

AMENDED AND RESTATED BY-LAWS OF THE ROLLA WRESTLING CLUB

ARTICLE I

This organization shall be known as the Rolla Wrestling Club with the registered office in the city of Rolla, Missouri.

ARTICLE II

Character of Non-Profit Corporation

This is a non-profit corporation organized under the laws of the State of Missouri, Charter Number N00027008, in good standing with the Missouri Secretary of State.

ARTICLE III

Mission Statement

The Rolla Wrestling Club's purpose is to promote the sport of wrestling for boys and girls, preschool through high school, in Rolla, Missouri and the surrounding area. The Rolla Wrestling Club will seek to positively influence the lives of athletes by developing a commitment to sportsmanship, teamwork, hard work, skill building, physical conditioning, goal setting, a competitive spirit, and a positive attitude. The Rolla Wrestling Club's goal is to not only help its athletes develop the skills to become the best wrestlers they can, but also help prepare them for life's challenges and to become the best people they can be.

ARTICLE IV

Membership and Fees

MEMBERSHIP: Section I

- A. Registered wrestlers; and
- B. Parents or legal guardians of registered wrestlers; and
- C. Coaches approved by the Board of Directors, not already included in Subsection B of this Section; and
- D. Fee-paying parties approved by the Board of Directors, not already included in Subsections B or C of this Section.

FEES: Section II

- A. Applicants shall complete the membership application and pay the annual membership fee to join the Rolla Wrestling Club.
- B. All applicants are subject to the approval of the Board of Directors.
- C. The annual membership fee may be waived by the Board of Directors if payment of said fee is determined to constitute a financial hardship to the applicant.
- D. The applicant may not practice or compete until the membership is approved by the Board of Directors.
- E. Once an applicant is approved by the Board of Directors, they will become a “registered wrestler.”
- F. Each registered wrestler on the Rolla Wrestling Club must register with the U.S.A.W. for insurance purposes.
- G. U.S.A.W. membership will be a part of the membership fee, which shall be determined by the Board.
- H. Membership on the team expires on August 31 of the year following application.

VOTING MEMBERSHIP: Section II

- A. Each registered wrestler shall be permitted one (1) vote, said vote to be cast by a parent or legal guardian on the registered wrestler’s behalf; and
- B. Each Coach approved by the Board of Directors shall be permitted one (1) vote; and
- C. Each member of the Board of Directors not already included in Subsections A or B of this Section, shall be permitted one (1) vote.

ARTICLE V:

Board of Directors

BOARD OF DIRECTORS: Section I

The Rolla Wrestling Club shall have a Board of Directors that will govern and exercise all such powers as stated by the Articles of Incorporation, these by-laws, and all applicable laws.

DIRECTORS: Section II

The Board of Directors shall consist of nine (9) Officers, as follows:

- A. President
- B. Vice-President
- C. Secretary 1

- D. Secretary 2
- E. Treasurer
- F. Director-at-Large 1
- G. Director-at-Large 2
- H. Director-at-Large 3
- I. Director-at-Large 4

DUTIES OF THE BOARD: Section III

The Board of Directors shall be responsible for the following:

- A. Enforcing and interpreting the By-Laws, Rules and Regulations of the corporation.
- B. Approving applicants wishing to join the Rolla Wrestling Club.
- C. Approving the formation and operation of tournaments sponsored by the Rolla Wrestling Club.
- D. Holding semi-annual meetings and special meetings as necessary. Providing notice of said meetings to the membership.
- E. Impose disciplinary action for members if required. Such discipline may include, but is not limited to, probation, suspension, or termination from the Rolla Wrestling Club. Terms and conditions of any discipline shall be determined by the Board of Directors.
- F. Decisions made by the Board of Directors shall be final. Appeals from a decision by the Board of Directors shall be made to USA Wrestling according to its bylaws, rules, and regulations.

DUTIES AND QUALIFICATIONS OF DIRECTORS: Section IV

President:

- A. Shall be at least 21 years of age at the time of election.
- B. Shall preside at all meetings of the club and Board of Directors.
- C. Shall have general supervision over the affairs of the Rolla Wrestling Club.
- D. Shall be ex-officio member of all committees
- E. With the approval of the Board of Directors, he/she or an appointed representative shall make all contacts for and on behalf of the club, including applying for and holding any sanction from USA Wrestling of Missouri and or USA Wrestlers of America, Inc. (N.G.B.) on behalf of the club.
- F. After the election of officers each year, he/she shall appoint the standing committees as may be authorized by the Board of Directors.

Vice-President:

- A. Shall be at least 21 years of age at the time of election.
- B. Shall assist the President and perform the duties of the President when the President is absent.
- C. Shall be in charge of all equipment.
- D. The Vice-President shall also serve as chairman of the elections committee.

Secretary 1 and 2:

- A. Shall be at least 21 years of age at the time of election.
- B. Shall assist with registration of all athletes in the USA Wrestling system and for all tournaments in which they plan to compete.
- C. Shall compile all official correspondence.
- D. Shall conduct all official correspondence on behalf of the Rolla Wrestling Club.
- E. Shall handle all media correspondence.
- F. Shall keep the records of meetings of the club, Executive Committee, and of the Board of Directors.
- G. Maintain a list of all members, voting members, coaches, and registered wrestlers of the Rolla Wrestling Club.
- H. Both secretaries shall act as co-secretaries.

