

PUNISHER WRESTLING COMPANY CONSTITUTION AND BYLAWS



July 1, 2019

Article I – Name and Duration

Section 1: Punisher Wrestling Company is and shall be a non-profit organization.

Article II – Objectives and Purpose

Section 1: The objectives of the Punisher Wrestling Company are:

- a. To promote and further the sport of wrestling.
- b. To develop a wholesome attitude toward competition, sportsmanship and hard work.
- c. To enhance physical, emotional and social growth of your youth.
- d. To develop background and increased involvement in wrestling.

Section 2: The purpose of the Punisher Wrestling Company is:

- a. To teach and train young wrestlers
- b. To abide by the rules of the Washington State Wrestling Association and USA Wrestling. Where conditions and circumstances prevent full compliance, the Punisher Wrestling Company shall affect deviations best suited to its own particular needs.

Article III – Membership and Voting

Section 1: Membership of the Punisher Wrestling Company consists of registered wrestlers, their parents or guardians coaches and volunteers.

Section 2: Voting Members

- a. Voting or the election of the Elected Officers shall be done by Board of Trustees. Voting for the election of Board of Trustees shall be done by a Majority vote from the parents of guardians, coaches and volunteers that are members of Punisher Wrestling Company. The Board of Trustees also may elect new Board members by majority vote.

b. Elections of new Board members shall take place in the month of October during the collegiate season or in the Board meetings.

c. Voting for expenditures of monies and political decisions are the responsibility of the Elected Officers and the Board of Trustees. The Elected officials may approve expenditures less than \$101 without a vote from the Board. Once a project has been approved by the Board, committee chairpersons have authority to approve expenditures within allocated amounts toward the project.

Section 3: Meeting of the Members

a. There shall be at least (9) nine annual meetings. The exact dates will be set by the President. All board members will be notified prior to meeting dates.

Article IV – Governing Authority

Section 1: The Board of Directors shall be composed of the Board of Trustees, the President, Vice President, Secretary, Treasurer, Coach Agent, Fundraiser Coordinator, Travel Coordinator, Registration Coordinator, Family Representative, Tournament Director and a Floater.

Sections 2: The Board of Directors shall govern operations of the Punisher Wrestling Company. The Board of Directors has the authority to issue policies and or instruction necessary to interpret, clarify or further define its constitution, bylaw, rules and regulations.

Section 3: The Board of Trustees will consist of (10) ten or more elected voting members. A record of voting directors and allotted votes will be developed by the President and maintained by the Secretary. If approved by a majority vote of the Board of Directors, a trustee position or vote may be shared with a spouse of family member. The Board of Trustees will be responsible in cooperation with the elected officers (President, Vice President, Secretary, and Treasurer) in governing the Punisher Wrestling Company.

Section 4: President - The President shall be elected from the general membership by the voting members of the Board of Trustees. The President shall be responsible for the general management of the club and preside at all business meetings. The President shall preserve order, enforce rules, and perform such other duties as may be required by the club to maintain its operation. The President shall appoint all committees requested by the membership of deemed necessary by the Board. The President will only be a voting member of the Board of Trustees if there is need for a tie break.

Section 5: Vice-President - The Vice President shall be elected from the general membership by the voting members of the Board of Trustees. The Vice President will oversee the functioning of all regular committee, reporting directly to the President. In the absence of the President, the Vice President shall perform all the duties of the President.

Section 6: Secretary - The Secretary shall be elected from the general membership by the voting members of the Board of Trustees. The Secretary shall keep accurate minutes of the meetings and proceedings of the club, the Constitution and Bylaws, the Club Correspondence and a complete file of past minutes and records pertinent, to the club. The Secretary shall keep a registry of the club to include Names address, etc.

Section 7: Treasurer - The Treasurer shall be elected from the general membership by the voting members of the Board of Trustees. The Treasurer shall keep committee heads budgets, and records of their expenditures using a checks and purchase receipts. The Treasurer will also be responsible for all membership billing.

