

BYLAWS, ARTICLE 1

Name, Purpose, and Fundamental Policy

1. NAME

The name of the Organization shall be the Tennessee United States of America Wrestling Organization (TN USAW).

1. PURPOSE

The purposes of this association are:

- (a) To serve as a state chapter member of USA Wrestling. USA Wrestling is the National Governing Body for the sport of Amateur Wrestling in the United States, and, as such, is its representative to the United States Olympic Committee.
- (b) To coordinate amateur wrestling programs in Tennessee and work to create interest and participation in these programs.

1. OFFICES

The registered and principal office of the corporation shall be in the city of Alcoa, TN.

The corporation may have such other office(s), within or without the State of Tennessee, as the directors may designate from time to time.

BYLAWS, ARTICLE 2

Membership

2.01 GENERAL PRINCIPLES

2.01.01 Membership. Eligibility for and method of membership, obligations, and conditions for continuing membership, voting rights, and other membership privileges are defined in this article.

2.01.2 Obligation to Meet Criteria. Each member must attain a current USA Wrestling Membership to be considered a member of the Organization. Individuals without a USA Wrestling Membership are not members of the Organization.

2.1 ELIGIBILITY FOR MEMBERSHIP

2.1.1 Athlete Membership. Valid for athletes wishing to compete in USA Wrestling sanctioned events and chartered clubs.

2.1.1.1 Benefits. Membership benefits include secondary, non-duplicating sports accident insurance provided by an outside carrier. There are sports accident supplemental benefits

provided to USA Wrestling members who participate in limited non-sanctioned events. This insurance coverage includes a deductible, co-payment provisions and other conditions of the policy (details are available here); a one-year subscription to USA Wrestler magazine; the privilege to compete and take advantage of events, camps, clinics, international exchanges, and club programs; and other national discount programs as they become available. All athlete members born on or before 8/31/2002 must complete SafeSport training before becoming a member.

2.1.2 Open License. Athlete membership for those members who are at least 19 years of age at the beginning of the membership season. Valid for athletes wishing to compete in USA Wrestling sanctioned events and chartered clubs. All Open License athlete members must complete SafeSport training before becoming a member.

2.1.2.1 Benefits. Membership benefits include secondary, non-duplicating sports accident insurance provided by an outside carrier. There is sports accident supplemental benefits provided to USA Wrestling members who participate in limited non-sanctioned events. This insurance coverage includes a deductible, co-payment provisions and other conditions of the policy (details are available here); a one-year subscription to USA Wrestler magazine; the privilege to compete and take advantage of events, camps, clinics, international exchanges, and club programs; discounts on wrestling gear, equipment and apparel; and other national discount programs as they become available.

2.1.3 Wrestling Leader Membership. Wrestling Leader memberships are for those who coach, teach and/or officiate wrestling. In order to become a Wrestling Leader member of USA Wrestling, one must first pass a mandatory background screening and complete SafeSport training. All certifications are valid for life with active membership.

2.1.3.1 Benefits. Membership benefits include secondary, non-duplicating sports accident insurance provided by an outside carrier. There is sports accident supplemental benefits provided to USA Wrestling members who participate in limited non-sanctioned events. This insurance coverage includes a deductible, co-payment provisions and other conditions of the policy (details are available here); limited liability insurance (per the conditions of the policy); a one-year subscription to USA Wrestler; the privilege to coach at events and specified camps, clinics, international exchanges and club programs; opportunity for coach instruction and certification; and other national discount programs as they become available. This membership may not be used for competition as a wrestler.

2.1.3.2 NCEP Certification Levels. Coaches must be current Wrestling Leader (coach) members of USA Wrestling to take courses or to have task credits awarded. Purchase or track tasks online at www.USAWmembership.com. All courses delivered online are available immediately from your online profile:

(A) Copper

- (a) \$50 (4 hours online or in-person)
- (b) Designed to coach athletes ages 12 and Younger
- (c) 4 hours, Online Format
- (d) Requirements: Wrestling Leader Membership with USA Wrestling
- (e) Check with State Officers or Tournament Directors to determine what level you need.

