

AMENDED BY-LAWS OF MINNESOTA/USA WRESTLING, a Non-Profit Organization

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Minnesota/USA Wrestling, a Non-Profit Corporation, organized and existing under Minnesota Statutes, Chapter 317, hereby adopts the following Amended By-Laws in accordance with the laws of this State.

ARTICLE ONE

Offices

The registered and principal office of the corporation shall be in the city of Minneapolis, Minnesota. The corporation may have such other office(s), within or without the State of Minnesota, as the directors may designate from time to time.

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ARTICLE TWO

Members

Section 1. Membership. Every resident of the State of Minnesota who holds any type of membership in the United States of America Wrestling Association, Incorporated, doing business as USA Wrestling, or in any of its divisions or affiliates shall, for the term of such membership, also be a member of Minnesota/USA Wrestling, a Non-Profit Corporation.

Section 2. Meetings of Members. An annual meeting of the members of the corporation shall be held on a Sunday during the month October, at a time and place designated by the Board of Directors for the election of Directors, and to conduct all other business necessary. Written notice of the meeting shall be sent no less than 14 days prior to such meeting to each club chartered with USA Wrestling as of the last day of the preceding month of May. Special meetings of the members may be called for any lawful purpose by the Chairperson, the Board of Directors or by any three or more clubs entitled to a vote at any meeting of members. Notice for the special meetings shall be given as for annual meetings.

Section 3. Voting by Members. At all annual and special meetings of members, those members of the corporation who are then members of any club then situated in Minnesota and chartered with USA Wrestling as of the date of the meeting shall have voting rights through his or her club as hereinafter prescribed. Each such club shall be entitled to one vote, plus one additional vote if the members of such club who are also competitive members of the corporation exceed 50 persons, two additional votes if such members exceed 100 persons, and so forth, except that no club may cast more than four votes. Each club may cast its vote or votes through only one of its representatives present at the meeting. A club entitled to more than one vote shall not be entitled to split such votes. The registration records shall conclusively determine questions relating to chartering of clubs and competitive memberships therein, as well as questions relating to membership in the corporation.

Section 4. Non-voting Members. All members of the corporation, as defined herein, who are not members of any club then situated in Minnesota and chartered with USA Wrestling, shall constitute a class of membership without voting rights. Such members may attend and participate in all meetings of members, whether or not they have voting rights as provided in Section 3 hereof.

Section 5. Quorum. Representatives of 10% of registered clubs situated in Minnesota and chartered with USA Wrestling as of the date of the meeting shall constitute a quorum to conduct all business duly to come before the members.

Section 6. Election of Directors. At the annual meeting of members, persons shall be elected, in accordance with these By-Laws, to serve on the Board of Directors for the term of his or her election, and until his or her successor is duly elected and qualified, unless prior thereto he or she shall have resigned or been removed as hereinafter provided. Any resident of the State of Minnesota who is qualified to hold any type of membership in the corporation shall be qualified to serve on the Board of Directors and shall, within 90 days of election to the Board, become a member of the corporation. Board members shall be elected for three-year terms, with 1/3 of the Board members standing for election each year.

Section 7. Monthly meetings. There shall be regularly scheduled monthly meetings of members, when necessary, to conduct business for the corporation.

Section 8. Notice of Meetings. Seven (7) days' written notice of all monthly Membership meetings shall be given to all clubs currently chartered with USA Wrestling, and to each club chartered with USA Wrestling as of the last day of the preceding month of May. Additionally all members of the Board of Directors will receive the same notice.

Section 9. Voting at monthly meetings. The Voting members will be those members who are in attendance, and who are at least 18 years old. A simple majority shall prevail for all normal business.

Section 10. Quorum for monthly meetings. A quorum for the monthly meetings shall consist of 7 people in attendance, one of which will be the Chairman, or the President or their designee.

Section 10. Location for monthly meetings. Meetings will be held at a location which suits the needs of the members. This can be a specific venue, or the meeting can be conducted by Tele-Conference calls providing that the network will provide all in attendance an equal opportunity to participate in the proceedings, and providing that all participants know all who are in attendance.

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ARTICLE THREE

Divisions

Section 1. Identity. This corporation shall have seven divisions, namely Kids, Cadets, Juniors, Espoirs/University, Seniors, Mat Officials, and Pairing Officials. The ages of wrestlers eligible to participate in the programs of the five competitive divisions (to wit: Kids, Cadets, Juniors, Espoir/University, and Seniors) shall be as determined from time to time by the Board of Directors.

