

EMERALD RIDGE WRESTLING BOOSTER CLUB (ERWBC)

OFFICIAL BY-LAWS

Adopted September 17th, 2016

ARTICLE I – NAME, LOCATION AND STRUCTURE:

1. This organization shall be known as the Emerald Ridge Wrestling Booster Club (ERWBC). The acronym “ERWBC” or the term “Club” will be referenced to mean the Emerald Ridge Wrestling Booster Club throughout this document.
2. The ERWBC home office will be located in Puyallup, WA.
3. The Club is structured as a nonprofit corporation existing and operating within the meaning of Section 501(c)(3) of the Internal Revenue Code and the laws of the State of Washington and is a nonsectarian/non-partisan organization. The duration of the Club shall be perpetual.

ARTICLE II – PURPOSE:

1. The purpose of the ERWBC is to provide (upon request and whenever possible), operational, technical and or financial support to the Emerald Ridge High School Wrestling Teams (Boys & Girls) within the meaning of section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future United States Internal Revenue law.
2. Organize and coordinate volunteers (family members and or other team supporters) in providing operational, technical and financial support to the Emerald Ridge Wrestling Teams (Boys & Girls).

ARTICLE III – MEMBERSHIP:

1. General Membership: Any adults with a vested interest in supporting the Emerald Ridge High School Wrestling Teams as well as the ER Wrestling Club (ERWC) are eligible for membership.
2. Executive Board of Directors and or Committee members (Club Officers) shall work on a voluntary basis, be a minimum age of eighteen (18) years old and be in good standing with the Club. The initial Executive Board of Directors will be appointed in writing by the Club Director until such a time as a general membership election can be held to elect officers. The original appointments shall not extend past one (1) year to the date of the original appointment letter, unless extended to meet Club operational requirements.
3. Member Obligations: Club Members are required to work at events hosted by the Club and or participate as a Board member and or on a committee formed by the Executive Board of Directors. Participation in fund raising activities is crucial to the success of the Club and is a requirement in maintaining good standing within the Club. Any member not making a conscious effort in meeting member obligations are subject to disciplinary actions such as but not limited to formal letters of warning, suspension from Club activities and or possible expulsion from the Club.
4. Membership shall be open to qualifying participants as outlined above in Article III, items 1 and 2 who are interested in the sport of wrestling without regard to age, race, gender, religion or physical, emotional, mental handicap or other basis protected by law. Ethnic jokes or actions that may be deemed offensive are not humorous and are not condoned at practices, competition or any Club related function.
5. At this time there are no membership fees required to join the ERWBC.

ARTICLE IV – EXECUTIVE BOARD OF DIRECTORS: The term the “Board” will be referenced to mean the ERWBC Executive Board of Directors (both voting and non-voting positions) throughout this document. The Board shall be the governing body and principle voting members of the Club. Board members will be required to attend 80% of all scheduled Club meetings and must have an excused absence from the Director or the Director’s representative for any missed meeting.

The affairs of the Club shall be under the care of and be managed by the Board and shall have all other powers conferred by law, including the power to establish reserves. Board Duties and responsibilities are but not limited to the following:

1. Authorize expenditures of Club funds within the limits of the Club budget and will have final approval of all Club financial allotments and disbursements; act for the organization on all ordinary matters and be responsible for the day-to-day operations of the ERWBC between meetings; supervise the work of the committees and those appointed to specific duties; approve annual memberships and organize fund raising activities.
2. Obtaining safe practice and competition facilities (if needed); the registration of Club members and the management of concessions; tournament operational needs, i.e. table help, facility set up and tear down; awards banquets; web site development and maintenance.
3. The Board shall act upon all matters that require voting procedures; shall establish expectations and rules for all Club members. Recommend and enforce disciplinary actions for failure to follow Club rules and or expectations.

ARTICLE VI – STRUCTURE OF THE BOARD:

1. The Board will be made up of five (5) voting member positions and shall consist of a Director (DIR), Deputy Director of Finance and Logistics (DDFL), Deputy Director of Operations (DDO), Secretary (SEC) and Treasurer (TRS).
2. The Board will also have numerous non-voting coordinator/officials positions to provide oversight to Club committees and or other Club initiatives. These non-voting positions will consist of but are not limited to the following: Competition Coordinator, Fund Raising Coordinator, Concessions Coordinator, Hospitality Room Coordinator, Public Affairs/Multi-Media Coordinator and Facilities Coordinator.
3. The number of non-voting coordinator/officials’ positions may be increased or decreased at the discretion of the Board by a majority vote of the Board. Any vacancy occurring in the Board, including a vacancy created by an increase in the number of Board members may be filled until the next succeeding annual election by an affirmative vote of a majority of the Board members then in office.