(B) Bronze

- (a) \$80 (6 hours online or in-person)
- (b) Designed to coach athletes ages 13 and Older
- (c) 6 hours, Online Format
- (d) Requirements: Wrestling Leader Membership with USA Wrestling
- (e) Check with State Officers or Tournament Directors to determine what level you need.

(C) Silver

- (a) \$ Varies
- (b) Designed to provide advanced training, networking, and philosophy development.
- (c) Tasks:
 1. 3D Online Coaching Course, \$125, save 10% USAW2015 discount code
 2. Attend a USWOA Officials Education Program (OEP) Course. (Not valid at Fargo's OEP.)
 3. Attend a Silver Coaches College (@ approx \$350 plus travel, etc)
 4. Silver Technical Certification (Practice plan and video)
 5. CPR/AED
 6. Book Report
- (d) Requirements: Wrestling Leader Membership plus Copper & Bronze Certifications.

(D) Gold

- (a) \$ Varies, designed for coaches to “give back” to others through designated tasks.
- (b) Tasks:
 1. Coach Apprentice Program (International Trip - @ or below approx \$4,000)
 2. Book Report on Ego is the Enemy
 3. Teach at a Silver College (we recommend this as your last Gold task)
 4. Publish an article for USA Wrestler Magazine and TheMat.com
 5. Mentorship Task
 6. Community Service Task
 7. One Misc Task using 4D Learning (this task is changing for 2020 FY)
 8. Periodization Task
 9. Host a USA Wrestling Tournament or Coaching Clinic (not a Silver College)
 10. Volunteer at USA Wrestling Developmental Camp
 11. CPR/AED

(c) Requirements: Wrestling Leader Membership plus Copper, Bronze, & Silver Certifications

2.1.4 Booster Club Membership. This card may not be used in lieu of athlete or Wrestling Leader membership.

2.1.4.1 Benefits. Booster club membership benefits include a one-year subscription to USA Wrestling and pride in supporting the world's greatest sport.

2.1.5 Medical Membership. Medical membership is for assigned medical personnel at USA Wrestling regional and/or national championships. Medical personnel at regional and/or national championships will be determined by USA Wrestling's Events Department.

2.1.6 Sponsor/Vendor Membership. Sponsor/vendor membership is for personnel and employees of USA Wrestling partner companies who will be attending USA Wrestling regional and/or national championships.

2.1.7 Event Volunteer. Event Volunteer membership is for individuals who wish to officiate at local USA Wrestling sanctioned events.

2.1.7.1 Benefits. This membership does not allow for one to officiate at a regional and/or national championships (Wrestling Leader membership is required for that), and does not come with any benefits of membership (i.e.: secondary sports accident coverage, USA Wrestler subscription, etc.).

2.1.8 Club Charter. A club charter, approved by the State Chairperson or designated state director, provides membership affiliation with USA Wrestling for state and national clubs. Each club pays one charter fee, regardless of the number of wrestlers or ages involved with the club. All members of the club must be individual members of USA Wrestling. Owners/operators of facilities may be listed as a Certificate Holder for a nominal fee.

2.1.8.1 Benefits. Club Charter benefits include liability insurance for practice sessions supervised by Wrestling Leader members and general liability protection for club leaders and volunteers (subject to coverage limits and conditions under the policy - details are available here); a subscription to USA Wrestler magazine and USA Wrestling events poster; and other program materials as they become available.

2.1.9 Sanction for Competitive Event. A sanction for a USA Wrestling event, approved by the State Chairperson or designated state director and received and approved by the National Office within the appropriate time frame prior to the event provides organization affiliation and other limited benefits. All contestants must be individual athlete members of USA Wrestling. In addition, all coaches and officials participating in the event must be Wrestling Leader members of USA Wrestling. Event directors receive a Certificate of Insurance.

2.1.9.1 Benefits. Liability insurance coverage for tournament organizers and volunteers is a benefit of the sanction, as well as limited property damage coverage (subject to coverage limits and conditions under the policy - details are available here). The owner of the facility where the event is held may be included as an Additional Insured, upon

submission of appropriate form and approval of the insurance carrier, at no additional cost.

