

BY-LAWS
OF
Massachusetts Wrestling Association, Inc.

(A Non-profit Corporation)

TABLE OF CONTENTS

Contents

Article 1. Name and Purpose	2
Article 2. Definitions	2
Article 3. Offices.....	3
Article 4. Meetings	4
Manner of Meetings/Alternative Form of Meetings	4
Procedure.....	4
Article 5. Membership	4
Term	4
Dues	4
Qualifications.....	4
Initial Members.....	4
Classes of Members.....	5
Suspension and Expulsion of Members.....	5
Designated Representative	6
Article 6. Meetings of the Members	6
Annual Membership Meetings.....	6
Special Membership Meetings	6
Notice of Meetings.....	6
Membership Meeting Quorum.....	7
Removal of a Director.....	7
Special Power of the Membership	7
Action Requiring the Membership	7
Rules and Regulations	8
Testimony and Participation at Membership Meetings	8
Article 7. Board of Directors	8
Qualifications of Directors	8
Volunteer Status of Directors	9
Initial Executive Board and Election of the Board	9
Removal and Resignation of Directors.....	9
Vacancies.....	10
Meetings.....	10
Notice of Meetings.....	10
Quorum	10
Officers	11
Division Directors	11
Duties of Directors.....	11
Term of Office for Officers.....	12
Chairperson of the Board	12
President	12
USAW Liaison	12
Treasurer.....	13
Clerk	13
Marketing Communications Chairperson	13
Registration Chairperson	13
Modification of Bylaws or Articles of Incorporation	13
Rules and Regulations	14
Article 8. Program of Events	14
Article 9. Miscellaneous	14
Article 10. Limited Liability of Officers and Directors.....	14

BY-LAWS
OF
Massachusetts Wrestling Association, Inc.
(A Non-profit Corporation)

Article 1. Name and Purpose

The name of this corporation is the Massachusetts Wrestling Association, Inc., and it is formed exclusively for charitable and educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code. The corporation may sometimes be referred to as M.W.A. Specifically, M.W.A. shall be operated exclusively for the purpose of fostering national or international amateur competition in the sport of wrestling within the meaning of § 501(c)(3) of the Internal Revenue Code.

Article 2. Definitions

M.W.A.: Massachusetts Wrestling Association, Inc

Membership: All of the members of M.W.A.

MWA Folkstyle Season: The time from November 1st till after March 31st this will encompass the entirety of the MWA Folkstyle Season.

MWA Olympic Style Season: The time from April 1st till October 31st will encompass the entirety of the MWA Olympic Style Season.

Voting Qualified Wrestling Organization: An organization that (1) is an organization located and operating within the Commonwealth of Massachusetts; and (2) that competes or intends to compete in wrestling competition (as hereafter defined) within the Commonwealth of Massachusetts; and (3) that serves a geographic area within the Commonwealth of Massachusetts.

Scoring Qualified Wrestling Organization: Any team participating in the MWA State Tournament Series that only competes and practices within the MWA Folkstyle Season. These teams will be able to compete within the tournament series scoring tournament team points for an overall team championship at the conclusion of the tournament. All teams that do not qualify for this are allowed to compete in the tournament series but will not be qualified to score as a team.

Qualified Participant: The qualified participant will be defined by the age range for the specific event.

For the Youth events a Massachusetts resident who is not yet in the ninth grade, who competes or intends to compete in wrestling events within the Commonwealth of Massachusetts, who is fifteen years old or younger and will not attain the age of sixteen years old before the last day of the month of August next occurring is eligible to compete in youth events.

Supermajority: Seventy-five (75%) percent or greater.

Voting Member: A member which is an organization having at least five (5) qualified participants that is certified as a voting member by the Executive Board.

Unanimous vote: A consistent vote of all of those qualified to vote.

Membership Meeting: Any duly called meeting of the members, whether it be an annual meeting or special meeting.

Board: Unless a different board is expressly stated, any reference to the “Board” herein shall mean and intend the Executive Board of M.W.A..

Active Coach: A coach shall achieve the status of being an Active Coach by virtue of being the head coach or a coach regularly attending practices and wrestling events as a coach with the Qualified Wrestling Organization with which the coach is affiliated. A coach casually affiliated or attending such events on a very limited basis as a coach or representative of the Qualified Wrestling Organization with which he is affiliated shall not be considered an Active Coach.