ARTICLE VII – INDIVIDUAL VOTING BOARD POSITIONS:

1. **DIRECTOR (DIR):** This is a Corporate Ownership direct appointed position and is filled by the Corporate Agent (owner) as named in the Articles of Incorporation filed with the State of Washington, Office of the Secretary of State (Corporations Division). This position is not effected by any Club elections or special votes. The Director, if he or she wishes can voluntarily step down from the position and or with permission of the Corporate Owner voluntarily place the position into an elected position status with an approved amendment to these By-Laws and confirmed with a majority vote of the Board.

(a) The Director will initiate and provide leadership to the Club and its members; act as liaison to the Emerald Ridge High School wrestling program, keep the Club informed of all local, state and national policies.

Coordinates activities with all outside agencies. Make nominations to the Board for appointed officers (non-voting positions), mediate major issues, and determine Club responses to issues and events. The Director has final say over all issues, to include final validation on all Club votes, holding the right to reject vote outcomes if it is in the best interest of the Club; retains tiebreaking vote on all voting procedures and will vote last to break any tie vote situations.

(b) The Director will organize and preside over all Club meetings; know of Club sanctioned status, Insurance, By-Laws of the Club and other legal documents. Support the Board and protect the best interests of the Club, report items for the meeting agenda to Secretary, appoint non-voting Board members as needed; fill in any Board position left vacant due to Board member absence or ongoing position vacancy.

(c) Provide oversight to all Club committees to and be advised of all committee meetings and agendas. The Director shall supervise all the Club's business affairs, and enforce all the rules of the Club, to include call to order and preside at all meetings of the Club and the Board. Serve as ex-officio member of all committees and delegate committee responsibilities.

(d) Will be assigned as an alternate signer on checks and or holder of debit/credit card issued on behalf of the Club and provide supervisor oversight of all Club fund raising activities. Director holds the right to make club purchases without board approval for emergency or last minute items if time does not allow to contact all sitting board members and the purchase is in the best interest of the club.

2. **DEPUTY DIRECTOR of FINANCE and LOGISTICS (DDFL):** Shall assist the Director in the performance of his or her duties, while supporting the Board and protecting the interests of the Club. Will be first in line to take the place of and perform the duties of the Director or any other board officer during their absence.

(a) Will become familiar with all duties and responsibilities of all Club committees and coordinators as well as directly supervise and coordinate listed below but not limited to (when applicable):

1. Fund Raising Committee and Coordinator.
2. Concessions Committee and Coordinator.
3. Hospitality Room Committee and Coordinator.

(b) Will supervise and assist the Treasurer in conducting an annual audit of all club financial records NLT the end of the first week of August of each fiscal year (Fiscal Year is 1 Sept – Aug 31 of the following year).

(c) Discuss any concern/issue/grievance with any Club member. If a club member wishes further action and the DDFL feels additional action is required, then the DDFL will process the concern/issue/grievance as outlined in Article XIV of this publication.

(d) Perform additional duties as assigned by the Director.

3. **DEPUTY DIRECTOR of OPERATIONS (DDO):** Shall assist the Director in the performance of his or her duties, while supporting the Board and protecting the interests of the Club. Will be first in line to take the place of and perform the duties of the Director or any other board officer during their absence.

(a) Will become familiar with all duties and responsibilities of all Club committees and coordinators as

well as directly supervise and coordinate listed below but not limited to (when applicable):

- (1) Competition Committee and Coordinator.
- (2) Facilities Committee and Coordinator.
- (3) Public Affairs/Multi-Media Committee and Coordinator.

(b) Discuss any concern/issue/grievance with any Club member. If a club member wishes further action and the DDO feels additional action is required, then the DDO will process the concern/issue/grievance as outlined in Article XIV of this publication.

(c) Perform additional duties as assigned by the Director.

4. **SECRETARY (SEC)**: The Secretary shall:

(a) Support all Board activities and protect the interests of the Club.

(b) Record the minutes of meetings (Board and or General Membership) and prepare a copy of such minutes for the permanent record No Later Than (NLT) five (5) working days after the adjournment of the most recent meeting.

(c) Within five (5) working days, notify all members by email, phone, mail, or by personal contact, the date, time and location of any scheduled Club meeting or event other than those that are already published and posted on the Club web site (ensure that those members that do not have internet access are kept properly informed of all Club events). Maintain a record of responses from members to any Club event notification on record for reference.

