

**Articles of Incorporation for  
Aesthetic Group Gymnastics Federation of the USA**

**Articles of Incorporation** of the undersigned, a majority of whom are all citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporate Law of California, do hereby certify:

**ARTICLE I**

The name of the Corporation shall be Aesthetic Group Gymnastics Federation of the USA

**ARTICLE II**

The place in this state where the principle office of the Corporation is to be located in the City of Coronado, County of San Diego

**ARTICLE III**

Said corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

**ARTICLE IV**

The names and addresses of the persons who are the initial trustees of the corporation are as follows:

Brian Rodli, Executive Director – 826 Orange Avenue Suite 635, Coronado CA 92118

Elena Baltovick, Secretary - 826 Orange Avenue Suite 635, Coronado CA 92118

Karla Gutierrez, Treasurer - 826 Orange Avenue Suite 635, Coronado CA 92118

**ARTICLE V**

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that

the corporation shall be authorized and powered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof;

2. No substantial part of the activities of the corporation shall be the carrying on propaganda, or the otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) and political campaign on behalf of or in opposition to any candidate for public office;
3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to where are deductible under section 170 (c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE VI**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) in the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principle office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**In witness whereof, we have hereunto subscribed our name(s) this 9th day of April,  
2018**

**Aesthetic Group Gymnastics Federation of the USA**  
**By-laws of Organization**

I. What is the PURPOSE of the organization?

The primary purpose of this organization is exclusively charitable within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 or such other provisions of state or federal law as may come from time to time be applicable..

II. What will be the location of the organization (REGISTERED OFFICE)?

The registered office shall be located at:

826 Orange Avenue Suite 635, Coronado, CA 92118

III. Will the organization have MEMBERS?

1. The membership of this organization shall be open to all individuals, persons, corporations, proprietorships, associations, partnerships, and clubs interested in the promotion of the objectives and purposes of this corporation and who are deemed qualified for membership under the terms established by the board of directors and have met all conditions for membership (such as paying dues).

2. Membership shall terminate at the end of the term as established by the board of directors and may not otherwise be terminated or suspended other than for nonpayment of dues or fees by the board of directors except where the member is given not less than fifteen days' written notice and reasons and the member is given opportunity to be heard orally or in writing. A terminated or suspended member may be reinstated by action of the board of directors.

3. Members are not entitled to vote but may participate in any changes to the by-laws.

4. An annual meeting shall be held at a date, time, and place determined by the board of directors, with written notice to each member provided fifteen days in advance of the meeting. An officer of the organization shall chair the meeting.

VI. What will be the structure of the BOARD OF DIRECTORS?

1. The business and charitable affairs of the corporation will be managed under the direction of a board of directors comprising not fewer than six persons and not more than thirteen, as determined by the board.

2. At all times, not less than 100 percent of the directors shall be persons who have a vested interest in the youth of the community.

3. Directors shall be elected by the affirmative vote of a majority of the directors present at a duly held meeting of the board, except that no director shall vote for his/her own election, and shall serve for a term of three years each, but shall be so elected that approximately one-third are elected each year. A director may serve no more than two consecutive three-year terms.
4. Should a director die, resign, or be removed, the board may elect a director to serve for the duration of the unexpired term (this duration will count towards any three-year term).
5. A director may be removed from office, with or without cause, by an affirmative vote of a majority of the directors present at a duly called meeting, provided that not less than five days' and not more than thirty days' notice of such meeting, stating that removal of such director is to be on the agenda, shall be given to each director.
6. No compensation shall be paid to any member of the board of directors for service as a member of the board, except that by resolution of the board, directors may be reimbursed for expenses incurred on behalf of the organization.

V. How are the MEETINGS OF THE BOARD OF DIRECTORS structured?

1. The board of directors must meet at least every two months and may hold its meetings at such times and places as majority of the directors in office determine. The board may delegate this determination to the chair.
2. Special meetings of the board of directors may be called at any time upon request of the chair, the executive director, or any two directors, provided that any such request shall specify the purpose of the meeting. Such a meeting shall be held within fifteen days of such request.
3. Written notice of regular and special meetings shall be given not less than fifteen days prior to such meetings, provided, however, that any director may execute a written waiver of notice before or during a meeting, and the secretary shall enter it on the minutes or other records of the meeting.
4. 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.
5. Except where otherwise required by law, the articles, or these bylaws, the affirmative vote of the majority of the directors present at the duly held meeting shall be sufficient for any action.
6. Any action required or permitted to be taken at a meeting of the board of directors may be taken by a written action, provided that all of the directors approve the

action. The written action is effective when signed by all the directors, unless otherwise provided in the action.

7. All rules and procedures will follow the Robert's Rules of Order.

VI. What are the provisions for AMENDMENT OF THE BYLAWS?

The Board of Directors may from time to time adopt, amend, or repeal all or any of the by-laws of this organization.

END OF BY-LAWS