Section 2. Operation by Division. Each of the divisions shall prepare its budget and books of record, subject at all times, however, to the supervening authority of the Board of Directors. No solicitation of contributions to the corporation or any of its divisions shall be conducted without the express approval of the Board of Directors, reflected in advance in its minutes. At each regular meeting of the Board of Directors, the Director of each of the divisions shall be prepared to report to the Board on the financial status and affairs of that division since the previous meeting of the Board.

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ARTICLE FOUR

Board of Directors

Section 1. Authority. The affairs and property of the corporation shall be managed and controlled by its Board of Directors. The Directors may exercise all such powers and do all such things as may be exercised or done by the corporation, subject to the provisions of the Articles of Incorporation, these By-Laws and all applicable law.

Section 2. Election and Size. The Board of Directors shall be elected at the annual meeting of members except as vacancies are filled as provided for in Section 10 of this Article. The Board of Directors shall consist of no less than 14 persons and no more than 29 persons.

Section 3. Regular Meetings of Directors. The Board of Directors shall meet annually, at a time and place to be set at the preceding meeting of members, but no later than the last Sunday in October. In addition to the annual meeting, regular meetings of the Board of Directors may be held at such times and at such places as shall from time to time be determined by the Board of Directors.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairperson, and shall be called by such Chairperson on the written request of one-fourth (1/4) of all directors. The person or persons authorized to call or to request the call of special meetings shall fix the time and place for any such special meeting in accordance with these By-Laws.

Section 5. Notice of Meetings. Seven (7) days' written notice of all regular and special meetings of the Board of Directors shall be given to all directors. Such notices shall be deemed delivered when sent by letter or when sent electronically. The notice shall state the time, place and, in the case of a special meeting, the purpose of the meeting. No notice shall be given more than thirty (30) days before any meeting. Notice of any regular or special meeting of the directors may be waived in writing by a director before, during or after such meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting.

Section 6. Quorum and Voting. One-fourth (1/4) of the directors then in office shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, a majority of the directors present may adjourn the meeting from time to time without further notice. The act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as to any question upon which any different or greater vote is required by the Articles of Incorporation, these By-Laws or applicable law.

Section 6. Committees. The Board of Directors shall appoint a nominating committee, and may appoint an Executive Committee and such other committees as it may from time to time deem appropriate. All committees shall have such powers and responsibilities as the Board of Directors may from time to time delegate to them.

Section 7. Action in Writing. Any action which might be taken at a meeting of the Board of Directors or of any lawfully constituted committee may be taken without a meeting if such action is taken in writing and signed by all of the directors then in office or by all of the members of such committee, as the case may be.

Section 8. Voting by Directors. Each member of the Board of Directors shall be entitled to one vote, regardless of the number of offices, if any, which he or she may hold.

Section 9. Removal and Vacancies. Any member of the Board of Directors may be removed at any special meeting of the members by a majority vote of all clubs identified in Article Two, Section 3 hereof, provided that the proposed consideration of such removal is included in written notice of such meeting of the members given in accordance with Article Two, Section 2, hereof, that the Board member in question is given a copy of such notice 7 days in advance of such meeting, and that he or she is afforded an opportunity to be heard on the question. Any vacancy on the Board may be filled by the Board of Directors at or after the time such vacancy may occur.

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ARTICLE FIVE

Officers

Section 1. Officers. The officers of the corporation shall be elected by the Board of Directors and shall include a Chairperson, an Assistant Chairperson, a Treasurer, a Secretary, a Mat Officials Director, a Pairings Officials Director, a Trainers Director, and a Director of each of the Kids, Cadets, Juniors, and Seniors divisions. The Board of Directors may also by a majority vote of the directors present at any duly held meeting elect such other officers as it may deem appropriate. In electing any officer, the Board shall give due consideration to any recommendation of the members as they make in connection with their election of directors. Officers may, but need not be, members of the Board of Directors. Any person may hold two offices at the same time, except that the same person shall not at the same time hold the offices of (a) Chairperson and Assistant Chairperson or (b) Chairperson and Secretary. The Board of Directors may elect two persons to any office. Except as otherwise provided in these By-Laws, the Board of Directors shall fix the powers and duties of all officers. All officers shall hold office for the term of his or her election and until his or her successor shall have been duly elected and qualified, unless prior thereto he or she shall have resigned or been moved from office as hereinafter provided.