(d) Prepare and provide to the Board the agenda for the next scheduled meeting within five (5) working days prior to scheduled meeting date. Ensure Public Affairs/Multi-Media Coordinator is provided and post to the Club web site, a copy of all meeting minutes, agendas, dates, times and locations as soon as the information becomes available.

(e) Perform additional duties assigned by the Director and or Deputy Directors.

5. **TREASURER (TRS)**: The Treasurer will maintain the Club bank accounts and submit written reports, including activity, at all meetings when called upon and must become an expert with all federal, state and local rules, regulations and policies in execution of their duties. The Treasurer will:

(a) Support the board and protect the best interests of the Club.

(b) Maintain and present all financial reports showing current balance(s) including all expenses, income, assets and liabilities to the Board at each Club meeting and or when requested.

(c) Pay all bills of the organization in a prompt and efficient manner as directed by the Board. Deposit and record all funds transaction in a timely manner.

(d) Maintain all Club finances, maintain all financial records, ensuring full and accurate accounting of all Club receipts and disbursements. Maintain all Club cash boxes and ensure enough cash is on hand in cash boxes for all club events involving the exchange of funds.

(e) Prepare and provide a yearly written budget to be presented to the Board and at the fall meeting (first meeting of new fiscal year).

(f) Assist DDFL with annual Club financial audit.

(g) Perform additional duties assigned by the Director and or Deputy Directors and be the primary signer on all checks issued and or holder of debit/credit card issued on behalf of the Club.

ARTICLE VIII – INDIVIDUAL NON-VOTING BOARD POSITIONS:

1. **COMPETITION COORDINATOR:** This is a Board appointed non-voting position that can be shared by two or more individuals if need be. Nominations for this position can come from any Club member and or self-nomination (volunteer); position is approved by a majority vote of the Board. Competition Coordinator(s) will organize Competition Committee(s) and perform duties as Chairperson of said committee(s) and is responsible for:

(a) Researching future tournament and or dual meet opportunities and submit proposals and or recommendations to the Board for possible inclusion to future competitive schedules.

(b) Overseeing the activities of any tournaments or dual meets hosted by the Club to include the recruitment of volunteers and detailed planning of the event.

(c) Establishing dates and conducts committee meetings as needed and provides written report(s) to the Board of overall progress of event plans any resource requirements needed to ensure the events success.

(d) Provides assistance to Fund Raising Coordinator in recruiting sponsors and gaining community financial support for each event.

(e) Requesting multi-media (video, photo, web site) support through the Public Affairs/Multi-Media Coordinator and ensure that the event is advertised through all available media resources to include but not limited to the Club web site, other available web sites that are in good taste, local newspapers and flyer postings.

(f) Scheduling event pre-registration (if applicable), weigh-ins, coaches' meetings, establish rules committee guidelines and organize volunteer security detail.

(g) Requesting through the Facility Coordinator the reservation of adequate facilities to meet event requirements to include restroom clean up and supplies. Ensure proper set-up, tear down and clean-up of facility is completed in a timely fashion and meets facility and Club standards.

(h) Developing and implementing event checklist that includes but is not limited to the following items: Wrestling mats, score tables, chairs for teams, mat cleaning equipment (including blood clean up supplies), scoreboards, clocks, stop watches, ankle bands and trash cans.

(i) Requesting through the Fund Raising Coordinator to conduct concession stand operations (if needed) and through the Hospitality Room Coordinator to operate hospitality room for coaches, officials and event volunteers. Coordinate with Treasurer on event ticket sales operations.

(j) Ensuring adequate Officials are requested for entire scope of the event. Identify table workers to include bout sheet runners, scorekeepers, timers, towel tappers and mat clean up personnel.

(k) Schedule and coordinate volunteers for ticket sales to all home events to include but not limited to cash box requirements, tickets, entry price list and hard copy tickets.

(j) Perform additional duties assigned by the Director and or Deputy Directors.

2. FUND RAISING COORDINATOR: This is a Board appointed non-voting position that can be shared by two or more individuals if need be. Nominations for this position can come from any Club member, self-nominations are also recognized and position is approved by a majority vote of the Board. Fund Raising Coordinator(s) will organize Fund Raising Committee(s) and perform duties as Chairperson of said committee(s) or delegate additional Chairperson position(s) as needed to meet fund raising goals. Fund Raising Coordinator is responsible for:

(a) Overseeing the activities of all Club fund raising operations throughout the season and events hosted by the Club and includes the recruitment and training of volunteers and detailed planning to ensure success.