Active Manager: A person managing a Qualified Wrestling Organization, although not necessarily a coach, shall achieve the status of being an Active Manager by virtue of being the primary administrator of the affairs of the organization and regularly attending wrestling events as a representative of the Qualified Wrestling Organization with which the manager is affiliated. A manager, administrator or other person casually affiliated with a program or attending such events on a very limited basis as a representative of the Qualified Wrestling Organization with which he is affiliated shall not be considered an Active Manager.

Qualified Affiliate. A qualified affiliate shall be an Active Coach or Active Manager of a Qualified Wrestling Organization having a Voting Member affiliated with such organization.

Affiliation. For the purposes of these Bylaws, no person may be affiliated with more than one Qualified Wrestling Organization. To be included in any class, category or to be qualified to exercise any voting rights of any type hereunder, whether as member, director or otherwise, a person shall designate his exclusive affiliation with a single Qualified Wrestling Organization.

Officials: A person who is qualified to run the wrestling event. Clerks and Pairers are qualifier persons who can bracket and run an event that follows the rules of the governing body. A referee or mat official is qualified to watch a match closely to ensure that the rules are adhered to arbitrate on matters that arise from movements during the match.

Competitors: A person who will take part in the wrestling event. Competitors are not required to be members of a wrestling organization.

Article 3. Offices

The principal office of the Corporation shall be located in the City of Lowell, County of Middlesex, Commonwealth of Massachusetts. The Corporation may also have such offices

at such other places within or without the Commonwealth of Massachusetts as the Executive Board may from time to time determine.

Article 4. Meetings

Manner of Meetings/Alternative Form of Meetings

Meetings of the Membership, the Executive Board or any special committee of M.W.A. may be held in a physical location or, may be held electronically, but only so long as (1) sufficient instructions are provided to allow access to the meeting by all those qualified to attend such meeting and (2) the only prerequisite to the ability to participate in such meeting is high-speed internet access.

Procedure

Except for compliance with the Articles of Organization and these Bylaws, although basic parliamentary formality and orderly proceedings are anticipated there shall be no fixed parliamentary procedure required at any meeting except as expressly set forth herein.

Article 5. Membership

Term

The term of both club and individual memberships shall be coincident with the M. W. A. business year; that is, a fiscal year from September 1 through August 31.

Dues

The incorporators initially and the directors thereafter shall establish the dues requirement necessary to become a member of the corporation. Each year at their annual meeting the directors shall fix the amount of the dues and all Qualified Wrestling Associations meeting the dues requirements shall thereafter become members.

Qualifications

Each member shall be a Qualified Wrestling Organization.

Initial Members

The initial members shall be designated by the Incorporators, subject to ratification by the Executive Board elected at the first meeting of the Membership. Thereafter, new members shall apply for membership to the Executive Board. The Board shall approve such application so long as applicant is a qualified wrestling program and neither the representative making such application nor any officers or coaches known to be associated with such organization have been expelled by or are currently suspension by M.W.A..

Classes of Members

There shall be two classes of members, which shall be as follows:

Voting Member

The first class shall be those members who are voting members. To be a voting member, the member organization must have at least five (5) qualified participants. The list of voting members shall be certified by the Executive Board on an annual basis. Each member organization must register, pay the appropriate fees, and agree to comply with the policies and procedures of M. W. A. to be recognized as a chartered club of the corporation. Each chartered club of the corporation in good standing shall have one vote at all open meetings of the corporation.

Individual Member

The second class shall be any member otherwise qualified, but not meeting the participation requirements set forth above for a Voting Member. For the purposes hereof, whereas individual members have no voting power, any reference in these bylaws to members or the membership related to or concerning voting, quorums or the like shall mean and intend to refer to Voting Members. Individual membership in the corporation shall be open to any individual engaged in competitive amateur wrestling, officials, coaches, volunteer, and media. Each individual must register, pay the appropriate fees, and agree to comply with the policies and procedures of M. W. A. to be eligible to participate in corporation events and activities. Upon request, each individual registering with the corporation must provide a legally registered document which proves date of birth.

Suspension and Expulsion of Members

For cause, a Member may be suspended by unanimous vote of the Executive Board, pending an opportunity to be heard at a meeting of the Members. A suspended member may appeal such suspension by written notice of appeal stating the basis of the appeal, which notice shall be delivered to the Executive Board in writing within fifteen days of receiving notice of the suspension, time being of the essence. At the next scheduled special or annual meeting of the membership, the appellant shall have no more than ten minutes to be heard. The Executive Board shall then have no more than ten minutes to respond, following which, if a motion be made and seconded, the members present at such meeting (if there be a quorum) may overturn the suspension by a simple majority vote of those present, with a tie being resolved in favor of the Executive Board.

