GAO FITNESS AND ATHLETICS ASSOCIATION
A DISTRICT OF COLUMBIA NONPROFIT CORPORATION
CHARTER AND BYLAWS,
AS AMENDED (04/08/2009)

Article I: Name and Purpose

Section 1. Name: The name of this organization is: GAO Fitness and Athletics Association, hereinafter designated as "GFAA" or "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 through the use of the GAO Wellness and Fitness Center and related programs and activities.

Section 3. Organization: The Association is and shall remain a nonprofit organization.

Article II: Membership

Section 1. Membership: The Association shall have the following classes of membership:

a. Regular membership shall be open to any employee of the GAO, (including full-time, part-time, temporary or regional office employees) [GAO regular members]; and tenants of the GAO headquarters building, including employees of the Army Corps of Engineers, the GAO Public Health Unit, and Unicco [non-GAO regular members]. Employees of the Bureau of Labor Statistics (BLS) who have maintained their original membership in the GFAA shall continue to be offered regular membership status [non-GAO regular members]. All BLS employees who either rejoin the GFAA or join as new members shall be offered special memberships. Regular memberships shall commence upon payment of an initiation fee plus annual, semi-annual, or monthly dues. These members shall have full voting rights.

b. Daily membership shall be open to any GAO regional office employee upon payment of a fixed daily admission charge.

c. Temporary membership shall be open to student/intern employees retained for short, limited periods of time upon payment of a monthly charge.

d. Special Memberships shall be open to those federal employees who work in close proximity to GAO upon payment of an initiation fee plus annual, semi-annual, or monthly dues. Special memberships are not automatically renewed. Special membership does not include eligibility to vote in Board of Director elections. Special membership is subject to such additional terms and conditions as the GFAA Board of Directors may set forth.

e. Inactive memberships shall be open to any current member for an indefinite period, but a minimum of three pay periods, for one or more of the following reasons: (1) taking leave for the birth of a child or to provide care for a child, spouse, or parent, (2) a documented injury or serious health condition, or (3) a temporary change in duty status or detail to Congressional committee or other organization.

Section 2. Membership Term: Except for Special Membership, membership in the Association shall continue as long as: (1) annual, semi-annual, or monthly dues are paid in full on a regular basis or are being paid through bi-weekly payroll deduction [payroll deduction is available only to GAO staff]; (2) the person remains a GAO employee or other employee as described in Article II, Section 1 above; and (3) membership has not been revoked or suspended upon the direction of the Board of Directors for good cause.

Section 3. Suspension and Reinstatement: The Board of Directors may suspend a member for good cause and 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 the total number of members with facility use privileges may be established by a two-thirds vote of a quorum of the members of the Board of Directors in attendance at a scheduled Board meeting.

Article III: Membership Meetings

Section 1. Annual Meeting: There shall be a regular meeting of the members held each year on the second Thursday in October or such other time as the Board of Directors may designate. The Board of Directors shall notify members in writing of the time and place of such meeting at least ten (10) days prior to the scheduled meeting day.

Section 2. Special Meetings: Special meetings of the members shall be held at such time and place, and upon such notice, as the Board of Directors shall establish whenever the Board of Directors determines that the business of the Association necessitates such a meeting. A special meeting shall be scheduled by the Board of Directors whenever the Board of Directors receives a petition calling for such a meeting signed by ten (10) percent or more of the regular members.

Section 3. Notice: Written or printed notice stating the place, day, and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 10 or more than 50 days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail or GAO mail distribution system addressed to the member at his or her address as it appears on the records of the corporation, with postage thereon prepaid if needed.

Section 4. Quorum: The presence of ten (10) percent of the regular members shall constitute a quorum at any membership meeting. Except as otherwise provided for herein, a simple majority of the members present and voting or voting by authorized proxy shall prevail on any matter put to a vote of the members.

Section 5. Voting: The right to vote on any matter at a membership meeting shall be restricted to regular members of the Association whose dues are current as of the date of the meeting. Each member shall be entitled to one vote. Voting on all matters, including the election of directors, may be conducted by mail.