(b) Developing a schedule of fund raising activities that includes but is not limited to the following: Club sponsorship, event sponsorship, apparel sales, auctions, internal/external concessions stand operations, raffles, car washes, bake sales and special meals (spaghetti dinners, pancake breakfast, etc..).

(c) Informing the Board of fund raising ideas and needs; obtaining officers approval and to place order(s) and obtaining required funds from the Treasurer to purchase needed items such as, souvenirs, apparel, supplies, food, etc. Ensure all fundraising items are properly inventoried, accounted for and properly secured. Provide all sales receipts to the Treasurer for financial files; prepare profit-loss report for the Treasurer. Keep record of products sold and provide copy of this information to the Treasurer.

(d) Obtaining or having appointed individual obtain fund raising cash box(s) from Treasurer, counting and signing for contents of cash box(s), ensuring enough change is available to start operations. Once operations are completed, ensure all monies are accounted for and funds cash box balances out with sales and then return to Treasurer for processing and securing.

(e) Requesting through the Facility Coordinator areas of the facility to conduct fund raising operations (concessions stands, floor space for booths, etc...)

(f) Creating a fund raising activities signup sheet in support of events hosted by the Club. Ensures the signup sheet includes a specific number of people needed for each shift. Break up shifts during tournaments to no longer than 2 hours per shift.

(g) Developing and maintaining fund raising operational procedures and ensure all volunteers are trained on those procedures.

(h) Performing additional duties assigned by the Director and or Deputy Director.

3. CONCESSIONS COORDINATOR: This is a Board appointed non-voting position. Nominations for this position can come from any Club member, self-nominations are also recognized and position is approved by a majority vote of the Board. Concessions Coordinator will organize Concessions Committee and perform duties as Chairperson of said committee and is responsible for:

(a) Overseeing the activities of all Club concessions operations during events hosted by the Club to include the recruitment of volunteers, training of volunteers and detailed planning to ensure successful

concessions stand operations. Coordinate with Fund Raising Coordinator on developing operational plan for possible future concession stand operations.

(b) Researching required Washington State – Pierce County, WA Food Handler and Food Service regulations and policies to ensure the Club meets all regulatory requirements.

(c) Requesting through the Facility Coordinator, approval for the use of the facility concession stand and or other areas of the facility to conduct concessions stand operations.

(d) Obtaining required funds from the Treasurer to purchase needed supplies, food and beverages and providing all sales receipts to the Treasurer for Club files.

(e) Ensure all concessions items are properly inventoried, accounted for and properly secured. Provide all sales receipts to the Treasurer for financial files; prepare profit-loss report for the Treasurer. Keep record of products sold and provide copy of this information to the Treasurer.

(f) Obtaining concessions stand funds cash box from Treasurer, counting and signing for contents of cash box before operations begin, ensuring enough change is available to start operations. Once operations are completed, ensure all monies are accounted for and cash box balances out with sales and then return to Treasurer to be secured.

(g) Discussing future concessions stand operational opportunities with the Fund Raising Coordinator in support of local school(s) and or community events.

(h) Creating a concessions stand signup sheet for all events hosted by the Club. Ensures the signup sheet includes a specific number of people needed for each shift. Break up shifts during tournaments to no longer than 2 hours per shift.

(i) Developing and maintaining concessions stand operational procedures and ensure all volunteers are trained on those procedures.

(j) Performing additional duties assigned by the Director and or Deputy Director.

4. HOSPITALITY ROOM COORDINATOR: This is a Board appointed non-voting position. Nominations for this position can come from any Club member, self-nominations are also recognized and position is approved by a majority vote of the Board. Hospitality Room Coordinator will organize Hospitality Room Committee and perform duties as Chairperson of said committee and is responsible for:

(a) Overseeing the activities of all Hospitality Room operations during events hosted by the Club to include the recruitment of volunteers, training of volunteers and detailed planning to ensure successful Hospitality Room operations. Obtaining the season schedule from Club Secretary and developing operational plan for the season.

(b) Requesting approval for the use of the facility to conduct hospitality room operations through the Facility Coordinator.

(c) Obtaining required funds from the Treasurer to purchase needed supplies, food and beverages and providing all sales receipts to the Treasurer for Club files.

(d) Creating a hospitality room signup sheet for all events hosted by the Club; ensuring the signup sheet includes a specific number of people needed for each shift.