2.2 MEETING OF THE MEMBERS

2.2.1 Annual Meeting of Members. A meeting of the members of the Organization shall be held annually before the last day in October at a time and place designated by the Board of Directors of the Organization. Written notice of which shall be sent by e-mail, website, and all social media outlets no less than fourteen (14) days prior to each registered club, official and Board of Directors from the previous membership until the date of the TN USAW Freestyle/Greco-Roman State Championships.

2.2.2 Annual Region Meeting. Each region shall conduct an annual meeting of members from within their respective region prior to the annual meeting of members of the Organization. The Organization shall be divided into five regions with a representative from each region (Region Directors, bylaw 3.2.3) responsible for the operation of the annual region meeting.

2.3 VOTING BY MEMBERS

At the annual meeting of members, each club situated in Tennessee and registered with USA Wrestling for the previous membership year as of the date of the meeting shall be entitled to one vote. Each club may cast its vote through only one of its representatives present at the meeting. Each elected member of the Board of Directors may cast only one vote for their office; members of the Board of Directors cannot vote on behalf of both their office and their club. The Board of Directors shall be designed by the Bylaws. The records of the Membership Director shall conclusively determine questions relating to club registration and membership of coaches in USA Wrestling.

2.4 QUORUM

Representatives of one-fourth ($\frac{1}{4}$) of the clubs situated in Tennessee and registered with USA Wrestling from the previous membership year as of the date of the annual meeting of the members shall constitute a quorum to conduct all business to duly come before the members.

BYLAWS, ARTICLE 3

Board of Directors

3.01 GENERAL PRINCIPLES

3.01.1 Authority. The affairs and property of the Organization 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 Organization, subject to the provisions of the Articles of

Incorporation, these bylaws, and all applicable law. The Board of Directors is responsible for developing and operating within Standing Rules to be defined by these bylaws (bylaw 5.2.2).

3.01.2 Selection. The voting members of the Board of Directors will be nominated and elected by the membership (see Bylaws, Article 4). The non-voting members of the Board of Directors will be nominated and elected by the Board of Directors. If a director's position is vacated during his/her term, the Board of Directors shall appoint a replacement for the duration of the current membership year. When the membership year ends, the temporarily appointed position will be up for election at the next annual meeting, regardless of the original term schedule. The newly elected Director will serve the term as originally scheduled.

3.01.3 Composition. The voting members of the Board of Directors will consist of the State Chairman, State Vice-Chairman, Secretary, Treasurer, Membership Director, Women's Director, Officials Director, Technology/Communications Director, five Region Directors, and three age-level directors. The non-voting members of the Board of Directors will consist of the Tournament Directors and TN USAW/TNAAU Liaison. Each member of the Board of Directors will have one vote. The serving State Chairman votes only in the case of a tie.

3.01.4 Meetings of the Board of Directors. The Board of Directors will meet at least two times during the fiscal year (bylaw 5.3) and at such times as directed by the chairperson via in-person or teleconference. The annual meeting of members must be an in-person meeting. Meetings shall include, but not be limited to, a meeting before the last day of August to determine the budget and the annual meeting of members before the last day of October determined by the Board of Directors. The state chairperson reserves the right to call a meeting of the Board of Directors whenever necessary.

3.01.4.1 Voting. Voting of the Board of Directors will be by majority.

3.01.4.2 Quorum. A quorum is two-thirds (2/3) of the Board of Directors.

3.01.4.3 Attendance. All directors are expected to attend the budget meeting and the annual meeting of the members. Meetings of the Board of Directors are open to the general membership unless specifically noted, with all votes being limited to voting members of the Board of Directors. The budget meeting will be closed and attended by only the members of the Board of Directors.

3.01.5 Duties and Responsibilities. Individuals who serve on the Board of Directors must have a current and valid USA Wrestling membership, subject to the guidelines of USA Wrestling's membership requirements. All members of the Board of Directors must be available to the membership by phone and e-mail and shall attend all scheduled Board meetings, including, but not limited to, their region meeting, the annual budget meeting and the annual meeting of members.

