

BYLAWS OF
MATPAC WRESTLING CLUB, INC.

(AMENDED EFFECTIVE NOVEMBER 1, 2023)

ARTICLE I. NAME

The name of this organization is MATPAC Wrestling Club, Inc. of Bismarck, North Dakota, and is hereinafter referred to as "MATPAC."

ARTICLE II. PURPOSES AND OBJECTIVES

The purpose for which MATPAC is organized is as follows:

1. To promote wrestling and associated youth programs.
2. To undertake and promote activities and engage in other means to raise funds to support MATPAC's youth programs.
3. To expend funds and to acquire resources/services to carry out MATPAC's purposes and objectives.
4. To do any and all things necessary to carry out MATPAC's purposes and objectives consistent with those allowed pursuant to charitable and educational purposes under North Dakota law.
5. To obtain and receive non-tax deductible contributions, donations, gifts, pledges, devises, and similar grants from individuals, corporations, and other organizations or entities for the support of MATPAC.
6. To support local, state, or national wrestling organizations and/or activities with purposes similar to MATPAC's.

MATPAC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of MATPAC's purposes. Upon the dissolution of the MATPAC Corporation, the Board shall, after paying or making provisions for the payment of all MATPAC debts and liabilities, dispose of the club's assets according to MATPAC's purposes. All assets and remaining funds must be distributed within the scope of section 501(c)(3) of the Internal Revenue Code and consistent with Chapter 10-33 of the North Dakota Century Code.

ARTICLE III. MEMBERSHIP MATPAC

Section 1: MEMBERSHIP. Club membership shall be open to all individuals 19 years old or under who are interested in supporting or participating in wrestling. No member of the Corporation may transfer, pledge, convey, or alienate a membership in the Corporation, or any right arising therefrom. Members contact

and personal information will not be sold or provided to any individual or entity without the consent of the member.

Section 2: MEMBERSHIP DUES. MATPAC's membership dues, fees, and pricing shall be set by the Board. Payment of all obligations (dues, rental fees, etc.) to MATPAC on a timely basis entitles a member to a one-year membership with "in good-standing" status. Failure by members and/or their legal guardian to pay all obligations owed to the club on a timely basis will place the member in "not-good-standing." Twelve (12) months after payment by the member and/or legal guardian of all members past due debts owed to the club, or removal of the debt by the majority vote of the MATPAC Board of Directors, member "in-good-standing" status shall be reinstated.

Section 3: EXPULSION OR SUSPENSION. A member may be suspended for a period, or expelled for non-payment of fees, or for conduct prejudicial to the best interests of the Club. Suspension or expulsion shall be by the vote of a majority of the directors present at a regular or special meeting of the Board Of Director. Such member shall have the right to be heard, orally or in writing, at a regular or special meeting of the Board Of Directors prior to the Board voting on the proposed expulsion, suspension, or termination. At such meeting, the Board Of Directors shall, after providing such member the opportunity to be heard, orally or in writing, determine whether the proposed expulsion, termination, or suspension shall take place. The vote of a majority of the directors present at such meeting shall be required in order for the expulsion, termination, or suspension of the member to become final.

ARTICLE IV. BOARD OF DIRECTORS AND OFFICERS

Section 1: The business and affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of an Executive Committee made up of the following officers of the Corporation: President, Vice President, Secretary, and Treasurer; two (2) at-large directors; and a three (3) person Parent Committee. The President, Vice President, Secretary, Treasurer, and both at-large directors shall each be allowed to cast one vote. Additionally, the Parent Committee shall be entitled to one vote, which vote shall be determined by a majority of the Parent Committee.

Section 2: The Board of Directors, at the annual meeting, will determine the Board of Directors and shall appoint or re-affirm the Officers at each annual meeting. For purposes of the annual meeting, the existing Board of Directors for the immediately preceding term will have authority to appoint or re-affirm the Board of Directors for the upcoming term.

