

USA Wrestling Utah Bylaws

Introduction: USA Wrestling-Utah (hereafter referred to as USAW-Utah) is a non-profit organization affiliated with USA Wrestling. USA Wrestling is the National Governing Body for Olympic wrestling in the United States. As such, USAW-Utah is considered the state affiliated program for grass roots support of the Olympic wrestling movement. USAW-Utah is charged with developing the sport of wrestling in the state of Utah. This document is the property of USAW- Utah. These Bylaws govern the organization. Changes to the Bylaws require a vote by the General Membership.

SECTION 1: USA WRESTLING-UTAH BYLAWS

Preamble

USAW-Utah is a Utah corporation. It is a non-profit 501(c)3. All members, directors, and volunteers freely give of their time and talents in the pursuit of promoting the sport of Amateur Wrestling. All monies collected by this corporation shall go toward the good of Amateur Wrestling. Members, directors, and volunteers will only be reimbursed for reasonable and customary expenses pertaining to travel, room, board, telephone, postage, etc. Any payroll expenses by employees of the corporation will be approved by the Board of Directors.

ARTICLE ONE

Name

Section 1. This organization is the affiliate of the national governing body of amateur wrestling in the United States of America, USA Wrestling.

Section 2. The name of this organization shall be USAW-Utah.

ARTICLE TWO

PURPOSE

Section 1. To promote the sport of amateur wrestling by providing the opportunity for all wrestling enthusiasts in Utah to compete, coach, officiate, and/or volunteer in said sport.

Section 2. To supervise, sponsor and financially assist a disciplined and competitive program of local, national and international wrestling.

Section 3. To develop in the youth members, the ideals of good sportsmanship, honesty and respect for authority.

Section 4. To stress the concept of parents and youth working and playing together in all wrestling activities so that the family will be strengthened in the process.

Section 5. To establish an effective means of communication for the transmission of useful ideas whereby coaches and athletes will be informed of the latest developments and techniques in wrestling.

ARTICLE THREE

Section 1. Membership. Every resident of the State of Utah who holds any type of membership in USA Wrestling (hereafter USAW), or in any of its divisions, or is a volunteer, shall, for the term of such membership and/or period of voluntary service, also be a member of USAW-Utah (hereafter USAW-Utah).

Section 2. Classification of membership in USAW-Utah shall be:

- A. COMPETITORS, including all competitive athletes.
- B. CERTIFIED COACHES Includes all coaches which hold a Wrestling Leader membership.
- C. CERTIFIED OFFICIALS, includes those that hold a Wrestling Leader membership.

Section 3. General Members Meeting. The current president (or his/her designee from the Board of Directors) will oversee an annual General Members Meeting. A meeting of the General Members of the corporation shall be held annually, notice of which will be included in the yearly wrestling schedule and via email for those who list their current email with the Executive Director. Attendance at said meeting should constitute waiver of notice to such meeting.

The following agenda items must take place at each General Members Meeting:

1. A welcome and call to order;
2. An attendance roll will be passed around or by headcount
3. A voting roll call will be taken and official voting members will be determined and documented.
4. Elections for open seats on the board will take place.
5. Votes on changes to the Bylaws will take place.
6. An annual financial report will be given.
7. General announcements will be made.
8. Agenda items that the membership would like the Board of Directors to address will be noted.

The Board of Directors may call with proper notice a General Members Meeting at other times during the year that are reasonable.

Section 4. Voting by Members. Each currently certified coach & official will have one vote each. Each club also has an additional vote for every 20 wrestlers (one vote for 20 to 39 wrestlers, 2 votes for 40 to 59, etc.) Coaches must prove that they have a current membership to vote. Referees must prove they are current in their certification to vote and must be actively officiating in the state at the time of voting. Each club needs to have a separate member present in order to vote their extra club votes. In other words, one person may only vote once. The records of the Membership Committee Chair shall conclusively determine questions relating to registrations of clubs and memberships therein.

Members who hold more than one active membership status are eligible to vote only one vote.

Section 5. Election of Directors. At the annual General Members Meeting, persons shall be nominated and must be seconded by a separate person from another club or organization for open seats on the Board of Directors. The president or managing designee of this meeting shall take all nominations and then close nominations. By written ballot, each voting member will then vote for one nominee per open seat. The nominees receiving the most votes will take those available seats. In case of a tie on the last seat open, a second vote will be taken with the entire voting membership with just those members who were tied for that seat. If a tie persists, the Board of Directors will vote privately and name the open seat, choosing one of the two nominees. The General Membership will be notified of the new board members before the meeting is closed. The board may recuse themselves for a tie breaking vote during the meeting or may take written silent votes according to the president or designee. Election to the Board of Directors is limited to members of USAW-Utah. If not a member they must become a member within 1 month of being elected or they will automatically lose their position. All nominees should be present at the time of nomination and agree to the nomination verbally. If they can not be present they must have given consent prior to their nomination to someone present on the board.

