INSURANCE

SECTION 6.1 INDEMNIFICATION. The Corporation will reimburse, indemnify, and hold harmless any person made or threatened to be made a party to any action, suit or proceeding, civil or criminal, by reason of the fact that he or she is or was a director, officer, agent, employee, or representative of the Corporation, or of any other entity of any type or kind, domestic or foreign, for which he or she served in a capacity at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein. Such right of indemnification will be contingent upon a finding by a disinterested majority of the Board, or if a majority of the Board is not disinterested, then by independent legal counsel, that such person was acting in good faith within what he or she reasonably believed to be the scope of his or her authority or employment for a purpose which he or she reasonably believed to be in the best interest of the Corporation. Such right will not be exclusive to any other right to which any such person

may be entitled. However, there may be no indemnification in respect of any claim, issue or matter as to which he or she will have been adjudged to be liable to the Corporation unless and only to the extent that the court in which such action or suit was brought determines, upon application, that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court may deem proper.

SECTION 6.2 EXPENSES. The Corporation may pay expenses incurred, and as incurred, by a director or officer defending a civil or criminal action, suit, or proceeding in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it will ultimately be determined that he or she is not entitled to be indemnified by the Corporation under this Article. Such expenses incurred by other employees and agents may be paid upon such terms and conditions, if any, as the Board deems appropriate.

SECTION 6.3 APPLICATION. The provisions of this Article will be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions occurring before or after adoption hereof. The indemnification and advancement of expenses provided by this Article will, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee, or agent and will inure to the benefits of the heirs and personal representatives of such a person.

SECTION 6.4 NOT EXCLUSIVE. The indemnification and advancement of expenses provided by this Article will not be deemed exclusive of any other rights to which such director, officer, employee or agent may be entitled under any law, agreement, vote of disinterested directors or otherwise, and will not restrict the power of the Corporation to make any indemnification permitted by law.

SECTION 6.5 INSURANCE. The Board may authorize the purchase of insurance in order to meet its obligations under the terms and provisions of this Article, on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against or incurred by him or her in any such capacity, or which arises out of such person's status as a director, officer, employee, or agent whether or not the Corporation would have the power to indemnify such person against that liability under law.

SECTION 6.6 EXCLUSION. Notwithstanding the foregoing, in no case will the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be

amended (“*the Code*”). Further, if at any time the Corporation is deemed to be a private foundation within the meaning of Section 509 of the Code then, during such time, no payment will be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in §§ 4941(d) or 4945(d), respectively, of the Code.

ARTICLE 7 MISCELLANEOUS TERMS

SECTION 7.1 TAX MATTERS. The Corporation is organized exclusively for charitable purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, and its regulations as they now exist or they may hereafter be amended. The Corporation will comply with all tax-related requirements set forth in the Corporation’s Articles of Incorporation and as otherwise required by applicable law.

SECTION 7.2 FISCAL YEAR. The fiscal year of the Corporation will be June 1st to May 31st.

SECTION 7.3 CORPORATE SEAL. The Corporation will not have a seal.

SECTION 7.4 CHECKS, NOTES, CONTRACTS. The Board will determine who will be authorized to sign checks, drafts or other orders for payment of money; to sign acceptances, notes or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments, all on the Corporation’s behalf.

SECTION 7.5 BOOKS AND RECORDS. The Corporation will keep at its office correct and complete books and records of account, the activities and transactions of the Corporation, minutes of the proceedings of the Board and any committee of the Corporation, and a current list of the directors and officers of the Corporation and their residence addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

SECTION 7.6 DISSOLUTION OF THE CORPORATION. Upon the dissolution of the Corporation, the Board of Directors will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as will at the time qualify as exempt organizations or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors will determine.

ALL STARS BOOSTER CLUB, INC.

By: Valarie Kauffman, Its President