Section 3: The Officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer. After the Board of Directors is determined at the annual meeting as provided in Section 2 above, the Board of Directors' first order of business thereafter will be to determine the Officers and, accordingly, shall appoint or re-affirm the Officers. There is no limit on the number of annual terms the Officers may serve. If the President, Vice President, Secretary, or Treasurer is/are not re-affirmed to their office, they would immediately become an At-Large director in the following order of priority: President, Vice President, Secretary, then Treasurer.

Section 4: The Head Coach shall be selected, retained, or re-affirmed at the annual meeting by a majority vote of the Board of Directors. There is no limit to the number of annual appointments the Head Coach may serve.

Section 5: No Board member shall receive compensation for his or her Director/Officer services but will be reimbursed for coaching memberships, background checks, or other requirements associated with USAW coaching or wrestling leader requirements.

Section 6: Whenever a vacancy exists on the Board of Directors, the vacancy will be filled by the appointment of a new director or officer by the President, subject to the approval of the Board of Directors. Any person appointed to fill a vacancy on the Board of Directors will hold office for the unexpired term of his or her predecessor in office.

Section 7: The powers of the Corporation shall be exercised by or under the authority of the Board of Directors, which may, however, delegate the performance of any duties or the exercise of any powers to individual officers of the Corporation, agents, or committees of the Board that are designated from time to time by the Board of Directors.

Section 8: The Board shall establish and collect fees, funds, and donations, direct the expenditures of monies, and shall specifically consider for approval all club purchases exceeding five hundred dollars (\$500).

Section 9: The Board of Directors shall select any/all coaches for all USA Wrestling sanctioned practices, duals, tournaments, or events.

ARTICLE V. OFFICERS' DUTIES

Section 1: PRESIDENT. The President shall be the Club's Chief Executive Officer and be Chairman of the Board. The president will preside at all MATPAC meetings, shall appoint committee members of the MATPAC Club, and perform such other duties as the Board of Directors may assign. The president shall be the principal

executive officer of the Corporation and, subject to the control of the board of directors, shall in general supervise and control all of the business and affairs of the Corporation. He shall, when present, preside at all meetings of the board of directors. He may sign with the secretary of any other proper officer of the Corporation thereunto authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and executing thereof shall be expressly delegated by the board of directors or by these by-laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

Section 2: THE VICE PRESIDENT. In the absence of the president or in the event of his death, inability, or refusal to act, the vice president (or in the event there be more than one vice president, the vice presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice president may sign, with the secretary or an assistant secretary, certificates for shares of the Corporation; and shall perform such other duties as from time to time may be assigned to him by the president or by the board of directors.

Section 3: THE SECRETARY. The secretary shall: (a) keep the minutes of the proceedings of the board of directors; (b) see that all notices are duly given in accordance with the provision of these by-laws or as required by law; (c) be custodian of the corporate records; (d) keep a register of the post office address of each shareholder which shall be furnished to the secretary by such shareholder; (e) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the board of directors.

Section 4: THE TREASURER. The Treasurer shall receive and have custody of the funds of the club subject to the rules of the Board of Directors. The Treasurer will also submit at each annual meeting a written report of the Board of Directors regarding the financial affairs of the MATPAC Club. The treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositaries as shall be selected in accordance with the provision of Article V of these by-laws; and (c) in general perform all of the duties incident to the office of treasurer and such other

duties as from time to time may be assigned to him by the president or by the board of directors. He shall keep accurate books of account of the Corporation's transactions which shall be the property of the Corporation, and which together with all its property in his possession, shall be subject at all times to the inspection and control of the board of directors.

Section 5: All of the Treasurer's MATPAC checks must be countersigned by another Board of Director if the amount exceeds \$5,000 unless they have already been approved by the board. The Secretary-Treasurer, with input from the Board of Directors, shall prepare for the Board of Directors a written annual budget for the upcoming season.