Section 6. Definition of a Director. Directors can be nominated and elected as individuals only

ARTICLE FOUR Board of Directors

Section 1. Identity. This corporation shall operate and be controlled through a Board of Directors. Each member of the Board of Directors must be elected by the General Membership. The Board of Directors will then vote to elect officers and committee chairs and appoint national team coaches, hire personnel and professional services, and generally manage all affairs of the corporation.

Section 2. Authority. The affairs and property of the corporation shall be managed and controlled by its Board of Directors. The directors may exercise all such powers and do all such things as may be exercised or done by the corporation, subject to the provisions of the Articles of Incorporation, these Bylaws and all applicable law.

Section 3. Size. The Board of Directors shall consist of no less than seven (7) persons and no more than nineteen (19). The Board of Directors have the authority to increase the number of board members according to need within seven (7) to nineteen (19) seats.

Section 4. Board Representation. There may not be more than 25% of those board members from any one club.

Section 5. Board Meetings. Board meetings will be held at least two times a year (including the annual General Members meetings). Special meetings of the Board of Directors may be called by or at the request of its State Director/President, and shall be called by such director on the written request of one-fourth (1/4) of the then directors. The person or persons authorized to call or to request the call of special meetings shall fix the time and place for any such special meeting in accordance with these Bylaws.

Section 6. Notice of Meetings. A 10-day notice of board meetings must be given to all board members by written notice, meeting minutes, an RSVP e-mail, in-person, by live telephone conversation, or if the board member was in a board meeting while planning was taking place. Verbal and in-person notification must be verifiable by another person. The notice shall cite the time, place, and in the case of a special meeting, the purpose of the meeting. The director before, during or after such meeting may waive notice of any regular or special meeting of the directors in writing. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting.

Section 7. Quorum and Voting. A majority of the board members must be present or on a phone line to constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, a majority of the directors present may adjourn the meeting without further notice. The act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors.

Section 8. Committees. The Board of Directors may appoint committee chairs from within the Board of Directors or from the General Membership, and delegate to them, the powers and responsibilities, as the Board deems appropriate. Other committees may be made standing or ad hoc and may include but not be limited to regional, fundraising, tournament, high school liaisons, western regional hosting, open division, etc.

Committee chairs may then recruit and manage committees drawn from within or without current membership. All committee members will report to the Executive Director and be available for review by the board.

Section 9, Officers. The Board of Directors elects officers. The officers of the company shall have authority to act as an Executive Committee and make decisions for the corporation that need to be made with immediacy. The officers make up the Executive Committee in charge of hiring, firing and disciplining employees.

Section 10. Action in Writing. Any action which might be taken at a meeting of the Board of Directors or of any lawfully constituted committee may be taken without a meeting if such action is taken in writing and signed by all of the directors then in office or by all of the members of such committee, as the case may be.

ARTICLE FIVE Directors

Section 1. Officers. The Board of Directors will elect from among themselves the following four positions: President/State Director, President-Elect/Assistant Director, Secretary, Treasurer and at Large. These positions are known as officers and the directors become the officers of the corporation. This group, along with the Executive Director, comprises the Executive Committee. This group is empowered to hire, fire, discipline all employees and is in charge of all financial management of the corporation. The Executive Committee is in charge of assuring the Bylaws are upheld, that all meetings are held and conducted appropriately. One person may hold more than one position but not more than one as an officer. An officer may also serve as a committee chair.

Officers are elected during the first board meeting after the Annual General Members Meeting. The Executive Director or the current President/State Director will call for nominations and seconds. The President/State Director will close nominations and have discussion with the board before calling for a vote. In cases where there is only one nomination for a position, a verbal vote may be taken. In situations where more than one person has been duly nominated, a written vote will be taken by the Executive Director or the Secretary. The votes will be tallied and recorded, but individual votes will remain confidential. Such voting for the Secretary position only will be collected by the current President/State Director or designee.

The President/State Director holds a two-year term of office with a possibility of being re-elected indefinitely. The President/State Director-elect automatically becomes the President/State Director if the President/State Director is not re-elected, or if they choose to step down at any time or after his/her two-year term. The Secretary and Treasurer have two-year terms as officers with an indefinite amount of re-elections available. All elections

and re- elections are decided by a majority vote of the board members present in a proper board meeting.

Section 2. Terms of Directorship. If a director is elected to an office on the Board of Directors, there is no time limit on how long that person holds the position of director. Once an officer ends his/her term of office, that person has up to two years and a two year re-appointment option after his/her service as an officer is over.

Section 3. Duties and Responsibilities of Officers, Committee Chairs, Executive Director, and Directors.

