

BYLAWS
OF
MIDWEST AMATEUR GYMNASTICS ASSOCIATION, INC.

This instrument constitutes the Bylaws of Midwest Amateur Gymnastics Association, Inc., adopted for the purpose of regulating and managing the internal affairs of the corporation.

ARTICLE I

CORPORATE SEAL

Section 1. The corporation shall not have a seal.

ARTICLE II

MEMBERS

Section 2.1. The Membership of the corporation shall consist of one class of Members. A member may be admitted upon payment of the dues as established from time to time by the Board of Directors, and upon agreement to be governed by and abide by these Bylaws, the Articles of Incorporation, operating rules and regulations as adopted by the Board of Directors, and all applicable laws.

Section 2.2. Members are entitled to vote and have equal rights and preferences in matters not otherwise provided for by the Board. The term of Membership shall be one year.

Section 2.3. Membership shall terminate at the end of the stated term of membership. A member shall not be expelled or suspended, and a Membership may not be terminated or suspended before the end of the stated term, other than for nonpayment of dues or fees, except where the Member is given:

- (1) not less than fifteen (15) days' prior written notice of the expulsion, suspension, or termination, and the reasons for it; and
- (2) an opportunity for the Member to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension, or termination by a person authorized to decide that the proposed expulsion, termination, or suspension not take place.

Section 2.4.1. Regular meetings of voting Members shall be held annually, on the third Sunday in September in each year or at such day and time as the Board of Directors shall determine.

Section 2.4.2. Unless otherwise required by law or the Articles or Bylaws of this corporation, notice of all Member meetings must be given at least five (5) and not more than sixty (60) days before the meeting. The notice must contain the date, time, and place of the meeting.

Section 2.4.3. If a regular meeting of voting Members has not been held during the preceding fifteen (15) months, at least fifty (50) Members with voting rights or ten percent (10%) of the Members with voting rights, whichever is less, may demand a regular meeting of the Members by written notice of demand given to the President or the Treasurer of the corporation. Within thirty (30) days after receipt of the demand, the Board shall cause a regular meeting of Members to be called and held on notice no later than sixty (60) days after receipt of the demand at the expense of the corporation.

Section 2.5. Unless otherwise provided by law or by these Bylaws; a quorum for a meeting of Members is fifty percent (50%) of the Members entitled to vote at the meeting.

Section 2.6. Except where a larger portion or number is required by law or by these Bylaws, the Members may take action by the affirmative vote of a majority of the Members present at a duly held meeting.

Section 2.7. All Members shall be entitled to one vote on any matter properly presented to the Members. Voting by proxy shall be permitted.

Section 2.8. An action required or permitted to be taken at a meeting of the Member's may be taken without a meeting by written action signed by all of the Members entitled to vote on that action. The written action is effective when it has been signed by all of those Members, unless a different effective time is provided in the written action.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1. The business and charitable affairs of the corporation shall be managed by or under the direction of a Board of Director's elected by the Members.

Section 3.2. Directors shall serve for a term of two (2) years each, and shall be so elected that approximately one-half (1/2) of the directors are elected each year. One of the Directors shall be the immediate past President whose term expires upon the election of a new President.

Section 3.3. At all meetings of the Board of Directors a majority of the directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business.

Section 3.4. Except where otherwise required by law, the Articles or these Bylaws, the affirmative vote of a majority of the directors present at a duly held meeting shall be sufficient for any action.

Section 3.5. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of directors required to take the same action at a meeting of the Board of Directors at which all directors were present. The written action is effective when signed by the required number of directors, unless a different effective date is provided in the written action. When written action is taken by less than all of the directors, all directors shall be notified immediately of its text and effective date, except that failure to provide such notice does not invalidate the written action.

Section 3.6. The Board of Directors shall have regular meetings at least quarterly at such places and times as it shall establish by resolution. The annual meeting of the Board of Directors shall be held at such time and place as may be designated by resolution of the Board of Directors.

Section 3.7. A director may resign at any time by giving written notice of his or her resignation to the corporation. The resignation is effective when received by the corporation, unless a later date has been specified in the notice.

Section 3.8. A director may be removed from office, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting; provided that not less than five (5) days and not more than thirty (30) days notice of such meeting stating that removal or such director is to be on the agenda for such meeting shall be given to each director.

Section 3.9. In the event of the death, removal or resignation of a director, a successor to fill the unexpired term shall be elected by the affirmative vote of a majority of the directors present at a duly held meeting.

Section 3.10. Special meetings of the Board of Directors may be called at any time upon request of the Chair, the President or any two (2) directors, provided that any such request shall specify the purpose or purposes for the meeting. The President shall set the date for the special meeting within three (3) working days of making or receiving such a request and shall give not less than five (5) nor more than thirty (30) days written notice of the time, place and purpose of such special meeting.

Section 3.11. The Board of Directors may establish one or more committees having the authority of the Board in the management of the business of the corporation to the extent determined by the Board.

Section 3.12. Any director may execute a written waiver of notice of any meeting required to be given by statute or by any provision of these Bylaws either before, at or after that meeting, and such waiver when signed and filed as hereinafter provided shall be equivalent to notice. Such waiver shall be filed with the Secretary, who shall enter it upon the minutes or other records of that meeting. Appearance at a meeting by a director shall be deemed a waiver of notice thereof, unless the appearance is solely for the purpose of asserting the illegality of the meeting.

Section 3.13. The Board of Directors may hold their meetings at such places, whether in this state or in any other state, as a majority of the directors then in office may from time to time appoint. Upon failure to appoint any other place, such meetings shall be held at the registered office of the corporation.

