

# Fitness Association of PTO (FAPTO) By-Laws

## A Virginia Nonstock Non-Profit Corporation Charter and By-Laws

### Article I: Name and Purpose

#### Section 1. Name:

The name of this organization is: Fitness Association of PTO, hereinafter the Association.

#### Section 2. Purpose:

The purpose for which the Association exists is to provide an opportunity for all members as defined in Article II herein to improve their general health and well-being through the use of the FAPTO Fitness Center and related programs and activities.

#### Section 3. Organization:

The Association is and shall remain a nonprofit, nonstock corporation, organized and incorporated under the laws of the state of Virginia.

### Article II: Membership

#### Section 1. Membership:

- (a) The Association shall have at least the following classes of membership: (1) Regular Membership and (2) Associate Membership.
- (b) Regular Membership shall be open to any employee of the United States Patent and Trademark Office (USPTO), including full-time, part-time, temporary, and/or contract employees, upon completion of the application process including payment of specified dues and agreement with the Association Agreement ("FAPTO Membership Agreement").
- (c) Regular members shall have full voting rights and be eligible to serve on the Board of Directors and other positions of the Association which may be established according to these By-Laws.
- (d) Associate Membership shall be open to eligible classes of non-USPTO employees to be determined by the Board of Directors, space permitting, upon completion of the application process including payment of specified dues and agreement with the Association Agreement ("FAPTO Membership Agreement"). The Board of Directors has established the following eligible classes of non-USPTO employees: (1) retired employees of the USPTO; (2) all US Federal employees, including full-time, part-time, temporary, and/or contract employees; and (3) person(s) sponsored by a regular or associate member of the Association.
- (e) The Board of Directors shall have discretion to establish additional categories of membership.
- (f) No membership shall be denied on the basis of sex, sexual orientation, race, religion, national origin, color, age, or disability.

#### Section 2. Membership Term:

- (a) Regular membership in the Association shall continue as long as: (1) all membership dues are timely paid in accordance with the Association Agreement or on some other basis to be established by the Board of Directors; (2) the member remains employed by the USPTO; and (3) membership has not been terminated or suspended upon the direction of the Board of Directors.
- (b) Associate membership in the Association, or other category of membership established by the Board pursuant to Article II, Section 1(e), shall continue as long as: (1) all membership dues are timely paid in accordance with the Association Agreement or on some other basis to be established by the Board of Directors; (2) the person remains a member of an eligible group for membership as defined by the Board of Directors pursuant to Article II, Sections 1(d) & 1(e); and (3) membership has not been terminated or suspended upon the direction of the Board of Directors.

#### Section 3. Reinstatement:

The Board of Directors may reinstate a suspended member upon such terms and conditions as it may prescribe, including the payment of a reinstatement fee.

#### Section 4. Membership Limit:

A limit on facility use privileges may be established by a majority vote of a quorum of the Board of Directors in attendance at a scheduled Board Meeting.

### Article III: Membership Meetings

#### Section 1. Annual Membership Meeting:

The first annual membership meeting of the Association shall be held on a date approximately six months after the opening of the FAPTO Fitness Center at a time and place to be determined by the Provisional Board of Directors, described herein at Article IV, Section 1. There shall be a regular meeting of the membership held each year on a date approximately 12 months after the first annual membership meeting and time to be determined by the Board of Directors. The Board of Directors shall notify members of the time and place of the meeting at least one week prior to the scheduled meeting day.

#### Section 2. Special Meetings:

Special meetings of the members shall be held at such time and place whenever the Board of Directors determines that the business of the Association necessitates such a meeting. A special meeting shall be scheduled promptly by the Board of Directors whenever the Board receives a petition calling for such a meeting signed by twenty-five (25) percent or more of the regular members. The Board of Directors shall notify members of the time, place, and purpose of such meeting, including all motions to be put to a vote, at least one week prior to the scheduled meeting day.

#### Section 3. Quorum:

The presence of ten (10) percent of the regular members at a regularly scheduled annual membership meeting shall constitute a quorum. At a special meeting, as defined in Article III, Section 2, the presence of twenty (20) percent of the regular members shall constitute a quorum.

#### **Section 4. Voting:**

The right to vote on any matter shall be restricted to regular members in good standing pursuant to Article II, Section 2(a). Each regular member shall be entitled to one vote. Except as otherwise provided for herein, a majority vote of a quorum, pursuant to Article III, Section 3, of the regular members present at a meeting pursuant to Article III, Sections 1 & 2, and voting, or having voted in advance by mail or authorized proxy evidenced in writing, shall prevail on any matter put to a vote of the regular members.