A Member may only be expelled by the membership. No member shall be expelled by vote of less than a majority of all the members of M.W.A., nor by vote of less than three quarters of the members present and voting upon such expulsion. This provision is intended to comply with G.L. c.180, §18.

Designated Representative

Each member shall designate a single individual to act as that member's designated representative. A designated representative, and only a designated representative, may act on behalf of, testify on behalf of and vote on behalf of member. Upon written notice (or electronic notice), from time to time, a member may replace its designated representative.

Article 6. Meetings of the Members

Annual Membership Meetings

The first regular Annual Meeting of the Members shall be held within twelve months after the formation of the Corporation. All other meetings shall be held at such time and place as shall be fixed by the Executive Board from time to time, each within fourteen months of the preceding regular Annual Meeting. Notwithstanding, such meetings shall be scheduled such that there is at least one annual meeting scheduled during each calendar year.

There will two meetings of the membership. The spring meeting will be held near the end of the folk style championships. Elections will be held at this meeting and boards to be elected will not be active until September 1. The fall meeting will be held before November 1st and will cover at least cover the event programs for the coming year. The interim period between Spring and Fall meetings will serve as transition period so that board and division directors elect can become familiar with the new roles.

No notice shall be required for regular meetings of the Board of Members for which the time and place have been fixed at an Annual Meeting or Special Meeting of the Members.

Special Membership Meetings

Special meetings of the Members may be called by the Executive Board (by majority vote) or by petition to the Executive Board signed by members representing not less than twenty five percent of the total membership. For the purposes hereof, an electronic signature or acknowledgement shall be sufficient.

Notice of Meetings

All members, as a condition to membership, are required to provide complete contact information including, at minimum, a physical address within the Commonwealth of Massachusetts, a telephone number and an email address. Any notice, whether it be verbal, electronic, by mail or otherwise given or sent to either the phone number, postal address or email address shall be sufficient notice. Furthermore, any posting on the Corporation's website designated for such notice at least ten (10) days prior to such meeting shall be deemed sufficient notice to all members of such meeting.

The notice of any meeting need not specify the purpose of such meeting. The requirement for furnishing notice of a meeting may be waived by any member who

waives notice of such meeting in writing or by electronic acknowledgement, or who attends the meeting without protesting the lack of notice. Inclusion of so-called agenda items shall not preclude deliberations and actions relative to matters not set forth on an agenda or set forth in a notice.

Membership Meeting Quorum

No action may be taken at a meeting of the Members unless there is a quorum present (in person or by proxy) at the meeting. Except to the extent herein or in the Certificate of Incorporation of the Corporation provided, a majority of the entire members of the Executive Board shall constitute a quorum. A majority of the members present at any meeting called for which a quorum is not present may adjourn the meeting to another time and place.

Removal of a Director

A director may only be removed by the members. A vote to remove a director shall require a vote of at least a majority of the entire membership and a supermajority (75%) of the members present (in person or by proxy) at the meeting at which the vote is made.

Any action authorized by resolution, in writing (or electronically), by quorum of the members entitled to vote thereon and filed with the minutes of the corporation shall be the act of the Membership with the same force and effect as if the same had been passed by unanimous vote at a duly called Membership Meeting.

The Chairperson of the Executive Board shall preside at all meetings of the Membership. In his absence, the President shall preside and, in his absence, any other director chosen by the directors present at the meeting shall preside, otherwise, any member chosen by a majority of the members present shall preside. The presiding officer at such meeting shall have the power to place reasonable time limits on the floor, shall have such power as is necessary to maintain orderly procedure and may limit discussion on the floor to the specific matter being deliberated.

Special Power of the Membership

Any vote of fifty (50%) percent of all of the Voting Membership shall be sufficient to take any action or to veto or override any action taken by the Executive Board.

Action Requiring the Membership

Except as otherwise stated elsewhere herein, the following shall require the action of the Membership:

- 1) Any matter, action or decision for which the Executive Board has either deferred to the Membership or sent to the Membership for ratification;
- 2) Any change to eligibility rules for participation in wrestling events run by, provided by or overseen by M.W.A., including but not limited to the Massachusetts State Wrestling Championships;

- 3) Any change to any provision of the Massachusetts Wrestling Championship Rules and Regulations designated as requiring Membership action.