(e) Developing and maintaining hospitality room operational procedures and ensure all volunteers are trained on those procedures.

(f) Performing additional duties assigned by the Director and or Deputy Director.

5. PUBLIC AFFAIRS/MULT-MEDIA COORDINATOR: This is a Board appointed non- voting position that can be shared by two or more individuals if need be. Nominations for this position can come from any Club member, self-nominations are also recognized and position is approved by a majority vote of the Board. Public Affairs/Multi-Media Coordinator(s) will organize Public Affairs/Multi-Media Committee(s) to provide and perform duties as Chairperson(s) of said committee(s) and is responsible for:

(a) Overseeing the activities of Public Affairs/Multi-Media operations during all events, to include the recruitment of volunteers, training of volunteers and detailed planning to ensure successful Public Affairs/Multi-Media operations throughout the season. Obtaining the season schedule from Secretary and developing operational plan for the season.

(b) Developing parent permission form for videotaping and photography of athletes to include posting on Club web site and or other public web sites that support Club activities. Issue, collect and maintain completed permission forms in Club files.

(c) Recruiting and appointing a volunteer Video Production Director, Photography Director, Webmaster, Newsletter Editor and Historian to film, photograph, display, write and chronicle Club activities and athletes in action. Will ensure all film (action/still), type and internet productions are in good taste, pertinent and appropriate to Club members. The Webmaster has full authority decide web content for the web page as long as the content is pertinent and appropriate to Club members. The Board reserves the oversight authority of the web site.

(d) Contacting organizations and or agencies that might print or broadcast Club events. Develop and issue press releases as needed to support Club events and or accomplishments.

(f) Performing additional duties assigned by the Director and or Deputy Director.

6. FACILITY COORDINATOR: This is a Board appointed non-voting position. Nominations for this position can come from any Club member, self-nominations are also recognized and position is approved by a majority vote of the Board. Facility Coordinator will organize Facilities Committee (if necessary) and perform duties as Chairperson of said committee and is responsible for:

(a) Identifying and requesting safe and secure facilities for athletes to train and compete in. Provide supervisory oversight of facilities during all events, including the maintenance, security and cleanliness of.

(b) Recruiting volunteers, training of volunteers and developing detailed plans to ensure successful facility and security operations throughout the season. Obtaining the season schedule from Secretary and developing operational plan for the season.

(c) Ensuring that sufficient cleaning supplies are on hand to meet Club needs and ordering replenishment of supplies in a timely fashion. Coordination with Treasurer to obtain needed funds to meet supply needs.

(d) Performing additional duties assigned by the Director and or Deputy Director.

ARTICLE IX – GOVERNANCE: The following paragraphs will describe how the government of the Club shall operate to meet the needs of its members.

1. **CHAIN OF COMMAND:** The following will be the authority for governing the Club in order of precedence: Director, Deputy Director for Finance and Logistics (DDFL), Deputy Director for Operations (DDO), Secretary and Treasurer. If Director is absent, then the DDFL will fill in; if the DDFL is absent then the DDO fills in for that position and so on. The Director, DDFL and or DDO will fill in to any vacant lower Board positions when necessary. All positions will have an open door policy in communicating with members but will not make any decision(s) that may require full Board participation.

2. **TERM LIMITS:** With the exception of the positions identified below, no one person shall remain in the same position for a period of more than three (2) terms without a majority vote of the Board. All vacant voting Board positions must be voted on, filled and announced during the annual election conducted at the last yearly membership meeting (August of each year) and their duties will begin at that the next regularly scheduled meeting after the annual election. With the exception of the positions identified below, Board members may be removed from office by a 2/3 majority of all voting members.

(a) The following positions will NOT have term limits: Director, Non-Voting Board Members and Committee Chairpersons.

(b) The following positions will have will have a two-year (2) term limit and will begin office at the next regularly scheduled after the annual election:

1. Deputy Director for Finance and Logistics (DDFL) and Secretary: Will be elected in years ending in an odd number.
2. Deputy Director for Operations (DDO) and Treasurer – Will be elected in years ending with an even number.

3. **NOMINATION PROCESS FOR OPEN BOARD POSITIONS:** Members may volunteer to serve as a Board member for positions that are up for election; in the event that more than one individual is interested in the same position a closed ballot vote shall be made consisting of a majority vote of members who are in attendance when the elections are conducted. The nomination process will proceed as follows:

(a) Once all other business has been completed during the last yearly membership meeting, the Director will open the floor and begin the nomination process immediately followed by the vote.