3.01.6 Executive Committee. The officers of the Board of Directors will be known as the Executive Committee and will consist of the State Chairperson, Vice State Chairperson,

Secretary, Treasurer, Membership Director, and Women's Director (if deferred, then another director will be appointed by the Board of Directors). Officers must be current members of the Board of Directors.

3.1 DESCRIPTION OF DUTIES OF OFFICERS ON EXECUTIVE COMMITTEE

3.1.1 State Chairperson. The state chairperson is the chairman of the Board of Directors and responsible for the overall operation of the organization as established by these bylaws. The duties of the State Chairperson are as follows:

- (a) Attend the National Chairperson's meeting at the National Championships (if the State Chairperson does not attend, then the Board of Directors will appoint another director to fill his/her role).
- (b) Send a list of state delegates to the State Leaders Summit (if the State Chairperson does not attend, then the Board of Directors will appoint another director to fill his/her role).
- (c) Submit a budget each year at the annual meeting of members and send a copy to USA Wrestling's National Office. The budget is developed by the Board of Directors and Treasurer.
- (d) Give a yearly report at the annual meeting.
- (e) Prepare an agenda for the annual meeting of members with guidance from the Board of Directors.
- (f) Responsible for conducting meetings of the Board of Directors or general meetings and any other meetings deemed necessary.
- (g) Approve out-of-state events.
- (h) Run all meetings of the Organization unless he/she designates someone else to run the meeting.
- (i) Nominate and promote members of the Organization for state, regional and national awards and recognition.
- (j) Form and appoint members to ad hoc committees that are not defined in these bylaws.

3.1.2 State Vice-Chairperson. The State Vice Chairperson is responsible for assisting the State Chairperson in all activities as directed. He/she shall assume the responsibilities of the State Chairperson if the chairperson cannot perform them for any reason. The State Vice-Chairperson shall conduct elections for the Board of Directors in accordance with these bylaws.

3.1.3 Secretary. The Secretary is responsible for taking the minutes of the Board of Directors and the annual meeting of members to document all activities of those attending and also keeping an annual file of all documents of the Board of Directors. He/she shall assist in the revision and ratification process of the bylaws of the Organization according to these bylaws.

3.1.3.1 Distribution of Minutes. The Secretary shall distribute minutes of the Board of Directors meetings to all board members and the minutes of the annual meeting of members to

all board members and clubs affiliated with the Organization within two weeks of the completed date of meetings by e-mail or website.

3.1.4 Treasurer. The Treasurer is responsible for all financial records of the Organization. In the Treasurer's absence, the Board of Directors may designate another person(s) to disburse funds. This person must be approved by the financial institution's signature card. The duties of the Treasurer are as follows:

- (a) Keep all sums of money of the Organization in a federal or state insured financial institution.
- (b) Submit all financial records of the Organization to an auditing committee or accountant before the last day of August of each year.
- (c) Submit a summary of all expenses to all members of the Board of Directors by September 1st of each year in order to assist in the preparation of the next year's budget.
- (d) Review requests for payment to ensure the amount is budgeted and falls within the limits of good credit.
- (e) Submit a treasurer's report on a monthly basis to the Board of Directors.
- (f) Distribute a year-end financial report at the annual meeting of members and send a copy to USA Wrestling's National Office with the assistance of the State Chairperson.
- (g) Write checks unless designates another with the approval of the Board of Directors.
- (h) Contact individuals with uncollected debt and handle all delinquent accounts with assistance from the Executive Committee.

3.1.5 Membership Director. The Membership Director is responsible for:

- (a) Attending national and state meetings that pertain to membership or designate a representative approved by the Board of Directors.
- (b) Keeping all membership records and submitting all membership lists and sums of money to USA Wrestling.
- (c) Providing to Board of Directors an up-to-date list of clubs as needed.
- (d) Handling requests for charters of all clubs, sanctions of tournaments, and membership of individuals.
- (e) Provide current information for clubs, coaches, and officials upon request.

