



**Official Bylaws of the
National Fitness Hall of Fame
Adopted – June 16, 2013**

www.NationalFitnessHallofFame.com

**BYLAWS of the
NATIONAL FITNESS HALL OF FAME**
(Adopted 6/16/2013) - (Amended 11/8/2014)

EIN: 46-4644518

ARTICLE I

Name and Nonprofit Policy

Section 1. Name. This corporation is and shall be known as the [National Fitness Hall of Fame], hereinafter referred to as “NFHOF.”

Section 2. Non-Profit Policy. The NFHOF shall not be operated for profit, and its entire properties, assets, and facilities shall be devoted to the purposes for which it is organized as set forth in its constitution, as the same way from time to time to be amended.

ARTICLE II

Purposes

Section 1. Purpose. The purposes of the NFHOF as set forth in its constitution are exclusively educational, to wit:

[“Preserving the Past while Recognizing the Future of Fitness”]

ARTICLE III

Board of Directors

Section 1. The Board of Directors shall have custody, control and direction of the NFHOF, its collections, property and other assets. Directors shall be elected at each Annual Meeting of the Board, and each Director shall serve until his or her successor is elected and qualified, unless his or her Director be theretofore vacated by resignation, death, removal or otherwise.

Section 2. The number of Directors constituting the entire Board of Directors shall be not less than three (3) nor more than fifteen (15), and shall be fixed by resolution of the Board of Directors.

Section 3. Each Director shall serve a term of three (3) years, except as provided hereafter in this Article. After his/her current term, the Board member may be offered a term extension of 2 years. After that term expires, the Director must observe a waiting period of at least one year before he/she could be considered for re-election. The original (3) Founding Directors are excluded from this requirement may remain in their position indefinitely.

Section 4. Removal. At any meeting of the Board of Directors duly called, any Director other than the Founding Directors may, by vote of three quarters (3/4) of the entire Board, be removed from office and another may be elected by the Board to fill the unexpired term of the Director so removed.

Section 5. Meetings. The Annual Meeting of the Board of Directors shall be held on such date time and place as may be fixed by the Board of Directors and named in the notice. Regular Meeting of the Board of

Directors shall be held at such times as the board may, from time to time, determine. Special meetings of the Board of Directors shall be held at any time, on call by the Chairman of the Board, or by the Secretary on the request in electronic or print writing.

Section 6. Agenda for Regular Meetings. The agenda or order of business for each Regular meeting shall include the following:

- (a) Call to order
- (b) Roll Call
- (c) Approval of Minutes
- (d) Reports of Regular Committees
- (e) Reports of any other Committees
- (f) Report of the Executive Director
- (g) Financial Report
- (h) Old business
- (i) New business
- (j) Adjournment

Section 7. Notice of Meeting. Notice of the time and place of every meeting of the Board shall be emailed not less than ten (10) nor more than ninety (90) days before the meeting, to each Director at his or her email address as set forth in the records of the NFHOF.

Section 8. Compensation. The majority of the Directors will be non-salaried. The operation of this organization is for the benefit of the public. If funding of this operation fails to cover all operating and administrative expenses, in order to continue to benefit the public, the compensation paid to those individuals who are also officers and/or Directors of this organization will be reduced so that the funding will cover the minimum operating costs.

ARTICLE IV

Officers

Section 1. Election of Officers. The Board of Directors shall elect a President, a Secretary, and a Treasurer of the NFHOF. Each such officer shall be elected from among the Directors at the Annual Meeting of the Board for a term of three years. Any vacancy in the above offices shall be filled by the Board of Director as soon as practicable.

Section 2. Removal. At any meeting of the Board of Director duly called, any Officer of the NFHOF may, by a vote of two-thirds (3/4) of the entire Board, be removed from office and another may be elected by the board in the place of the Officer so removed, to serve until the next Annual Meeting of the Board.

ARTICLE V

Membership

Section 1. Purpose and Authorization. In order to provide a means of attracting interest in and support for the activities of the NFHOF, the Board of Directors may establish from time to time one or more classes of membership as it deems fit, on such terms and conditions as the Board by resolution shall determine.

ARTICLE VI

Director

Section 1. Director. The Board of Directors may appoint and employ a chief administrator of the NFHOF, designated as Director. The Director shall serve at the pleasure of the Board.

Section 2. Duties of Director. The Board of Directors may delegate to the Director the responsibility and authority for carrying out the policies and purposes that have been adopted and approved by the Board. The Director shall be the chief officer of the staff of the NFHOF, and shall appoint, supervise and, when necessary, discharge individuals who occupy staff positions authorized by the Board. The Director shall have such powers and duties as may be designated by the Board.

ARTICLE VII

Amendments and Other Provisions

Section 1. Amendments. These Bylaws may be adopted, amended or repealed in whole or in part by the affirmative vote of a majority in number of the entire Board of Directors, provided that at least [10] days before the meeting at which any amendment shall be voted upon, written notice of the proposed amendments shall be mailed to each member of the Board, together with a concise statement of the changes to be made.

Section 2. Conduct of Meetings. Except of otherwise provided in these Bylaws, by applicable law or by resolution of the Board of Directors, all meeting of the Board or of any committee designated by the Board shall be conducted in conformity with Robert’s Rules of Order. Revised as amended from time to time.

Section 3. Financial Reporting. For Financial reporting purposes the NFHOF shall report from [Jan] to [Dec] of each year.

CERTIFICATION

These By-laws were approved at a meeting of the Board of Directors by a unanimous majority vote on June 16, 2013.

(Original signed by Fatima Figarelli) 6/16/2013

Secretary

Date

AMMENMENTS

These By-laws were approved at a meeting of the Board of Directors by a unanimous majority vote on Nov 8th 2014.

(Original signed by Fatima Figarelli) 11/8/2014

Secretary

Date