Section 3.14. Whenever under the provisions of these Bylaws notice is required to be given to any director, it shall be construed to require personal notice, but such notice may be given in writing by mail by depositing it in a post office or letter box, in a post-paid, sealed wrapper addressed to such director or committee Member at his or her last known address; or by facsimile or electronic mail addressed to such director, and such notice shall be deemed to have been given at the time when thus mailed or otherwise sent.

Section 3.15. Directors shall not be compensated for their duties as directors, except that a director may receive a salary for his or her services as an employee, and directors may be reimbursed for expenses incurred on behalf of the corporation.

ARTICLE IV

OFFICERS

Section 4.1. The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, a Membership Director and such other officers as the Board of Directors may, from time to time, appoint.

Section 4.2. The duties of the officers of this corporation shall be:

- (a) President - The President shall be the chief executive officer of the corporation and shall be responsible for the day-to-day operations of the corporation. In addition, he or she shall preside at all meetings of the Board and members, and shall perform such other duties as may be determined from time to time by the Board of Directors.
- (b) Vice President - The Vice President shall perform such duties as may be determined from time to time by the Board of Directors. The Vice

President so designated shall be vested with all powers of and perform all the duties of the President in the President's absence or inability to act, but only so long as such absence or inability continues.

(c) Secretary - The Secretary shall attend all meetings of the Board of Directors and any committee thereof, and keep the minutes of such meetings, give notices, prepare any necessary certified copies of corporate records, and perform such other duties as may be determined from time to time by the Board of Directors.

(d) Treasurer- The Treasurer shall have charge of the corporate treasury, receiving and keeping the monies of the corporation, and disbursing corporate funds as authorized. The Treasurer shall perform such other duties as may be determined from time to time by the Board of Directors.

(e) Membership Director- The Membership Director shall be responsible for maintaining a membership list and providing to prospective new Members all applications, Rules and Policies, and informational materials.

Section 4.3. The salaries of all officers of the corporation shall be fixed by the Board of Directors. However, no such salary need be fixed if such service is voluntary.

Section 4.4. The officers shall be members of the Board of Directors.

Section 4.5. An officer may resign at any time by giving written notice to the corporation. The resignation is effective without acceptance when the notice is given to the corporation, unless a later effective date is named in the notice.

Section 4.6. Any officer may be removed, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given.

Section 4.7. A vacancy in an office because of death, resignation, or removal may be filled by the Board of Directors.

ARTICLE V

STANDARD OF CARE AND DEALING WITH OTHER CORPORATIONS AND ORGANIZATIONS

Section 5.1. It is the responsibility of each officer and director of this corporation to discharge his or her duties as a director in good faith, in a manner the person reasonably believes to be in the best interests of this corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 5.2. A contract or other transaction between this corporation and one or more of its directors, or between this corporation and an organization in or of which one or more of this corporation's directors are director's, officers or legal representatives or have a material financial interest, is not void or voidable because the director or directors or the other organizations are parties or because the director or directors are present at the meeting of the Board of Directors or a committee at which the contract or transaction is authorized, approved or ratified, if:

- A. The contract or transaction was, and the person asserting the validity of the contract or transaction sustains the burden of establishing that the contract or transaction was, fair and reasonable as to the corporation at the time it was authorized, approved or ratified; or

- B. The material facts as to the contract or transaction and as to the director's or directors' interest are fully disclosed or known to the Board or a committee, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a majority of the Board or committee, but the interested director or directors shall not be counted in determining the presence of a quorum and shall not vote.

For the purpose of this Section:

- A. A director does not have a material financial interest in a resolution fixing the compensation of the director or fixing the compensation of another director as a director, officer, employee or agent of the corporation, even though the first director is also receiving compensation from the corporation; and
- B. A director has a material financial interest in each organization in which the director, or the spouse, parents, children and spouses of children, brothers and sisters and spouses of brothers and sisters of the directors, or any combination of them have a material financial interest.

ARTICLE VI

FINANCE

Section 6.1. Any dues, contributions, grants, bequests or gifts made to the corporation shall be accepted or collected only as authorized by the Board of Directors.

Section 6.2. All funds of the corporation shall be deposited to the credit of the corporation under such conditions and in such banks as shall be designated by the Board of Directors.

Section 6.3. All contracts, checks and orders for the payment, receipt or deposit of money, and access to securities of the corporation shall be as provided by the Board of Directors.

Section 6.4. The annual budget shall be approved by the Board of Directors.

Section 6.5. Title to all property shall be held in the name of the corporation.

Section 6.6. A summary report of the financial operation of the corporation shall be made by the Treasurer at least annually to the Board of Directors.

ARTICLE VII

INDEMNIFICATION

To the full extent permitted by the Minnesota nonprofit corporation act, as amended from time to time, or by other provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever and by whomsoever brought (including any such proceeding, by or in the right of the corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Member, director or officer of the corporation, or he or she is or was serving at the specific request of the Board of Directors of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided, however that the indemnification with respect to a

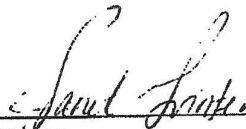
person who is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this Article shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision of the Bylaws.

ARTICLE VIII

AMENDMENT OF BYLAWS

The Board of Directors may from time to time adopt, amend or repeal all or any of the Bylaws of this corporation; except that after the adoption of the initial Bylaws, the Board of Directors shall not adopt, amend or repeal a Bylaw fixing a quorum for meetings of Members, prescribing procedures for removing directors or filling vacancies in the Board of Directors, or fixing the number of directors or their classifications, qualifications, or terms of office, but the Board of Directors may adopt or amend a Bylaw to increase the number of directors.

Dated: March 9th 2007


Secretary