### **Article IV: Board of Directors**

#### **Section 1. Membership:**

**Elected Directors:** The Board of Directors of the Association shall consist of nine (9) Directors elected by the regular members of the Association. Members of the Board shall be USPTO employees (including USPTO contractors) and regular members of the Association in good standing at the time of their election and while so serving. A provisional Board of Directors shall serve until the first annual membership meeting, as described in Article III, Section 1. The Provisional Board of Directors will be composed of the members of the Partnership Fitness Team named in the articles of incorporation.

**USPTO Liaison:** The Board of Directors shall also include a position for a USPTO Liaison who is appointed by USPTO to work in conjunction with the elected Board Members in carrying out the duties of the Board. The USPTO Liaison shall have the right to attend all regularly scheduled Board meetings and the right to a single vote on all matters put to vote as set out in Article IV, Section 7 herein. The term of the USPTO Liaison shall be indefinite, to be determined by the USPTO. If any agreement with the USPTO does not authorize the USPTO Liaison to vote, the USPTO Liaison shall neither vote nor count towards quorum.

#### **Section 2. Election and Term of Directors:**

- (a) **First Elected Board of Directors:** The first elected Board of Directors to follow the provisional Board of Directors shall be comprised of three members of the Provisional Board of Directors to be selected by a vote of the members of the Provisional Board of Directors, and six members elected to special terms. The three Directors who were members of the Provisional Board of Directors shall each serve a one-year term. Three (3) of the six elected members shall be elected specifically to serve a two-year term. The remaining three (3) of the six elected members shall be elected specifically to serve a three-year term. At each annual election following the First Elected Board of Directors, there will be three regular vacancies to fill by election.
- (b) **Term of Office:** After the special terms to be served by the first Elected Board of Directors as provided for in Article IV, Section 2(a), Directors shall serve terms of three years unless they resign or are removed in accordance with the provisions of Article IV, Section 4.
- (c) **Election of Board of Directors:** Prior to each annual membership meeting, the Board of Directors shall designate a nominating committee which shall recruit at least one candidate for each vacancy on the Board of Directors who are regular members and willing to serve on the Board of Directors. Nominations may also be made by petition signed by at least ten (10) regular members in good standing and submitted to the Board of Directors by such date prior to the annual membership meeting as the Board of Directors shall set. The vacancy(ies) on the on the Board of Directors shall be filled in descending order of the duration of the term of the vacant position in descending order of the number of ranked votes each nominated candidate receives from votes received from the membership. Members shall be provided at least one week to vote for the nominated candidate(s) of the Board of Directors. Quorum is not required of the membership for election of the nominated candidate(s) to the Board of Directors.

#### **Section 3. Vacancies:**

Any vacancies which occur in the Board of Directors between annual membership meetings shall be filled by the Board of Directors upon a majority vote of the remaining Directors in attendance at a scheduled Board meeting.

#### **Section 4. Removal:**

A Director who fails to attend scheduled Board meetings as set out in Article IV, Section 5(b) herein may be removed by a majority vote of the members of the Board of Directors in attendance at a scheduled Board meeting. A Director may also be removed for cause by a majority vote of a quorum of the members of the Board of Directors in attendance at a scheduled Board meeting after the Director is given an opportunity to be heard before a quorum (defined in Article IV, Section 7) of the Board members. Cause must be established by proof of actions taken without authority and beyond the scope of these By-Laws.

#### **Section 5. Meetings:**

- (a) **Scheduling of Meetings:** The Board of Directors shall meet as often as the needs of the Association require and a meeting may be scheduled by any member of the Executive committee of the Board of Directors, as defined in Article IV, Section 6. Board members shall be notified of any scheduled meeting at least twenty-four (24) hours in advance of such meeting. Board of Directors meetings are normally open to members who may participate fully in discussion of any matter brought before the Board.
- (b) **Attendance of Board Members:** All Board members shall attend each meeting of the Association. Should a Board member be unable to attend a scheduled meeting, the Board member must notify the Secretary within 48 hours of the meeting, or within a reasonable time if the meeting is scheduled with less than 48 hours' notice. A Board member's failure to notify the Secretary that they will not attend a scheduled meeting will result in an unexcused absence. Three (3) unexcused absences will result in the removal of the Board member from the Board of Directors of the Association if mandated by a majority vote of a quorum of the Board of Directors in attendance at the scheduled Board meeting following the third unexcused absence. This By-Law shall constitute notice to all Board members that three (3) unexcused absences will result in the removal of a Board member from the Board of Directors, subject to a majority vote of a quorum of the Board of Directors.

#### **Section 6. Officers:**

- (a) The Board of Directors shall elect from among their number a President, Vice-President, Secretary, and Treasurer; the four of whom shall constitute the Executive Committee of the Board of Directors. Subject to ratification or modification of their actions by the full Board of Directors specified by Article IV, Section 7 herein, members of the Executive Committee shall have full authority to act on behalf of the Association regarding any matter falling within the area of their offices, jurisdictions, or for which they have been charged with responsibility by the Board of Directors or by the President of the Board. Any member of the Board of Directors shall be entitled to attend any regularly scheduled meeting of the Executive Committee.