ARTICLE VI. MEETINGS

Section 1: MEETINGS OF THE BOARD OF DIRECTORS; QUORUM; MAJORITY VOTE. From time to time, with or without notice, the Board of Directors may, at the determination of the President or any four (4) Directors, hold meetings to carry out the business and affairs of the Corporation. At any such meeting, minutes of the proceedings shall be kept and maintained. A majority of the Board of Directors will constitute a quorum for the transaction of business at any meeting of the Board of Directors. There shall be no voting by proxy, and a majority vote at any meeting in which there is a quorum shall be required on any matter before the Board of Directors, except as may otherwise be required by law, the Articles of Incorporation or these Bylaws. If there is no quorum at any meeting of the Board of Directors, the directors present may adjourn the meeting until a quorum shall be present.

Section 2: TELEPHONIC MEETINGS AND EMAIL. Unless otherwise restricted by the Articles of Incorporation, subject to the provisions required or permitted by law or these Bylaws for notice of meetings, a Director, or a member of any committee designated by the Board of Directors, may participate in and hold a meeting of the Board of Directors, or such committee, by means of telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting by such means shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Additionally, the Board of Directors may conduct business of the Corporation through email provided all Directors are recipients of the relevant email communications.

Section 3: ACTION BY DIRECTORS WITHOUT MEETING. Any action required to be taken at a regular or special meeting of directors of the Corporation, or any action which may be taken at a regular or special meeting of directors, may be taken without a meeting, without prior notice, and without a vote, if a consent or

consents in writing, setting forth the action so taken, shall be signed by a sufficient number of directors as would be necessary to take that action at a meeting at which all of the directors were present and voted, and such consent shall have the same force and effect as a unanimous vote of the directors. The consent may be in more than one counterpart so long as each director who is a party to such consent signs one of the counterparts. The consent may include an email written by the director and sent from the director's regular known email account. Such email written and sent by the director from his known email account shall constitute a written consent and be deemed to be signed by the director. Every written consent signed by less than all of the directors shall bear the date of signature of each director who signs the consent. Every signed written consent shall be promptly delivered to the Corporation by delivery to its registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent of the Corporation having custody of the Corporation's minute book. Delivery shall be by hand or certified or registered mail, return receipt requested, or by email. Delivery to the Corporation's principal place of business shall be addressed to the President or principal executive officer of the Corporation. A telegram, telex, cablegram, or similar transmission by a director, or a photographic, facsimile, or similar reproduction of a writing signed by a director, or an email from the director, shall be regarded as signed by a director for purposes of this Section.

Section 4: ANNUAL MEETING OF MEMBERS. MATPAC shall hold at least one meeting annually for its membership held at the time and place as determined by the Board of Directors. Notice of said annual membership meeting will be provided to all club members, via MATPAC's web site. At the annual meeting the Board shall report on the activities and financial condition of the Corporation; and the Board may allow the members to consider and act upon such other matters as may be transacted by the members. A quorum at any club member's meeting shall consist of a simple majority of the voting members. No proxy votes shall be allowed.

Section 5: REMOVAL. The Board of Directors may remove any officer or director at any time with or without cause by a unanimous vote (excluding affected member) of the Board of Directors present at any meeting of the Board of Directors at which a quorum to conduct business shall be present. No more than three (3) meetings in a year may be missed before a member is subjected to possible removal for nonattendance.

Section 6: CONFLICT OF INTEREST. For purposes of this provision, the term "interest" shall include personal interest, interest as director, officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any corporation, association, trust,

partnership, limited liability entity, firm, person, or other entity other than the organization. Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall:

- a) fully disclose the nature of the interest and
- b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

ARTICLE VII. FINANCE

Section 1: The Board of Directors shall provide for an annual financial accounting of the club's operation within 6 months of the close of the fiscal year.

Section 2: MATPAC's fiscal year shall begin January 1 and close the following December 31

ARTICLE VIII. AMENDMENTS

These Bylaws may be amended or repealed, or new bylaws adopted, at any Board meeting by a simple majority of the Board members. Bylaw changes can be introduced and acted upon at the same meeting.

Rich Stuller
Dee Willett
John F. Sun
Tom Fuba
Amber Sandhu
Ch...
John H...

Mark...