(b) All individuals nominated must be present for the vote and must agree to serve. If an interested party is unable to attend the annual meeting, an excused absence must be submitted and approved by the Board, a written statement of nomination and acceptance then must be submitted to the Director and approved by the Board to place the individuals name into nomination.

(c) Nominations will close once all open vacancies nominations have been accepted.

4. **VOTING PROCESS FOR OPEN BOARD POSITIONS:**

(a) An election will be held for each contested office with the Director and Secretary are responsible for the counting of the votes.

(b) Initial Board Seats will be directly appointed by the Director and those elected board members will remain in their position until a full general membership can be conducted after the first year of operations.

(c) The voting process will be conducted and supervised by the Director.

(d) The club general membership can participate in the nomination and voting process but must be present to do so. Current sitting Board Members cannot participate in the nomination process and will only cast votes in case of a tie as outlined in sub-paragraph “d” listed below.

(e) If a vote tally from the general membership ends in a tie, then the two (2) Board members whose positions are not up for reelection will cast a vote. If a tie still exists after the Board members vote, then the Director will cast the tiebreaking vote.

(f) All voting results will be validated by a dual sign-off by the Director and an at large member who is not a nominee.

(g) The Director will announce winner of each vote to the membership.

5. BOARD SEAT RESIGNATION: Any Board member may resign prior to term expiration by submitting a written notice 30 days prior (unless an emergency) to the desired resignation date to the Secretary. The Board will review and acknowledge the resignation request at the next scheduled Board and or general meeting; until the meeting the individual has the right to withdraw resignation at any time.

6. QUORUM: A quorum shall consist of at least a minimum of a simple majority (3) of the elected voting members of the Board to conduct ordinary business and four (4) or more to be present with the Director being one of those members to vote on Club business.

7. VOTING RIGHTS: Each member may vote in person only, no one may vote by proxy except in special occasions as outlined below.

(a) Executive Board of Directors: Board members with voting rights will have sole voting authority and responsibility in regards to matters of day-to-day Club operations and will have one (1) vote only and will vote on but not limited to the following:

1. The expenditures of “Club” funds for normal operations.

2. Development of training and competitive schedules.

3. Scheduling of General Membership and Board meetings.

4. Acceptance and assignment of Coaches.

5. Issues and or items determined by the Board that may be sensitive in nature and not meant for general membership knowledge and or consumption.

6. In unusual situations where an official vote must be made and a meeting is not feasible, telephone or email votes are acceptable. All votes are run by the Director forwarded to the Secretary to be recorded in the official minutes

7. In cases where a meeting cannot be called and a decision needs quick action, Board members

may act outside of the Club if the overall best interest of the Club is used as the determining guideline. Such actions need to be addressed at the next meeting and recorded in the official minutes.

(b) General Membership: The General Membership will have limited voting rights on matters that the Board may deem necessary and for the overall good of the “Club” and fairness to its members to include the:

1. Election of and removal of Board officers and General Members due to disciplinary reasons.
2. Issues and or items that the Board feels would be better served with a vote from the General Membership and or may require action elsewhere in these By-Laws.

ARTICLE X – MEETINGS: The Club shall meet as necessary to conduct the orderly business of the Club.

1. Upon notification by the Director, the Secretary shall notify all members of scheduled meetings.
2. All meetings shall be run in an orderly manner. No member may have the floor for discussion unless recognized by the Director or their designee. The Modern Edition of Roberts Rules of Order should be followed as close as possible.
3. Minutes of all meetings shall be recorded by the Secretary and be made available to the club membership within 7-business days after the completion of the most current meeting.
4. The Board (elected officers, appointed coordinators/officials) shall meet at least monthly during the months of September through February, or as necessary to effectively conduct the orderly business of the Club and then once a quarter for the remainder of the season (March – August).
5. General Membership meetings will be held twice a year with February and August being the preferred months but these months may be adjusted if necessary to meet Club needs. Board elections for open seats will be held at the last General Membership meeting of the year, normally in the month of August.
6. Board meetings (Executive Session) shall be held one (1) hour prior to the start of all General Membership meetings and these meetings are closed to the general membership
7. In the case of sensitive issues, the Board shall have the option of meeting in private (Executive Session) and will either excuse themselves to a private area to meet or have those in attendance remove themselves from the meeting room.
8. Special meetings (Executive Sessions) may be called by the Director to meet to discuss items and or issues that are in the best interest of the club. The Director shall give adequate notification (no less than two (2) days) to all people requested to attend any such meeting.
9. Special meetings (Executive Sessions) of the Board can also be scheduled with a written request of three (3) or more Board members. No other business but that specified in the written request may be discussed at a special meeting without the unanimous consent of all present.