- (b) Powers and duties of the President: The President shall be the Chief Executive Officer of the Association and shall have general charge of and responsibility for all of the business affairs of the Association. In the absence of the Treasurer, the President or their designee from among the Executive Committee will sign checks. The President shall preside at all meetings of the members of the Association.
- (c) Powers and duties of the Vice-President: The Vice-President shall assist the President in carrying out the President's duties and in the absence or disability of the President shall carry out the duties of the office of the President.
- (d) Powers and duties of the Secretary: The Secretary shall give, or cause to be given, notice of all membership meetings and all other notices required by law or by these By-Laws. The secretary shall record and publish all the proceedings of the meetings of the members and the Board of Directors. The Secretary shall perform all the duties generally incident to the Office of the Secretary.
- (e) Powers and duties of the Treasurer: The Treasurer shall have custody of all funds of the Association and shall keep full and accurate accounting of receipts and disbursements in books belonging to the Association. These records shall be made available by the Treasurer for scheduled periodic reviews or audits. The Treasurer shall deposit all moneys in the name and to the credit of the Association in such depository or depositories as the Board of Directors may designate.
- (f) The Treasurer shall disburse the funds of the Association as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. The Treasurer shall render to the members at the annual membership meeting, and to the President whenever the President so requests, an accounting of all of the Treasurer's transactions as Treasurer and of the financial condition of the Association. The Treasurer shall perform all duties incident to the office of Treasurer, subject to the control of the members and the Board of Directors.

### **Section 7. Quorum:**

The presence, in person or by proxy, of a majority of Directors shall constitute a quorum, and all matters put to vote shall be decided by a majority of those Directors present and voting in person or by proxy. The act of a majority of the Directors present, in person or by proxy, at a meeting at which a quorum is present shall be the act of the Board of Directors. An authorized proxy for Board of Director voting must be evidenced in writing. If voting is needed on a time-sensitive matter, email voting by Directors may be initiated. A quorum is met for email voting once a majority of Directors casts their email vote. The time-sensitive matter shall be decided by a majority of those Directors in which an email vote has been received, for which a quorum is met.

### **Section 8. Power and Duties:**

The Board of Directors and its Executive Committee and other designees shall have all the power and authority necessary to carry out the purpose for which the Association exists, and to protect and preserve the interests of the Association including, but not limited to:

- (a) Contracting for the management and operation of Association programs, activities, and facilities
- (b) Contracting for insurance covering any potential liability of the Association, its managing agents, Board of Directors, or members.
- (c) Contracting for any other services, equipment, or supplies it determines are needed by the Association.
- (d) Setting terms and conditions of membership, including dues and fees schedules.
- (e) Establishing and enforcing rules and regulations for the use of Association facilities and for participation in Association programs and activities.
- (f) Incorporating, liquidating, or dissolving the Association as it determines is appropriate.

### **Section 9. Compensation:**

Members of the Board of Directors shall not receive payment for services rendered to the Association, including service on the Board of Directors.

### **Section 10. Decisional Immunity:**

No Director or Officer of the Association may be sued by any member of the Association on the basis of any decision made, within the authority of these By-Laws, in the course of carrying out their duties as a Director and/or Officer.

## **Article V: Amendments to By-Laws**

### **Section 1. Amendment:**

These By-Laws may be amended by (1) a majority vote of the membership at any scheduled meeting of the membership, pursuant to Article III, Sections 1 & 2, where the notice of the meeting has announced that amending the By-Laws will be a matter placed before the membership or (2) a majority vote of a quorum of the Board of Directors in attendance and voting at a scheduled Board of Director's meeting, provided that such amendment initiated by the Board of Directors shall be placed before the membership for ratification by majority vote of the voting membership within sixty (60) days of its adoption by the Board of Directors. Quorum is not required of the membership for majority vote ratifying amendment to the By-Laws if initiated by a majority vote of a quorum of the Board of Directors and if notice has been given at least one week in advance to the membership announcing amendment to the By-Laws.

## **Article VI: General**

### **Section 1. Conformity with Law:**

All the powers, authority, duties, and activities of the Association, its members, Board of Directors, employees, and agents shall be exercised or carried out only in conformity with these By-Laws and all applicable laws, ordinances, and regulations of the State of Virginia.

### **Section 2. Records and Accounts:**

All Association records and Books of account shall be maintained by the Secretary and the Treasurer of the Board of Directors and, except for members' health records and personal files of any Association member, employee, or agent, shall be open for inspection by any member upon written request with reasonable notice. The Secretary and Treasurer shall also cause a financial report to be prepared annually and presented at the corresponding annual membership meeting.