Treasurer:

- A. Shall be at least 21 years of age at the time of election.
- B. Shall collect and disburse funds as directed by the Board of Directors.
- C. Shall be responsible for all monies, pay bills when properly approved by the appropriate officers and committees, and preserve vouchers for all payments.
- D. The books shall be open at all times to the inspection of the Board of Directors or general membership.
- E. Shall make a report of the financial condition of the club at each meeting.
- F. At the end of his/her term of office he/she shall prepare a financial statement for the preceding year.
- G. Assist with any club audit.

Directors-at-Large (1, 2, 3, and 4):

- A. Each shall be at least 18 years of age at the time of election.
- B. Each shall chair a standing committee.

TERMS OF OFFICE: Section V

The Officers of the Board of Directors shall be elected to serve a term of two years. The President, Secretary 1, and Directors-at-Large 1 and 2 shall be elected in odd years. The Vice President, Secretary 2, Treasurer, and Directors-at-Large 3 and 4 shall be elected in even years. In the event an Officer position is vacated before the term is complete, the Board of Directors shall appoint a replacement to complete the remainder of the term. The replacement shall be eligible to run for election to that Office during the scheduled election year.

ELECTIONS: Section VI

- A. The Vice-President shall be the chair of the elections committee.
 - a. The Vice-President shall appoint members to serve on the elections committee. They shall:
 - i. Accept nominees for positions on the Board of Directors; and
 - ii. Confirm the nominees are qualified to hold the positions; and
 - iii. Be certain of the willingness of the nominee to serve on the Board of Directors before submission; and
 - iv. Submit an official list of nominees for each position on the Board of Directors to membership for elections.
- B. Elections shall be held at the March meeting and a majority vote will determine the winner.
- C. Official vote counters shall be the secretaries and one other person appointed by the Vice-President.

VOTING: Section VII

At all meetings of the Board of Directors, each Director shall have one (1) vote on any issue requiring a vote. The President shall cast a vote only in the event of a tie. No person shall have more than one vote on any issue regardless of how many offices that person may hold.

REMOVAL FROM OFFICE: Section VIII

Any elected Officer may be removed from office by a two-thirds vote of the Board of Directors at any meeting. If any Officer fails to attend three consecutive meetings without good cause, they shall be removed from the office. Any Officer may resign at any time by giving written notice to the President or Secretaries.

ARTICLE VI:

Executive Committee

EXECUTIVE COMMITTEE: Section I

The Executive Committee shall consist of:

- A. President
- B. Vice-President
- C. Secretary 1
- D. Secretary 2
- E. Treasurer

DUTIES OF THE EXECUTIVE COMMITTEE: Section II

- A. The Executive Committee may act on behalf of the Board of Directors on emergency matters demanding immediate attention wherein it is impossible to call a meeting of the full Board of Directors.
- B. Before calling a meeting of the Executive Committee, the committee must unanimously agree that an emergency demanding immediate attention exists and designate in the record the nature of the emergency demanding immediate attention.
- C. Any actions taken by the Executive Committee shall be by majority vote.
- D. Each Officer on the Executive Committee shall have one (1) vote.
- E. The records of any actions taken by the Executive Committee shall be maintained by the Secretaries.

ARTICLE VII

Meetings

SEMI-ANNUAL MEETINGS REQUIRED: Section I

The Board of Directors shall hold at least two meetings annually. The presence of a majority of the Board of Directors shall constitute a quorum. A majority vote of the Board of Directors shall decide all questions or issues put before it, except as otherwise set forth in these bylaws, articles of incorporation, or other applicable law. The meetings shall be open to the full membership. The meetings shall take place in March and December. The date, time, and location shall be announced to the membership at least 30 days before the meeting.

SPECIAL MEETINGS: Section II

The President may call for special meetings of the Board of Directors as needed. The special meeting shall be announced to the membership at least five (5) days in advance of the special meeting.

ARTICLE VIII

Activities Funding:

The activities of the club shall be financed by membership fees, grants, and fundraising activities as may be deemed necessary by the Board.

Disbursements will be made by the Board through the office of Treasurer for all regular expenses. Disbursements exceeding \$250.00 except for routine annual club expenses (e.g., t-shirts, tournament expenses, recognition awards) shall be approved by a majority vote in a meeting of the Board of Directors.

ARTICLE IX

Coaches and Competitions

COACHING QUALIFICATIONS: Section I

- A. All coaches for the Rolla Wrestling Club must be approved by the Board of Directors.
- B. All coaches for the Rolla Wrestling Club must be Copper Certified through USA Wrestling.
- C. All coaches for the Rolla Wrestling Club are encouraged to be Bronze Certified through USA Wrestling.

TOURNAMENTS: Section II

- A. The Board of Directors will select the tournaments for participation by registered wrestlers.
- B. Registered wrestlers are not required to participate in any tournaments.
- C. There will be approved coaches present to coach at all tournaments for participation by the Board of Directors.
- D. Only approved coaches of the Rolla Wrestling Club are permitted to coach in the corner of registered wrestlers at tournaments selected for participation by the Board of Directors.
- E. Should a registered wrestler choose to participate in a different tournament than that selected by the Board of Directors, the Rolla Wrestling Club cannot guarantee the attendance by any approved coaches.

TRANSPORTATION: Section III

Parent(s) or legal guardian(s) shall be responsible for providing or arranging transportation to and from tournaments.

ARTICLE X

Liability of the Rolla Wrestling Club

INJURIES:

The Board of Directors and the Rolla Wrestling Club shall not be liable for any injuries or accidents sustained during any practice or tournament.

ARTICLE XI

AMENDMENTS

AMENDMENTS:

- A. All proposed amendments to these bylaws shall be submitted to the Board of Directors at least 30 days prior to a semi-annual meeting.
- B. All proposed amendments must be ratified by a majority vote of the Board of Directors.