Section 6. Proxies: A member may vote in person or may vote by proxy executed in writing by the member or his duly authorized attorney-in-fact. No proxy shall be valid after three months from the date of its execution, unless otherwise provided in the proxy.

Article IV: Board of Directors

Section 1. Membership: The Board of Directors of the Association shall consist of nine (9) directors. Eight (8) of the directors will be elected by the members of the Association, and the ninth--the Treasurer--will be appointed by the elected Board of Directors. The Board of Directors shall consist of regular members of the Association who are in good standing at the time of their election and while so serving. No more than one position on the Board of Directors may be occupied by a non-GAO regular member at any one time.

Section 2. Term of Office: Directors shall serve terms of two (2) years unless they resign or are removed in accordance with the provisions of Section 7 of this Article. To insure that the terms of the Directors are staggered, four Directors shall be elected at each annual meeting. The Treasurer shall be re-appointed or a new one appointed after each two-year term.

Section 3. Election of Directors: Election of Directors shall take place at the annual meeting. The four candidates receiving the most votes, in accordance with the membership requirements in Section 1, shall be elected to serve a 2-year term. In the event that two or more non-GAO regular members are among the four candidates with the most votes, the one with the most votes will be elected. However, if a non-GAO regular member is currently serving on the Board of Directors and has another year remaining on his or her 2-year term, no other non-GAO regular member may be elected. The remaining three Board members shall be the three GAO regular members with the most votes. In the event of a tie, a run-off election will be held among only those candidates who have received equal votes.

Prior to each annual meeting of the members, the Board of Directors shall designate a nominating committee which shall recruit at least four (4) candidates 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 meeting as the Board of Directors shall set. The Board Treasurer will be appointed by the Board of Directors as specified in

Section 8 below.

Section 4. Vacancies: Any vacancies which occur in the Board of Directors between annual meetings of the members shall be filled by the Board of Directors upon a majority vote of the remaining Directors in attendance at a scheduled Board meeting.

Section 5. 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 8. Board members shall be notified of any scheduled meeting at least five working days 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. A representative from management of the General Accounting Office shall be allowed to be present at all Board meetings in a non-voting capacity.

Section 6. Quorum: The presence of five (5) Directors shall constitute a quorum and, except for the removal of a member of the Board of Directors or as provided in other provisions of these Bylaws, all matters put to a vote shall be decided by a majority of those Directors present and voting.

Section 7. Removal: A Director who fails to attend three consecutive scheduled Board meetings may be removed by a two-thirds vote of a quorum of the members of the Board of Directors at a scheduled Board meeting.

Section 8. Officers: The Board of Directors shall elect from among their number a President, Vice-President, and Secretary. The Board shall appoint a Treasurer who shall be a certified public accountant (CPA). These four officers shall constitute the Executive Committee of the Board of Directors. The Board can appoint a Treasurer from the regular membership or from the elected Board. If the appointed Treasurer is an already elected Board member, the Board shall fill the remaining vacancy as specified in Section 4 above. No two offices may be held by the same person. Subject to ratification or modification of their actions by the full Board of Directors, members of the Executive Committee shall have full authority to act on the behalf of the Association with regard to 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. Any member of the Board of Directors shall be entitled to attend any regularly scheduled meeting of the Executive Committee.

a. 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 case of a disbursement in excess of $500 with the exception of the repair of existing equipment (regardless of the amount) with an approved purchase order, the President or his/her designee from among the Executive Committee will sign all checks provided the expenditures are authorized by a majority of the Board of Directors or the Executive Committee. The President shall preside at all meetings of the members of the Association.

b. 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.

c. 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 Bylaws. The Secretary shall record all the proceedings of the meetings of the members and the Board of Directors in books provided for that purpose. The Secretary shall perform all the duties generally incident to the office of the Secretary.

d. 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. 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.