Rules and Regulations

The Members may promulgate such rules and regulations as deemed appropriate so long as in conformity with the provisions hereof. Rules and regulations promulgated by the Members may only be modified or amended by Membership action.

Testimony and Participation at Membership Meetings

Without an affirmative vote of the Membership, no person may speak or testify on the floor of a Membership Meeting unless such person is the designated representative of a Voting Member or Honorary Member. Only a designated member may participate, make or second a motion at a meeting of the membership. At any meeting of the membership, there may only be one person designated as the member's designated representative. As such, no more than one person may testify or actively participate in any meeting of the membership. The moderator acting at such meeting may, in his reasonable discretion in the interest of time, limit testimony to Voting Members, declare reasonable time limitations on the floor and take such other action in the interest of time and fairness so long as done in a reasonable and fair manner. Great deference shall be given to the discretion of the moderator.

Article 7. Board of Directors

The board of directors will be comprised of an Executive Board of Directors and the directors of each of the Divisions. The Corporation shall be managed by a Executive Board of Directors. The Executive Board shall consist of nine (9) persons. Members of the executive board are elected to the board and then each year the board will vote to select which of the nine will hold which position. The Directors of each of the divisions are nominated and selected by the executive board and are non-voting members of the board.

Qualifications of Directors

Each director shall be at least 21 years of age, and 5 of the members of the Executive Board shall at all times be a Qualified Affiliate during his/her directorship. If at any time the director no longer qualifies as a Qualified Affiliate of a Voting Member, the directorship of such director shall be automatically terminated. Any action or vote taken by such director following such termination shall be void.

At no time shall there be more than two directors serving who are affiliated with the same Qualified Wrestling Organization. Furthermore, no more than two candidates affiliated with the same program shall be placed on any ballot or shall be candidates in an election for the office of director. If more than two directors affiliated with the same organization (co-affiliates) are elected, then unless otherwise agreed among the co-affiliates, the last elected director shall be removed and disqualified from serving, and in the event of a tie, the director receiving the

least number of votes shall be disqualified from serving as director.

A minimum of 5 members of the executive board will represent Scoring Teams. There can be no more than 4 Unattached candidates elected to the executive board. There will also be 1 representative from each section defined by the MWA members from the season before (North, South, West, Central) the election year. A minimum of 1 member on the board will represent club teams operating in the Olympic Season. The rest of the members will be elected based on voting from the MWA Voting Members. The make up of the board will be as follows:

North Member - Top Vote from the North
South Member – Top Vote from the South
West Member – Top Vote from the West
Central Member – Top Vote from the Central
Non-Scoring Team Member – Top Non Scoring Team Vote
Olympic Style Member – Top Olympic Style Vote
General Board Member 1 – Next Active Member
General Board Member 2 – Next Active Member
General Board Member 3 – Next Active Member

Volunteer Status of Directors

A director shall not be compensated for his services as a director. A director may be compensated for services provided to the corporation separate and apart from his role as a director, but only after prior disclosure of the director's financial interest and upon a majority vote of the remaining disinterested directors.

Initial Executive Board and Election of the Board

The initial Executive Board shall consist of those persons named as the initial directors in the Articles of Incorporation, and they shall hold office until the first Meeting of Members, and until their successors have been duly elected and qualified. Thereafter, at each Annual Meeting of Members, the membership shall elect directors. Directors shall be elected annually to a one year term. A duly elected director shall serve until the later of the expiration of the term for which he or she was elected, and until his successor has been duly elected and qualified, or until his prior resignation or removal as hereinafter provided. Each Voting Member shall cast nine (9) votes at each election of the Executive Board.

Removal and Resignation of Directors

The Membership may remove any director with or without cause. A director may resign at any time by giving written notice to the Executive Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Executive Board. Acceptance of such resignation shall not be necessary to make it effective.

Vacancies

Newly created directorships or vacancies in the Executive Board may be filled by a vote of majority of the Executive Board remaining in office (even if less than a quorum remains in office). A director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for unexpired term of his/her predecessor.

Meetings

The directors shall meet at such times and places as shall be fixed by majority vote of the Board.

No notice shall be required for meetings of the Executive Board for which the time and place have been fixed at a duly called and held meeting. Meetings of the Executive Board may be called and noticed by the Chairperson of the Board.