ARTICLE XI – MEETING ATTENDANCE: Participation of Club members at meetings is a key component to effective communications within the organization and the overall success of the Club.

1. All Board members (voting and or non-voting) should make a conscious effort to attend all scheduled meetings and the same applies to all General Members for scheduled general membership meetings.
2. In the event that a Board member (both voting and non-voting), cannot attend a regularly scheduled meeting, notification of absence must be provided to the Director and or Secretary in advance and in a timely fashion.
3. After three unexcused absences, that Board member (voting and non-voting) are subject to disciplinary actions such as but not limited to formal letters of warning and or reprimand, suspension from Club activities and or possible expulsion from the Club.
4. In order to conduct a Club business vote, four (4) or more of the Board members with voting rights must be present to conduct any voting procedures.

ARTICLE XII – MEETING PROCEDURES: The Modern Edition of Roberts Rules of Order should be followed as close as possible. Meeting procedures are but not limited to the following:

1. Meeting agendas will be prepared and distributed by the Secretary.
2. Any member wishing to put an issue up for discussion and possible vote, must contact the Secretary and request that the issue be placed on the agenda, no less than seven (7) days prior to the next scheduled meeting. All agenda items must be approved by the Director prior to the item/issue being placed on the agenda.
3. Any Board member with voting rights calling an emergency meeting will prepare the agenda for that meeting and ensure copies are provided to all attendees.
4. The Director shall chair all regularly scheduled meetings and will be responsible for but not limited to:
 - (a) Ending debate(s) and calling for a binding vote of the Board if necessary.
 - (b) Ensuring the dialogue of the meeting stays within the confines of the agenda.
 - (c) Ensuring that all members are allowed a reasonable chance to voice their opinion
 - (d) In the case of a voting tie, the Director will cast the deciding vote.
 - (e) The Director shall call the meeting to order and club business shall be conducted in the following sequence of events:
 1. Approval of previous minutes.
 2. Treasurer’s report.
 3. Old business tabled from previous meeting.
 4. Reports from Committees.

5. New Business.

6. Good of the Order.

7. Adjournment.

ARTICLE XIII – FINANCES: The Board shall oversee all Club financial activities with the Club fiscal year being established as September 1st to August 31st of the following year.

1. The voting members of the Board have the authority to approve payments and authorized reimbursements from a financial institute approved by the Board to vendors and Club members that are valid expenditures, within reason and in the best interest of the organization.

2. A monthly treasurer's report shall be submitted and read at each regular meeting. The annual financial statements shall be presented at the annual meeting.

3. All funds shall be deposited on a timely basis to the Club's account(s) held at a reputable financial institution.

4. Those approved to sign checks and or use the Club Debit/Credit Card include the Director and the Treasurer. All checks and or debit/credit cards purchases over \$300 will require approval of the Director.

5. The Deputy Director of Finance and Logistics (DDFL) with assistance from the Secretary will conduct an annual audit all of the Clubs financial records and transaction NLT the end of the first (1st) week of August and provide a detailed report to the Board at the last meeting of the fiscal year.

6. Only the Board may authorize contracts on the part of the Club. No loans may be contracted on behalf of the Club, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board members with voting rights. Such authority may be general or confined to specific instances.

7. No part of the net earnings of this organization shall insure to the benefit of, or be distributed to its members, officers, trustees, or other private persons, except that the organization shall be authorized to reasonable reimbursement for the services rendered and to make payments and distribution in furtherance of the purpose set forth hereof.

8. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE XIV – CONDUCT, GRIEVANCE PROCEDURES AND DISCIPLINE:

1. CONDUCT: Every Club member is expected to maintain the highest standards of behavior at all Club events and or activities, failure to do so may result in disciplinary actions being taken by the Board such as but not limited to formal letters of warning and or reprimand, suspension from Club activities and or possible expulsion from the Club. Administrators and general members shall conduct themselves in a proper manner at all times and will be:

(a) Active participants within the club and will be responsible for donating a certain amount of their time in support of the club; this time may be voluntary or assigned. If for any reason an administrator or coach is unable to fulfill a task it will be their responsibility to see that the task is completed by another member.

(b) Respectful of all Club members at all times.

2. **GRIEVANCE PROCEDURES:** First and foremost, all issues and or problems internal to the Club shall stay within the Club; outside interferences brought on by any Club member will only create more problems in trying to reach a resolution, common sense must prevail in dealing with issues and or problems.