Section 8: Fundraiser Coordinator - The Fundraiser Coordinator shall be elected from the general membership by the voting members of the Board of Trustees. The Fundraiser Coordinator shall be in charge or organizing all fundraisers, deemed acceptable by the Board of Trustees.

Section 9: Coaches Agent - The Coaches Agent shall be elected from the general membership by the voting members of the Board of Trustees. The Coaches Agent will be the contact person for the coach to the Board of Trustees. The Coaches Agent will also assist communication between the coaching staff and parents.

Section 10: Travel Agent - The Travel Agent shall be elected from the general membership by the voting members of the Board of Trustees. The Travel Agent will be in charge of finding and booking hotels, flights etc for any and all tournaments coaches and wrestlers are planning to attend. Travel Agent will be responsible to making sure the travel arrangements are communicated to all members of the Punisher Wrestling Company.

Section 11: Registration Coordinator - The Registration Coordinator shall be elected from the general membership by the voting members of the Board of Trustees. The Registration Coordinator will be responsible for collecting all new and old member information. They will also be in charge of assisting the Treasure with bill collecting and attendance.

Section 12: Floater - The Floater shall be elected from the general membership by the voting members of the Board of Trustees. The Floater shall be responsible in assisting any and all Board of Trustees with anything that needs to be done for the Punisher Wrestling Company.

Section 13: Family Representative- The Family Rep shall be elected from the general membership by the voting members of the Board of Trustees. The Family Rep will generally be the Team Mom or Dad and help with organizing Team gatherings at tournament and will have the team banner. The Family Rep will also help coordinate Breakfast potluck if applicable.

Section 14: Tournament Director - The Tournament Director will be elected from the general membership by the voting members of the Board of Trustees. The Tournament Director will be in charge of the tournament set up and general tournament organization.

They will work closely with the board and vice president to ensure that the Tournament is ran smoothly and efficiently.

Article V – Money

Section 1: All expenditures shall be for only authorized projects. All projects are to be authorized by the Board of Directors.

Section 2: Accountability all books and records of Punisher Wrestling Company shall be open to any member. All expenditures should be recorded with an explanation of what the expenditure was for.

Section 3: Each Committee head should present to the Board of Directors a budget proposal for the year. This should be done at the first annual meeting.

Section 4: A written financial report shall be presented at the annual year-end meeting.

Section 5: If the Punisher Wrestling Company disbands for any reason, all assets will revert to the Washington State Wrestling Association (WSWA).

Article VI – Parliamentary Authority

All meetings of the Punisher Wrestling Company will be conducted according to “Robert’s Rule of Order”. (Codification of the present-day general parliamentary law)

Article VII – Constitution and Bylaw Committee

The President shall appoint a constitution and bylaw committee at the request of the membership or every (3) three years to review the bylaws and make recommendations for amendments.

Article VIII – Term of Office for Directors

The term of office the Elected Officers shall be for (1) one year. The Board of Directors shall serve until they resign or voted off the board.

Article IX – Interim Vacancies of Elected Officers

The President shall appoint directors for the duration of the unexpired term of the predecessor.

Article X – Removal of Directors

Any or all of the directors may be removed for cause by a majority vote of the Board of Directors. Absence of (3) three consecutive scheduled meetings without cause shall be considered resignation as a director. Directors are not allowed to miss more than 2 out of the 9 scheduled meetings during the entire year. Exceptions for not being at meetings are the follows: Military, Wrestling Travel, Work related, Medical and / or Car issues.

Article XI – Quorum

At any meeting of the Board of Directors, (7) seven directors shall constitute a quorum for the transaction of business OR a 90% of the **current Board of Directors** present for Vote. Once votes are submitted, they are considered final and only the President and Vice President may deem vote ineligible if questions arise.

Article XII – Financial Affairs

Section 1: Contracts

The Board of Directors may authorize any, Director, or other agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Punisher Wrestling Company, and such authority may be general in nature or confined to specific instance or matter.