Notice of Meetings

All members, as a condition to membership, are required to provide complete contact information including, at minimum, a physical address within the Commonwealth of Massachusetts, a telephone number and an email address. Any notice of a meeting of the Board, whether it be verbal, electronic, by mail or otherwise given or sent to either the phone number, postal address or email address shall be sufficient notice.

The notice of any meeting need not specify the purpose of such meeting. The requirement for furnishing notice of a meeting may be waived by any director who waives notice of such meeting in writing or by electronic acknowledgement, or who attends the meeting without protesting the lack of notice. Inclusion of so-called agenda items shall not preclude deliberations and actions relative to matters not set forth on an agenda or set forth in a notice.

Quorum

Except to the extent herein or in the Certificate of Incorporation of the Corporation provided, a majority of the entire members of the Executive Board shall constitute a quorum. Whenever a vacancy on the Executive Board shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the directors of the Executive Board excluding the vacancy. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by law and these Bylaws, any act of the Executive Board shall be by quorum. Any action authorized by resolution, in writing (or electronically), by quorum of the directors entitled to vote thereon and filed with the minutes of the corporation shall be the act of the Executive Board with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.

The Chairperson of the Board, if any, shall preside at all meetings of the Executive Board. If there be no Chairperson or in his absence, the President shall preside and,

if there be no President or in his absence, any other director chosen by the directors present at the meeting, shall preside.

The Executive Board may designate from their number, an Executive Directors committee and other standing committees. Such committees shall have such authority as the Executive Board may delegate, except to the extent prohibited by law. In addition, the Executive Board may establish special committees for any lawful purpose, which may have such powers as the Executive Board may lawfully delegate.

Officers

The Executive Board shall consist of Chairperson of the Executive Board, President, Vice president, Clerk, Treasurer, Marketing Communications Chairperson, USAW liaison, Treasurer, Registration Chairperson, and Member at large.

Division Directors

The M.W.A Executive Board of directors will establish divisions within it self to in order to operate quickly and efficiently to most effectively meet the needs of the members of the corporation. These divisions of the corporation shall function as operational arms and are under the jurisdiction of M. W. A. The division directors shall be nominated and appointed by a majority of the Executive Board. The divisions recognized by the corporation shall include but not be limited to Folk Style, Olympic Style, Kids, Cadets, Juniors, Open, Women, Officials, Pairing, Coaching, Education, and Travel. The term of each of the director shall be 2 years.

Division Directors may form sub-committees formed from active members in MWA. These members will assist in completing tasks given to the Division Director from the MWA Executive Board. Each season or upon completion of the task Sub-Committees will dissolve and will have to be reformed by a newly appointed Division Director if needed. Sub-Committees will not exceed 5 members.

Duties of Directors

The Division Directors shall supervise all activities which involve their assigned division and shall maintain a working knowledge of USA Wrestling rules, requirements and updates that affect their division operations. Recommendations shall be made to the Executive Board on matters which pertain to the development of the division programs to meet the needs of division participants. Division directors will represent M. W. A. at regional and national meetings at the discretion of the Executive Board

Term of Office for Officers

The Executive Board may remove any officer with or without cause at any time by majority vote. Each year the Executive board will vote to determined its officers. The terms of the Executive Board are 3 years and are staggered in the following manner:

Executive Board	Term	Election Years
North Member	3 years	2020, 2023, 2026 + 3yrs
South Member	3 years	2020, 2023, 2026 + 3yrs
Central Member	3 years	2020, 2023, 2026 + 3yrs
West Member	3 years	2020, 2023, 2026 + 3yrs
Non-Scoring Team Member	3 years	2019, 2022, 2025 + 3yrs
Olympic Style Member	3 years	2019, 2022, 2025 + 3yrs
General Board Member 1	3 years	2019, 2022, 2025 + 3yrs
General Board Member 2	3 years	2019, 2021, 2024 + 3yrs
General Board Member 3	3 years	2019, 2021, 2024 + 3yrs

Chairperson of the Board

The Chairperson of the Board shall act as moderator presiding over both meetings of the Executive Board and meetings of the Members and shall be responsible for maintaining order, assuring meetings proceed in a timely manner, maintaining proper decorum and assuring that action is taken in accordance with these Bylaws. At any meeting that the Chairperson is not present, the President shall act in his stead; and if the President is not present, then the Treasurer shall act in his stead; and if the Treasurer is not present, then the Clerk shall act in his stead; and if the Clerk is not present, then such person that the directors present at such meeting shall elect; and if there be no directors present (in the case of a meeting of the Membership), then buy such person as a majority of the members may elect.