3.2 BOARD OF DIRECTORS

3.2.1 Women's Director. The Women's Director is responsible for the following: submitting a budget for the Women's Division at the August Board of Directors meeting (budget meeting); attending and assisting the Tournament Director with the girl's division at any TN USAW-ran tournament; planning and coordinating women's division developmental, regional, national, or exchange activities for the state; attending and representing the TN USAW at all mandatory tournaments (these tournaments will be decided by the Board of Directors with input from the Women's Director) or appointing a representative to be approved by the Board of Directors;

making administrative arrangements for all tournament and camps that are approved by the Board of Directors; ordering and distributing uniforms for the women's national teams; submitting qualifying lists to national tournament site manager and assigning the state team leader; selecting the coaches for TN USAW-sponsored teams.

3.2.2 Officials Director. The Officials Director shall submit an up-to-date list of all state officials at the August Board of Directors budget meeting, provide clinics for officials at each TN USAW state tournament as requested, give P3 tests for pairings officials certification, and keep registered officials up-to-date on rule changes. Responsible for submitting Official's budget at the August Board of Directors budget meeting, attend all Board of Directors meetings and assigned committee meetings. Act as a liaison to USWOA and promote membership in USWOA as an Official. Must be a current member of the USWOA in good standing.

3.2.3 Technology/Communications Director. The Technology/Communications Director shall update all social media and website information for the TN USAW on a weekly or daily basis, depending on the time of year. This person shall also be responsible for all communications that are sent out by the Board of Directors, and this person shall be responsible for marketing and promoting the brand of TN USA Wrestling.

3.2.4 Region Directors. The Region Directors shall act as a coordinator for clubs within their own region, must develop a structure for region meetings (which may include officers), and must conduct at least one informational meeting prior to the annual meeting of members to hold elections and discuss any region business. The Region Director is expected to do the following: attend and help direct all tournaments in their region; act as a resource person for their region by handling questions and problems; submit minutes of each regional meeting to the state chairperson within ten days of the region meeting; present the position of the Organization on issues; provide current and up-to-date contact information for use on the Organization's website.

3.2.5 Age Level Directors. There are three age level directors. The age level directors are the USA Kids Director, the 16U (USA Cadet) Director, and the USA Junior Director.

3.2.5.1 The USA Kids Director. The USA Kids Director is responsible for the following:

making administrative arrangements for 14U (USA Schoolboy/girl) Dual Team; arranging entries for the Southeast Regional Tournament; attending and representing the TN USAW at the USAW Southeast Regional Tournament and the National Kids Council meeting at the National Convention or appointing a representative to be approved by the Board of Directors; submitting a budget for the USA Kids Division at the August Board of Directors meeting (budget meeting); submitting qualifying lists to national tournament site manager and assigning the (age level) state team leader; recommending to the Board of Directors representatives to be nominated for state, regional and national awards and recognition.

3.2.5.2 The 16U (USA Cadet) Director. The 16U (USA Cadet) Director is responsible for the following: making administrative arrangements for 16U (USA Cadet) Dual Team; arranging entries for the Southeast Regional Tournament; attending and representing the TN USAW at the National 16U (USA Cadet) Council meeting at the National Convention or appointing a representative to be approved by the Board of Directors; submitting a budget for the 16U (USA Cadet) Division at the August Board of Directors meeting (budget meeting); registering the 16U (USA Cadet) National Team(s) for the 16U (USA Cadet) National Championships online per USAW guidelines and deadlines, as well as submitting qualifying lists to national tournament site manager and assigning the (age level) state team leader.

3.2.5.3 The USA Junior Director. The USA Junior Director is responsible for the following: making administrative arrangements for USA Junior Dual Team; attending and representing the TN USAW at the National USA Junior Council meeting at the National Convention or appointing a representative to be approved by the Board of Directors; submitting a budget for the USA Junior Division at the August Board of Directors meeting (budget meeting); registering the USA Junior National Team(s) for the USA Junior National Championships online per USAW guidelines and deadlines, as well as submitting qualifying lists to national tournament site manager and assigning the (age level) state team leader.