Section 2: Loans

No loans shall be contracted on behalf of the Punisher Wrestling Company and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority may be general in nature or confined to specific instance or matters.

Section 3: Checks and Drafts

All checks, drafts or other orders for payments of money, notes or other evidences of indebtedness issued in the name of the Punisher Wrestling Company shall be signed the Treasurer or other designated signer(s) as approved by the Board of Directors.

Section 4: Deposits

All funds of the Punisher Wrestling Company not otherwise employed shall be deposited from time to time to the credit of the Club in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5: Fiscal Year

The fiscal year of the Punisher Wrestling Company shall begin on the first day of January in each year, and at the beginnings of each fiscal year the financial status or balance of the total club shall not reflect in saving, checking, certificates or any other accounts of the club to exceed \$25,000. Any funds exceeding \$25,000 shall be dispersed to other nonprofit organizations deemed by the Punisher Wrestling Company as to need and may be nominated at the Annual Meeting of the Club as recipient or recipients to such excess funds, as determined by the organizations and amounts.

Sections 6: Fund Raising by Member

The Punisher Wrestling Company encourages members to raise money through events and solicitations of business' and individuals. Persons wishing to use Punisher Wrestling Company's name and tax-exempt status to raise funds must submit in writing, or in

person, to the Board of Directors their plans for raising money. Plans must include the manner of contact, letter verbiage, and business/individuals to be contacted. Funded raising events must be authorized by the Board of Directors before event is commenced.

Section 7: Application for Funds

All individuals requesting funds from Punisher Wrestling Company are required to submit an application for funding form. This form can be submitted by the individual, parent/guardian, or Punisher Wrestling Company Director. If the application is less than \$101, the applicant is a current member of the Punisher Wrestling Company, and reviewed and approved by (3) three elected officials then the funds can be dispersed by the Treasurer to the applicant. If there is not a unanimous agreement among the (3) three elected officials, then the applications should be presented to the Board of Directors for review before funds are dispersed. All applications for funding applicants currently not having membership with the Punisher Wrestling Company must be presented to the Board of Directors before approval is granted and funded dispersed. First consideration for funding will be given to applicant(s) who have individually or who family has contributed to the clubs program and functions. Unless otherwise approved by a two – thirds majority vote of Board of Directors, funding of families with multiple applicants will be appropriated as follows. When several individuals within the same immediate family request funding for any given event, the first individual within the family receives the same amount as other families who only have one individual requesting funding, the 50% for the second individual with-in the family, and then 25% for the third or more individual(s) within the family.

Article XIII – Eligibility

All competitive members of the Punisher Wrestling Company shall be current members of the USA Wrestling and shall conform to the rules of the current edition of the USA Wrestling International Wrestling Rules, including age requirements for determination of eligibility for participation in Kids, Cadets, Juniors and Open Division programs and activities.

Article XIV – Code of Conduct

Section 1: Application of Rules

The rules of conduct shall apply to all competitive members, affiliated members, officials, coaches, chartered clubs, and individuals associated with the Punisher Wrestling Company. It is the expectation of the Punisher Wrestling Company that all individuals and organizations affiliated with it in any manner shall conduct themselves in the most honorable, courteous and sportsmanlike fashion.

Section 2: Rules of Conduct

- a. Neither the bylaws of the Punisher Wrestling Company or any segment thereof shall be violated.

- b. No person or organization shall perform or allow willful, flagrant or repeated destruction of personal or public property.
- c. No person or organization shall use or permit the use of abusive or threatening language or conduct toward any tournament official, Punisher Wrestling Company official or United States Wrestling Association official.
- d. No person or organization shall conduct themselves in an unsportsmanlike fashion or allow unsportsmanlike behavior.
- e. No person or organization shall conduct an act of theft, or allow an act of theft to be perpetrated.
- f. No alcohol, drugs, or use of tobacco will be allowed by any competitive member in or on the premises of any and all facilities where W.S.W.A or USA Wrestling sanctioned events are in progress. Drugs approved or prescribed by proper medical personnel for use by a competitive member shall be exempted.
- g. No person or organization shall knowingly falsify or permit the falsification of any document relative to the Punisher Wrestling Company, USA Wrestling, or sponsored functions.
- h. No person or organization shall participate in or permit fighting or physical abuse.
- i. No person or organization shall participate in or permit any act of cheating.
- j. No person or organization shall conduct any act, or permit any act to be conducted, not specifically stated herein, that may endanger any person or property tangible or intangible.
- k. No person or organization shall participate in or permit the use of any lewd, obscene, or pornographic materials nor promote any illegal actions or behaviors.