- A. President/State Director: The Chairman of the Board of Directors. Establishes meetings and agendas for the board, shall preside over all meetings of the Board of Directors, shall have general management of the business of the corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President/State Director shall give or cause to be given notice of all meetings of the Board of Directors. The President/State Director shall also have other such powers and perform other such duties as the Board of Directors may prescribe from time to time, such as being responsible to oversee all other positions, establish tournament schedule, act as liaison between state and national office and distribute pertinent information to General Members and elected officials, sign checks and produces the general information booklet. The state director should attend the state director's annual retreat, which is held in August, the state director's national meetings at Junior/Cadet National Championships (Fargo), and the director's meeting at the Kids Western Regional Championships. In the absence of the state director, a designee needs to attend these meetings. The President/State Director should lead the efforts to unify the different wrestling entities, including regions, styles, and age divisions.
- B. President-Elect/Assistant Director: The primary duty is to learn the role of the President/State Director and support him/her in all areas. The President-Elect may serve functions of the Executive Director when or if there is no Executive Director. The President-Elect has the ability to countersign checks. The President Elect should attend the state director's annual retreat, which is held in August.
- C. Executive Director: This is either a volunteer or a paid position. The duties of the Executive Director are to run the office and oversee committees. Prepare meetings and generally make sure that the board is served and prepared for their work. The Executive Director is not a required position and may or may not be a paid position. In the absence of an Executive Director, the President/State Director or President-Elect shall perform all such duties.
- D. Treasurer: The Treasurer shall have custody of all financial documents and records of the corporation. The Treasurer has the care and custody of the funds and shall disburse such funds as may be ordered from time to time by the Board of Directors.

The Treasurer has the ability to countersign checks, and is responsible for the deposit of the collected funds into the proper account. The Treasurer shall keep a full and accurate account of all receipts and disbursements in the books belonging to the corporation, shall have care of the checkbook, balance it monthly, and keep the Board of Directors informed of financial status of the said corporation with a financial report at the beginning of each board and General Members meetings. The Treasurer shall inform the President/State Director of any significant transactions and send a summary of financial statements to the Executive Committee, quarterly. The Treasurer shall arrange for a partial audit at least every other year.

- E. Secretary: The Secretary must be in attendance at all board and General Member Meetings to take notes of the corporation; record all votes, minutes of all proceedings of both the board and General Members Meetings, and distribute information that was discussed and passed at the said meetings to all members of the Board of Directors as well as make sure that a copy is posted on the state web site. Shall perform other such duties and have such other powers as the Board of Directors may prescribe. The Secretary has the ability to countersign checks.

Section 3. Removal and Vacancies. Any officer or board member elected or appointed by the Board of Directors or the General Membership may be removed by a majority vote of the Board of Directors, provided that proposed consideration of such removal is included in the written notice of meeting of the Board given in accordance with Article Four, Section 6 herein, and the officer or committee member in question is given a copy of such notice ten (10) days in advance of such meeting, and is afforded an opportunity to be heard on the question. The Board of Directors may fill any vacancy in any office of the corporation. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting.

Board members automatically lose their position as board members upon (Exceptions can be made by the Executive Committee with prior approval)

- 1) when their term is complete
- 2) if that person misses 34% of board meetings in one year;
- 3) if the person is convicted of a felony, has a safesport infraction or is under coaches disciplinary action with the state
- 4) if there becomes a situation in which one club has more than 25% of the board seats.

The Board of Directors may choose at their discretion to appoint any person of their choosing with a current membership to fill a vacancy on the board. If they (the board) do so, the newly appointed person will enter the board position with the same amount of time left on his/her term as the person he/she is replacing *or* the board may choose to not appoint someone in place of the removed director as long as there are at least seven board members on the board at the time.

If there becomes a vacancy within two months of the next annual members meeting, the board shall refrain from a reappointment and instead allow the General Membership to elect a new board member during the annual members meeting.

ARTICLE SIX
Contracts, Loans, Checks and Deposits

Section 1. Contracts. The Board of Directors may authorize any officer or officer's agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances, provided that any such contract or instrument is constant with the stated purposes of the corporation.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents thereof and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the corporation not otherwise employed for its purpose shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may from time to time select.

Section 5. Expenditures. The Executive Director and the President have authority to authorize any expenditures under \$1,000. Anything over \$1,000 must be approved by the Executive Committee and anything over \$5,000 must be approved by the board of directors.

ARTICLE SEVEN
Miscellaneous

Section 1. Fiscal year. The corporation shall operate, and shall close their annual books of account, on a fiscal year basis commencing on September 1 and ending on August 31.

Section 2. Amendments. These Bylaws may be amended by a two-thirds (2/3) vote of the General Membership in attendance at any properly advertised General Members Meeting. Notice of the meeting and of the proposed amendment shall be given in accordance with Article Four, Section 6 herein.

Section 3. Indemnification. This corporation shall indemnify to the full extent authorized or permitted by law, including the payment of reasonable attorney's fees, any person made, or threatened to be made, party to an action, suit, or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he or she, or his/her testator or intestate, is or was director, officer, agent or employee of the corporation, if, in the judgment of the Board of Directors, such person acted in such capacity in good faith and diligently and faithfully discharged the duties of such office.