3.2.6 Tournament Director. The Tournament Director shall serve as the chairperson of the tournament committee, budget for, order, and disseminate any and all tournament supplies including paperwork, awards, etc. according to these bylaws. Serve as the contact person for questions concerning any state-run tournaments and make on-site decisions concerning the tournament and coordinate weigh-in sites around the state for state-run tournaments. The state-run tournaments will be posted in the Standing Rules on the TN USAW website. The Tournament Director is a non-voting member of the Board of Directors.

3.2.7 TN USAW/TNAAU Liaison. The TN USAW/TNAAU Liaison is a member of both the Tennessee United States of America Wrestling Organization (TN USAW) and the Tennessee Amateur Athletic Union (TNAAU) to help the two organizations work together and share common goals. The TN USAW/TNAAU Liaison is a non-voting member of the Board of Directors.

BYLAWS, ARTICLE 4

Elections

4.1 Election of Board of Directors. The election of the Board of Directors shall be conducted by the Vice State Chairperson at the annual meeting of members every year. The election process

shall include only the current standing Board of Directors and all registered clubs. An individual may not hold more than one voting office at the same time. Board terms are two years and there is no term limit.

4.2 Election of Directors.

4.2.1 Election of Executive Committee. The election of the Executive Committee shall be conducted by the Vice State-Chairman (or the State Chairman when the Vice State-Chairman is up for election) in accordance with these by-laws and policies. The Vice State- Chairman, Treasurer, and Women’s Director elections shall be conducted in odd-numbered years; the State Chairman, Secretary, and Membership Director elections shall be conducted in even-numbered years. Election of the Executive Committee will be by a majority vote of all registered clubs at the annual meeting of members and all current voting members of the Board of Directors. Officers of the Executive Committee will serve a two-year term with no term limits. Any resident of the State of Tennessee shall be qualified and shall, within 30 days of an election to the Board, become a member of USA Wrestling.

4.2.2 Election of Women’s Director. The election of the Women’s Director shall be conducted in odd-numbered years.

4.2.3 Election of Officials Director. The election of the Officials Director shall be conducted in even-numbered years.

4.2.4 Election of Technology/Communications Director. The election of the Technology/Communications Director shall be conducted in even-numbered years.

4.2.5 Election of Region Directors. The election of the Region Directors shall be elected by their Region at their Annual Region meeting. The North, South, and Middle regions shall be conducted in odd-numbered years; the West and East regions shall be conducted in even-numbered years. Election of Region Directors will be by a majority vote of clubs in their region. Each voting club gets one vote and must be present at the Annual Region meeting. Clubs must vote within their own region. Region Directors will serve a two-year term with no term limits (term begins at the annual meeting of members).

4.2.6 Election of Age-Level Directors. The election of the Age-Level Directors shall be conducted in both odd- and even-numbered years.

4.2.6.1 USA Kids Director. The election of the USA Kids Director shall be conducted in even-numbered years.

4.2.6.2 USA 16U (USA Cadet) Director. The election of the 16U (USA Cadet) Director shall be conducted in odd-numbered years.

4.2.6.3 USA Junior Director. The election of the USA Junior Director shall be conducted in odd-numbered years.

4.2.7 Election of Tournament Director. The Tournament Director will be selected by the Board of Directors every year at the annual meeting of members.

4.2.8 Election of TN USAW/TNAAU Liaison. The TN USAW/TNAAU Liaison will be selected by the Board of Directors every year at the annual meeting of members.

Board of Directors Election Years

ODD-NUMBERED YEAR	EVEN-NUMBERED YEAR
Vice State-Chairman	State Chairman
Treasurer	Secretary
Women’s Director	Membership Director
North Region Director	Officials Director
South Region Director	Technology/Communications Director
Middle Region Director	West Region Director
16U (USA Cadet) Director	East Region Director
USA Junior Director	USA Kids Director

*Tournament Director and TN USAW/TNAAU Liaison selected by the Board of Directors

BYLAWS, ARTICLE 5

Administrative Policies

5.1 CONFLICT OF INTEREST

Any member of the Board of Directors who has a financial, personal, or official interest in, or conflict (or appearance of conflict) with any matter pending before the Board, or such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer the Board to voluntarily excuse him/herself and will vacate his/her seat and refrain from discussion and voting on said item.