(a) First step in the Club grievance policy is that the parties involved try to resolve the issue(s) with effective communication conducted in an adult and professional manner before escalating the issue to the Board

(b) Problems or issues that involves a coaching decision should be discussed with the coaching staff in same manner as outlined above before it is escalated to the Board.

(c) The Board shall be the final resort in resolving internal issues.

(d) Method of procedure to file grievance with the Board are as follows but not limited to:

1. Any member or members having a complaint against another member for an infraction of any provision of these by-laws or Club rules, as for conduct injurious to the welfare of the Club, may report the same in writing to the Board.

2. Such complaint shall set forth the facts of the case, together with the names of the witnesses, if any. After receiving such complaint, a meeting of the Board shall be held as soon as practicable to investigate the complaint.

3. The complainant or complainants, and the member complained of, shall receive at least seven (7) days' notice, of such meeting, and may be heard with their witnesses.

4. The Board decision, and all evidence shall be placed in writing and filed with the Secretary and copies thereof provided to the complainant or complainants, and to the member complained of.

5. An appeal from the decision of the Board may be taken to the Club general membership within seven (7) days thereafter, by serving upon the Secretary a written notice of such appeal. A special meeting shall thereupon be called for the consideration of the case, and a two thirds (2/3rds) vote of the General Membership in attendance of said special meeting shall be necessary to reverse the decision of the Board.

3. **DISCIPLINE:** Club disciplinary actions can be in the form of formal letters of warning and or reprimand, suspension from Club activities for specific period of time and or possible expulsion from the Club.

ARTICLE XV– AMENDMENT PROCESS: The process for initiating a vote to amend, alter, repeal, modify and or add to these by-laws will be but not limited to the following:

1. **QUORUM:**

(a) In order for a vote to amend, alter, repeal, modify or add to these by-laws to be conducted, four (4) or more of the Board with voting rights to include the Director and two-thirds (2/3rds) of the general members must be present.

(b) In order for any amendment, alteration, repeal, modification and or addition to be passed, an affirmative vote of not less than two-thirds (2/3rds) of those in attendance will be required to pass the vote.

2. REQUESTS:

(a) All requests for amending, altering, repealing, modifying and or adding to will only be considered at the last regular general membership meeting to be held each year in the month of August, unless a special meeting date is approved by the Board.

(b) Each request with specific details of the proposed amendment, alteration, repeal, modification and or addition must be submitted in writing to the Board and General Membership within 30-days of the voting date.

(c) Each request must contain only one proposal and must stand on their own merit; there is no limit on the number of requests that a member can submit as long as they stand alone and are pertinent to operations of the Club.

3. VALIDATION: The Director is the validating authority for any Club voting procedures.

ARTICLE XVI– DISSOLUTION: The Club may be dissolved at any time by a unanimous vote of the Board. Two (2) members of the Board shall be required to request the Director to hold a vote. Notice of the vote shall be provided to the general membership two (2) weeks prior to the vote at least in the form of a direct mailing, flyer distribution, web site posting, team newsletter and or Email notification.

1. ASSETS: Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, if the Club is established as such.

(a) Upon the winding up and dissolution of the Corporation (ERWBC) after paying or adequately providing for the debts and obligations of the Corporation (ERWBC), the remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(b) No part of the net earnings of the Corporation (ERWBC) shall inure to the benefit of, or be distributable to, any of its members, trustees, officers or other private persons, except that the Corporation (ERWBC) shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes.


(c) No substantial part of the activities of the Corporation (ERWBC) shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation (ERWBC) shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.


(d) Notwithstanding any other provision of these articles, the Corporation (ERWBC) shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.


2. FUNDS: Should the Club be dissolved and a new IRS non-profit replacement is not formed, then all remaining Club funds are to be donated to another IRS designated non-profit wrestling organization in the area within 30 days of dissolution.


These by-laws were approved at a special meeting of the Executive Board of Directors on the 17th day of September 2016.

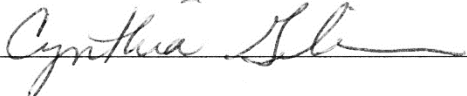
Signed by:

Thomas Johnston – Director:  _____

Rafael Padilla – Deputy Director of Finance and Logistics (DDFL):  _____

N'namdi Fields – Deputy Director of Operations (DDO):  _____

Tom Gibson – Secretary:  _____

Cynthia Gibson – Treasurer:  _____