Section 3: Disciplinary Actions

a. Reporting Infractions

Any infraction of the Rules of Conduct shall be reported to the appropriate acting Head Coach, or director. Each report shall contain all pertinent names, date, locations, and a detailed account of the infraction, prepared by the Head Coach, or director of the event where the infraction occurred, or by any Board of Director, or any member of the Punisher Wrestling Company. In the event that the infraction involves one or more minors, a copy of the initial report shall be mailed to the appropriate parent(s) or guardian(s) by the President, or assigned agent.

b. Major Infractions

In the case of any major or serious infraction of the Rules of Conduct, the acting Head Coach, or the director of the event shall first comply with the rules of disqualification as defined in the USA Wrestling International Wrestling Rules, if

applicable, or secondly shall eliminate the offender or offenders from the event and notify a Punisher Wrestling Company Board member at the earliest opportunity.

c. Review and Discipline

The President shall review each infraction and take disciplinary action based on the merits of each case. Such actions may include, but not be limited to reprimands, suspensions, or revocations of competitive memberships, coach's memberships, official's licenses, or elimination from any and all activities within the Punisher Wrestling Company authority.

d. Appeals

Any person or organization may appeal the decision of the tournament director, or President to the Board of Directors of the Punisher Wrestling Company for review. Any appeal must be made in writing to the Board, and shall be placed on the agenda of the next Board of Directors meeting. The applicant may request, but shall not be guaranteed, a special meeting of the Board of Directors to review the appeal, and shall be liable for all expenses incurred by the Punisher Wrestling Company and the members of the Board of Directors to convene such special meeting. A deposit of \$100.00 shall be required of the appellant prior to convening such special meeting, and any portion used to defray expenses shall be returned following the conclusion of such special meeting. In any case, the outcome of such special meeting shall not be made known to appellant until all expenses incurred have been reimbursed.

e. Discipline of Minors

In the case of disciplinary action taken against a minor or minors, the parent(s) or guardian(s) of such minor or minors shall be notified in writing by the Board of Directors.

f. Reinstatement

All members, coaches, officials and clubs shall automatically be reinstated following the conclusion of any assessed suspension.

Article XV – Amendments

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a vote of the directors of the Punisher Wrestling Company at any regular meeting or any special meeting, when the proposed written changes to the amendments have been set forth at the previous regular meeting.

Article XVI – Visitation and Membership Fees

The Punisher Wrestling Company encourages wrestlers from other clubs to visit and participate with invite without fee or be expected to become members of the Punisher Wrestling Company. Invited wrestlers must have current USA wrestling cards to participate. Individuals who have financial hardships may solicit sponsorship by the club

by completing a funding request form or contacting a board member and asking for assistance with membership fees. Sponsorship can only be approved by a majority vote of the Board of Directors. Fees from visiting wrestlers may be waived by the Head Coach or President of the Board

Article XVII – Ratification

We the Bylaws Committee have read and developed bylaws and duly submitted the bylaws of the Punisher Wrestling Company on the 15th day of February, 2018 to the Board of Directors of the Punisher Wrestling Company for Approval.

Article XVIII – Multiple Board Positions

There will be no board member that holds a board seat with another wrestling club in the state of Washington. This is to include holding a seat/vote with another club and or starting a club. Those that are in violation forfeit their membership as one of the board of directors at Punisher Wrestling Company.