5.1.1 Office of State Chairperson. The individual holding the office of State Chairperson cannot hold another position on the Executive Committee or have a relationship with the individual holding the office of Treasurer and/or Membership Officer which could be construed as a conflict of interest.

5.2 ELEMENTS OF LEGISLATION

5.2.1 Operating Bylaws. The operating bylaws of the Organization shall include the procedures for administering and enforcing the provisions of the bylaws and the delegation of authority in connection with such subjects to individuals, officers, and committees. The standing rules shall be clearly published on the Organizations website and available to all members upon request.

5.2.2 Standing Rules. The standing rules of the Organization shall be determined by the Board of Directors to provide additional policies and guidelines not inconsistent with the provisions of the bylaws which shall include, but not limited to, the general operation of events of the Organization. The standing rules may be changed by a majority vote of the Board of Directors when necessary. The standing rules shall be clearly published on the Organizations website and available to all members upon request.

5.3 FISCAL POLICY.

The fiscal year of the Organization shall be September 1st until August 31st of the following year.

5.4 AUDIT OF FUNDS. An audit committee consisting of three members from the Board of Directors including a chair of the committee will be selected only when an accredited accountant has not been hired to oversee the funds of the Organization. The records to be turned over for audit will be bank deposits, canceled checks, balance sheets, bank statements, and treasurer reports. The Treasurer will be present at the audit, but will not be a member of the audit committee. The audit committee or accountant will document the outcome of the audit with a written report to be filed at the August Board of Directors meeting (budget meeting).

5.5 DONATIONS. All monetary donations to the Organization must be deposited directly into the Organization's bank account and distributed at the discretion of the Board of Directors. Donation or gift requests must be first approved by the Board of Directors before the donations are received.

OPERATING BYLAWS, ARTICLE 6

Committees

6.01 DEFINITIONS AND APPLICATIONS

6.01.1 Committees. A committee is an individual or a group, appointed by an agency, authority or larger assembly (Board of Directors), to whom a matter is referred, or is committed for attention, investigation, analysis, or resolution. The only power a committee has is the power(s) assigned to it by its appointer.

6.2 BYLAW COMMITTEE

6.2.1 Composition. The Bylaw Committee shall include 3-5 individuals from the Board of Directors including the Secretary.

6.2.2 Method of Selection. The Bylaw Committee is appointed by the Board of Directors. Non-board members may be appointed to the committee as non-voting advisory members.

6.2.3 Duties. The Bylaw Committee shall complete an annual review of the bylaws. Updates to the bylaws shall be made by the Bylaw Committee and approved as amendments according to the amendment procedures of these bylaws (Bylaw 9.1.1).

6.3 TOURNAMENT COMMITTEE

6.3.1 Composition. The Tournament Committee consists of the State Chairperson, Tournament Director, Officials Director, and Women's Director of the Board of Directors.

6.3.2 Duties. The Tournament Committee is responsible for determining the location of the TN USAW-sponsored state events by reviewing any requests to host or bids to host said tournaments. The committee shall determine a schedule of events prior to the annual meeting of members.

6.4 COACHES COMMITTEE

6.4.1 Composition. The Coaches Committee includes the State Chairperson, Women's Director, and any other Board-appointed advisors.

6.5 AUDIT COMMITTEE

6.5.1 Composition. The Audit Committee shall include three individuals from the Board of Directors including a chair of the committee will be selected only when an accredited accountant has not been hired to oversee the funds of the Organization.

6.5.2 Method of Selection. The Audit Committee is appointed by the Board of Directors. Non-board members may be appointed to the committee as non-voting advisory members.

6.5.3 Duties. The Audit Committee shall turn over the records for audit will be bank deposits, canceled checks, balance sheets, bank statements, and treasurer reports. The Treasurer will be present at the audit, but will not be a member of the audit committee. The audit committee or accountant will document the outcome of the audit with a written report to be filed at the August Board of Directors meeting (budget meeting).

OPERATING BYLAWS, ARTICLE 7

Operational Procedures

7.01 DEFINITIONS

7.01.1 Agenda. An agenda is an ordered sequence of items to be discussed in a formal meeting to familiarize participants with the topics to be discussed and issues to be raised, to indicate what

prior knowledge would be expected from the participants and what outcomes they may expect from the meeting.