The Treasurer may disburse the funds of the Association up to the amount of $500**,** or for the repair of existing equipment (regardless of the amount) with an approved purchase order as may be ordered by the members of the Board of Directors. However, any expenditure in excess of $500 not described above must be authorized by a majority of the Board of Directors or the Executive Committee. The Treasurer shall render to the members at the annual 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 9. Powers and Duties of the Board of Directors: 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 operations of Association programs, activities, and facilities.

b. Contracting for insurance covering any potential liability for the Association, its managing agents, and Board of Directors.

c. Contracting for any other services, equipment or supplies it determines are needed by the Association.

d. Setting terms and conditions of membership, including limiting or expanding membership and setting dues and fee schedules.

e. Establishing and enforcing rules and regulations for the use of Association facilities and for participation in Association programs and activities.

f. Incorporating the Association as it determines is appropriate.

g. Establishing a limit on the total number of members with facility use privileges.

h. Conducting or contracting for independent audits as required.

Section 10. Designation or Appointment of Committees: The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the Association. Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be designated and appointed by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him or her by law.

Section 11. 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 12. Voting by Proxy: A member of the Board of Directors may empower another Director to cast his or her vote on question(s) coming before the Board at a scheduled meeting by giving that Director a written/signed proxy. The proxy may be limited to a specific vote, a general topic, or can pertain to all matters voted at a given meeting, at the option of the Director giving the proxy. Votes by proxy shall be counted the same as votes by Directors present at the meeting. The written/signed proxy shall be dated and attached to the minutes of the meeting by the Secretary. A proxy shall be valid only for one scheduled meeting.

Article V: Indemnification

The Association does hereby indemnify to the maximum extent legally permissible each Director and officer and former Director and officer of the Association, and each person who may have served at its request as a Director or officer against expenses (including attorneys' fees), judgments and fines actually and necessarily incurred by him or her in connection with or arising out of any threatened, pending, or completed claim, action, or suit or matter of whatever nature, in which he or she may be involved as party or otherwise by reason of his or her being or having been a Director or officer.

Article VI: Amendments to Bylaws

These Bylaws may be amended by: (1) a two-thirds vote of the regular members at any scheduled meeting of the membership where the notice of the meeting has announced that amending the Bylaws will be a matter placed before the membership or (2) a two-thirds vote of the members of the Board of Directors in attendance and voting at a scheduled Board meeting.

Article VII: Power to Dissolve or Liquidate the Association

Any decision to dissolve or liquidate the Association shall require the approval of a two-thirds vote of a quorum of the members of the Board of Directors at a scheduled Board meeting. The decision of the Board to dissolve or liquidate the Association shall require ratification by two-thirds of the votes entitled to be cast by members present or represented by proxy at any scheduled meeting of the members within sixty (60) days of its adoption by the Board of Directors.

Article VIII: Provision for Distribution of Assets on Dissolution or Final Liquidation

Provision for distribution of assets on dissolution or final liquidation are as follows:

Although the period of duration of this Corporation is perpetual, if for any reason the Corporation is to be dissolved, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Corporation, shall dispose of all of 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 pleasure, recreation and other nonprofitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(7) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal tax laws, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the United States District Court of the District of Columbia, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article IX: Non-Discrimination

The GFAA shall be open on a non-discriminatory basis to all federal employees who qualify as members in accordance with Article II, Section 1. GFAA will admit members of any race, color, religion, sex, national origin, age, disability or sexual orientation. Subject to any conditions or limitations set by the contractor in conjunction with a duly authorized physician, each member will possess all the rights and privileges, and have access to programs, and activities generally accorded or made available to GFAA members. GFAA will not discriminate on the basis of race, color, religion, sex, national origin, age, disability or sexual orientation, in administration of its policies or in the operation of its facilities.

Article X: 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 Bylaws and all applicable laws, ordinances and regulations of the United States and the District of Columbia.

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 for special files of any Association employee or agent, shall be open for inspection by any member upon request. The Secretary and Treasurer shall also cause a financial report to be prepared annually.