Section 2. Chairperson.

The Chairperson shall be the chief executive officer of the corporation, shall preside over all meetings of the members of the corporation and of the Board of Directors, shall have general management of the business of the corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect. The Chairperson shall also have such other powers and perform such other duties as the Board of Directors may from time to time prescribe.

Section 3. Assistant Chairperson. In the absence or disability of the Chairperson, the Assistant Chairperson may perform all the duties of the Chairperson, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Assistant Chairperson shall also have such other powers and perform such other duties as the Board of Directors or the Chairperson may from time to time prescribe.

Section 4. Treasurer. The Treasurer of the corporation shall have the care and custody of the funds of the corporation and shall disburse such funds only as he or she may be authorized from time to time by the Board of Directors. The Treasurer shall keep full and accurate account of all receipts and disbursements in books belonging to the corporation and shall have such other powers and perform such other duties as the Board of Directors may from time to time prescribe.

Section 5. Secretary. The Secretary of the corporation shall attend all meetings of the Board and record all votes and the minutes of all proceedings of the Board in a book to be kept for that purpose, and shall have custody of all documents and records of the corporation, except those connected with the office of the Treasurer of the corporation. The Secretary of the corporation shall give or cause to be given notice of all meetings of the Board of Directors, and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 6. Mat Officials Director. The person holding this office shall have responsibility for the procurement, training, certification, and approval of tournament assignments of qualified mat officials at all sanctioned tournaments held in this State. The particular powers and duties of this office shall be defined from time to time by the Board of Directors.

Section 7. Pairings Officials Director. The person holding this office shall have responsibility for the procurement, training, certification, and approval of tournament assignments of qualified pairing officials at all sanctioned tournaments held in this State. The particular powers and duties of this office shall be as defined from time to time by the Board of Directors.

Section 8. Trainers Director. The person holding this office shall be responsible for approval of competent paramedical services to all wrestlers in sanctioned tournaments in this State. The particular powers and duties of this office shall be defined from time to time by the Board of Directors.

Section 9. Regional Directors. There shall be one or more Regional Directors who shall, in general, be responsible for the furtherance of the corporation's programs in his or her particular Region. The particular powers and duties of this office shall be as defined from time to time by the Board of Directors.

Section 10. Removal and Vacancies. Any officer or committee member appointed by the Board of Directors may be removed at any regular or special meeting of the directors by a majority vote of all members of the Board of Directors, provided that the proposed consideration of such removal is included in the written notice of meeting given in accordance with Article Four, Section 5 hereof, that the officer or committee member in question is given a copy of such notice 7 days in advance of such meeting, and that he or she is afforded an opportunity to be heard on the question. Any vacancy in any office or on any committee of the corporation may be filled by the Board of Directors at or after the time such vacancy may occur.

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ARTICLE SIX

Contracts, Loans, Checks, and Deposits

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

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

Section 3. Checks. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness

issued in the name of the corporation shall be signed by such officer or officers, agent or agents thereof and in such manner

as shall from time to time be determined by the resolution of the Board of Directors.

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

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ARTICLE SEVEN

Miscellaneous

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

Section 2. Amendments. These By-Laws may be amended by a 2/3 vote of all directors then in office at any regular or special meeting. Notice of the meeting and of the proposed amendment shall be given in accordance with Article Four, Section 5 hereof. Any amendment of these By-Laws by members of the corporation shall be a 2/3 vote of all clubs identified in Article Two, Section 3 hereof, provided that the proposed consideration of such amendment is included in a written notice of meeting of members in accordance with Article Two, Section 2 hereof.

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

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ARTICLE EIGHT

Statement of Affirmative Action Philosophy

Minnesota/USA Wrestling is committed to diversity and the full participation of all person regardless of age, race, ethnic or cultural background, gender, affectional preference, status with regard to public assistance, religious belief, political affiliation, particular disability or HIV status. Therefore, recruitment of members of the Board of Directors, Officers, contractors, volunteers, committee members and participants in programs administered and activities sponsored by Minnesota/USA Wrestling shall be in accordance with affirmative action and equal opportunity guidelines defined by federal, state and municipal legislation.

Adopted this 13th day of February, 2005.

Bill Hinchley

CEO

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