7.1 PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall be the parliamentary authority for the conduct of all meetings of the Association. Additionally, they shall be the deciding reference used in case of parliamentary challenge in all instances to which they apply and in which they are not superseded by these bylaws or any special rule of order adopted by the Organization.

7.2 VOTING METHODS

The methods of voting at a TN USAW meeting shall be by voice, paddle, roll call and/or secret ballot.

7.3 AGENDAS

Agendas shall be provided at least three days prior to the annual meeting and any special meeting conducted by the Chairperson or Board of Directors.

OPERATING BYLAWS, ARTICLE 8

Resolution of Disputes

8.01 DEFINITIONS AND APPLICATION

8.01.1 Grievance. A grievance is a wrong or hardship suffered, which is grounds for a formal complaint to the Organization.

8.01.2 Impeachment. Impeachment is a process that is used to charge, try and remove elected members from their position on the Board of Directors.

8.1 GRIEVANCES

8.1.1 Grievance Procedures. All grievances or disputes involving member(s) of the TN USAW that cannot be settled can be submitted in writing by the disputing person(s) to any member of the Board of Directors for resolution. The Board of Directors shall appoint three or more of their members to review the grievance, meet with the disputing person(s) and to make the decision(s) necessary to move forward. The ruling of this committee will be final. The final disposition will be sent out to all Board Members and affected parties promptly. This due process administrative procedure shall be a full and complete substitute for any court proceedings.

8.2 IMPEACHMENT

8.2.1 Impeachment Procedures by Board of Directors. Impeachment will consist of the motion to impeach being brought to the floor at a Board of Directors Meeting. A vote will be taken with a majority approving to call a special director's meeting at least seven days after the notice was given and no greater than twenty-one days for all persons involved to prepare their case. If the impeachment meeting is directed to the State Chairman, the State Vice-Chairman will chair the meeting. Due process will take place during this meeting with everyone concerned about having the opportunity to speak. A two-thirds vote of a quorum of the Board will be required for impeachment.

8.2.2 Impeachment Procedures by Membership/Clubs. A minimum of $\frac{1}{4}$ of TN USAW-sanctioned clubs from the previous membership year until the TN USAW Freestyle/Greco-Roman State Championships can file a grievance with the Board of Directors, to have a meeting of the membership for the purpose of impeachment of a member of the Board of Directors. The meeting will be held at least seven days after the notice was given and no greater than twenty-one days for all persons involved to prepare their case. The date of the meeting will be determined by the Board of Directors. If the impeachment meeting is directed to the State Chairman, the State Vice-Chairman will chair the meeting. Due process will take place during this meeting with everyone concerned about having an opportunity to speak. A two-thirds vote of a quorum ($\frac{1}{4}$ of TN USAW clubs) of the voting members will be required for impeachment.

OPERATING BYLAWS, ARTICLE 9

Amendments

9.01 DEFINITIONS

9.01.1 Amendment. An amendment is a formal change to the bylaws of the Organization by adding, altering, or omitting a certain part or term that retains the legal validity of the original bylaws.

9.1 AMENDMENTS

The current By-laws can be amended only at the annual meeting of members of the Organization by a quorum as described in Bylaw 2.4, provided that the amendment has been submitted in writing 30 days in advance to a member of the Board of Directors. Voting shall take place as set forth in Bylaw 2.3.

9.1.1 By-law Committee. A committee may be appointed to submit a revised set of By-laws as a substitute for existing By-laws by a majority vote at the annual meeting of members, or by a two-thirds vote of the Board of Directors.

OPERATING BYLAWS, ARTICLE 10

Ethical Conduct

10.01 GENERAL PRINCIPLES

10.01.1 Honesty and Sportsmanship. Individuals employed by or associated with the Organization as a member shall act with honesty and sportsmanship at all times so that the sport of wrestling as a whole shall represent the honor and dignity of fair play and the generally recognized high standards associated with wholesome competitive sports. Penalties for violating these policies will be written in the Standing Rules.