President

The President shall be the chief Executive Directors officer of the Corporation, shall have the responsibility for the general management of the affairs of the Corporation in accordance with the resolutions of the Executive Board.

Vice President

The Vice President shall assist President and the Chairperson and shall serve in their absence. The Vice President shall also perform such duties as may be assigned by the Executive Board

USAW Liaison

USAW Liaison shall act as the primary liaison between the USAW the M.W.A. The purpose of this position is to ensure that the M.W.A. proactively considers the needs

and requirements of members and officials in every program offered, so that by the time new programs are offered, officials and member requirements have been considered as well.

Member-at-Large

Member at large shall be responsible perform such duties as may be assigned by the Executive Board

Treasurer

The Treasurer shall have the care and custody of all of the funds and securities of the Corporation and shall deposit said funds in the name of the Corporation in such bank accounts as the Executive Board may from time to time determine. The Treasurer shall, when duly authorized by the Executive Board, sign and execute all contracts in the name of the Corporation when counter-signed by the President; he or she may also sign checks, drafts, notes and orders for the payment of money, which shall have been duly authorized by the Executive Board and counter-signed by the President. The treasurer shall, not less than quarterly, provide an accounting of all financial activities (detailing all deposits and expenditures) occurring during the fiscal quarter last ending.

Clerk

The Clerk shall keep the minutes of the Executive Board and the minutes of the members. He or she shall have custody of the seal of the Corporation (if any) and shall affix and attest the same to documents duly authorized by the Executive Board. He or she shall serve all notices for the Corporation that shall have been authorized by the Executive Board and shall have charge of all books and records of the Corporation. Further, the Clerk shall be charged with arranging for orderly elections of the Executive Board.

Marketing Communications Chairperson

The Marketing communications Chairperson shall be responsible for the social media out reach of the organization, on Facebook, Twitter, or other present social media outlets. This includes the marketing of all M.W.A events. Marketing material can include social media posts, professional flyers, mass emails, any other communication means to present M.W.A and its events to the public.

Registration Chairperson

The Registration Chairperson shall be responsible for managing the registrations for all M.W.A.. Setting opening and closing dates of registrations, handling exception requests, and managing any remote weigh-in systems for tournaments.

Modification of Bylaws or Articles of Incorporation

These Bylaws and/or the Articles of Organization may be modified, altered, repealed or replaced, in whole or in part, only by either (1) a supermajority vote of the Membership or (2) a unanimous vote of the Executive Board and a majority vote of all members.

Rules and Regulations

The Board may promulgate such rules and regulations as deemed appropriate so long as in conformity with the provisions hereof and so long as not in conflict with any rule or regulations enacted by the Membership. Rules and regulations enacted by the Board may be modified or amended by majority vote of the Board.

Article 8. Program of Events

Programs should include a Folk Style and an Olympic Style program of events. Each Division Director Elect (those elected at the Spring Business meeting and assuming responsibilities on September 1) shall work with the outgoing Division Director and shall present for approval to the Executive Board a draft by August 1st and a final version by the Fall Meeting of a proposed program the division shall follow that year. The program shall include a proposed budget, information on division By-Laws Of the Massachusetts Wrestling Association, Inc. , championships, requests for special funding (clinics, etc.), ideas on promotion, information on USA Wrestling rule change/updates, and the sites and dates of regional and national tournaments the division shall be involved in.

Article 9. Miscellaneous

The Executive Board shall keep at the principal office of the Corporation, complete and correct records and books of account, and shall keep minutes of the proceedings of the Executive Board, or any committee appointed by the Executive Board, as well as a list or record containing the names and contact information of all members.

The corporate seal, if any, shall be in such form as the Executive Board shall from time to time prescribe.

The fiscal year of the Corporation shall be fixed by the Executive Board from time to time, subject to applicable law.

Article 10. Limited Liability of Officers and Directors

No director or officer of the Corporation shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as director notwithstanding any provision of law imposing such liability, provided however that this provision shall not eliminate the liability of a director, to the extent that such liability is imposed by applicable law;

- a. for any breach of the directors' duty of loyalty to the corporation or its stockholders;
- b. for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; and
- c. for any transaction from which the director derived an improper personal benefit.

This Article is intended to conform to Chapter 180, § 3 of the General Laws of Massachusetts.