

**CONSTITUTION AND BYLAWS**  
**of the**  
**Wyoming Amateur Wrestling**  
**Association**

**ARTICLE 1. NAME**

- 1.1. The name of the corporation shall be the Wyoming Amateur Wrestling Association (hereinafter the "W.A.W.A."). In addition to the formal name specified above, the corporation may conduct its affairs under such "trade" names as may be approved by its Board of Directors.

**ARTICLE 2. REGISTERED AGENT**

- 2.1. The corporation shall appoint and continuously maintain, at an address within the State of Wyoming, a registered agent upon whom service of process may be made against the corporation.

**ARTICLE 3. PURPOSES**

- 3.1. The purpose of the corporation is to have one representative organization open to any individual or club, in order to assist, supervise, standardize, regulate, and control the development and conduct of amateur wrestling in the styles of Freestyle, Greco-Roman and Folkstyle in the State of Wyoming.
- 3.2. To promote and advance the sport of amateur wrestling in the State of Wyoming by setting up a formal structure to deal with matters of membership, competition, officiating and the disbursement of funds to athletes and members of the corporation.
- 3.3. To improve the standard and appreciation of wrestling in the State of Wyoming for men, women, girls, and boys by providing training in wrestling skills, organizing meets and tournaments, offering instruction in officiating, providing equipment, conducting clinics, instructing children and parents in selection of proper equipment, and associating with wrestling associations and clubs within and outside the State of Wyoming.
- 3.4. To maintain and execute any and all rules, regulations and guidelines established by the National Governing Body for wrestling and the State of Wyoming so as to remain and to continue to be recognized as a nonprofit corporation and a member of the National Governing Body for Wrestling.

**ARTICLE 4. MEMBERSHIP**

- 4.1. Membership classes: The corporation shall have three classes of members: chartered clubs, individuals, and support.

- 4.2. Clubs: Club membership in the corporation shall be open to any well organized wrestling club in the State of Wyoming. The W.A.W.A. Board of Directors shall have the sole discretion and authority to determine what constitutes a well organized wrestling club.
  - 4.2.1. Registration: All clubs must register and pay the appropriate fee to the W.A.W.A. office and the National Governing Body for wrestling to be recognized as a chartered club of the corporation.
  - 4.2.2. Voting rights: Each chartered club of the corporation shall have one vote at all open meetings of the corporation.
  - 4.2.3. Team Awards: Only chartered clubs are eligible for team awards at W.A.W.A. State Tournaments.
- 4.3. Individual: Individual membership in the corporation shall be open to any individual engaged in competitive amateur wrestling and who is a resident of the State of Wyoming. Residency requirements shall be as set forth in the policies and procedures adopted by the corporation.
  - 4.3.1. Registration: Each individual must register and pay the appropriate fees to the W.A.W.A. and the National Governing Body for wrestling to be eligible to participate in W.A.W.A. activities and state tournaments.
  - 4.3.2. Birth Date Certification: Each individual registering with the corporation must provide the registration chairman a document which proves date of birth. This document will be kept on file by the W.A.W.A.
  - 4.3.3. Voting Rights: Individual members shall have no voting rights unless they are elected to the Board of Directors.
- 4.4. Support: Support membership shall be open to any individual or organization engaged in the development or support of W.A.W.A. activities. Individual support members shall have no voting rights unless they are elected to the Board of Directors. Organization support members shall have no voting rights.
- 4.5. Fees: the membership fees shall be that amount set by the National Governing Body for wrestling and the W.A.W.A.
  - 4.5.1. Payments: Membership fees shall be payable as designated by the W.A.W.A. at the time the individual or club member joins the W.A.W.A. on an annual basis.
  - 4.5.2. Non-Payment: No member shall be allowed to participate in any W.A.W.A. wrestling activities unless the membership fees are paid in full prior to the activity.
- 4.6. Non-discriminatory statement: Membership into the W.A.W.A. and participation in W.A.W.A. activities shall take place without regard to race, color, religion, sex, handicap or national origin.

## **ARTICLE 5. OFFICERS**

- 5.1. The officers of the corporation shall be a Chairman, a Vice Chairman, a Secretary, a Treasurer, and a Registration Chairman.
- 5.2. Election Officers: The officers of the corporation shall be elected by majority vote of the chartered clubs of the W.A.W.A. present at the Kid's State Tournament.
  - 5.2.1. Chairman and Secretary: The elections for the office of Chairman and Secretary shall be every two years starting in 1985.
  - 5.2.2. Treasurer and Registration Chairman: The elections for the office of Treasurer and Registration Chairman shall be held every three years starting in 1985.
  - 5.2.3. Vice Chairman: The election for the office of Vice Chairman shall be held every two years starting in 1990.
- 5.3. Qualification Requirements: Each individual nominated for an office during the election process must meet the qualification requirements for that particular office. Each officer must have reached his or her 18<sup>th</sup> birthday before taking office. Qualification requirements are as follows:
  - 5.3.1. Chairman: Nominees for chairman must have been involved with W.A.W.A. activities for a minimum of 5 consecutive years prior to nomination, must have held a previous office or directorship for not less than 2 years either a currently licensed official or coach with the National Governing Body.
  - 5.3.2. Vice Chairman: Nominees for vice chairman must have been involved with W.A.W.A. activities for a minimum of 3 consecutive years prior to nomination and must be either a currently licensed official or coach with the National Governing Body.
  - 5.3.3. Secretary: Nominees for secretary must have been involved with W.A.W.A. activities for a minimum of 3 consecutive years prior to nomination and must have access to basic office equipment and either a currently licensed official or coach with the National Governing Body.
  - 5.3.4. Treasurer: Nominees for treasurer must have been involved with W.A.W.A. activities for a minimum of 3 consecutive years prior to nomination, must have some knowledge of bookkeeping skills and must become bonded if elected and either a currently licensed official or coach with the National Governing Body.
  - 5.3.5. Registration Chairman: Nominees for registration chairman must have been involved with W.A.W.A. activities for a minimum of 3 consecutive years prior to nomination and must be familiar with the National Governing Body registration policies and procedures and either a currently licensed official or coach with the

National Governing Body.

- 5.4. Tenure: The officers of the corporation shall serve the following terms:
- 5.4.1. Chairman: The Chairman shall serve a two year term beginning September 1<sup>st</sup> in the year elected.
  - 5.4.2. Vice Chairman: The Vice Chairman shall serve a two year term beginning September 1<sup>st</sup> in the year elected. The term of the Vice Chairman shall commence in the second year of term of the Chairman.
  - 5.4.3. Secretary: The Secretary shall serve a term which coincides with that of the Chairman.
  - 5.4.4. Treasurer and Registration Chairman: The Treasure and Registration Chairman shall serve terms of three years beginning September 1<sup>st</sup> in the year elected.
- 5.5. Duties: The duties of the officers shall be as follows but not limited to:
- 5.5.1. Chairman: The Chairman shall preside at all open and special meetings, and shall be the principal executive officer of the corporation. He or she shall oversee the execution of the regulations of the corporation (Constitution and Bylaws and any policies or procedures) and shall be responsible for carrying out the decisions of the W.A.W.A. membership and the Board of Directors. The Chairman shall also perform such duties that may be assigned by the W.A.W.A. membership and/or the Board of Directors.
  - 5.5.2. Vice Chairman: The Vice Chairman shall assist the Chairman and shall serve in the absence of the Chairman. The Vice Chairman shall also perform such duties that may be assigned by the W.A.W.A. membership and/or the Board of Directors.
  - 5.5.3. Secretary: The Secretary shall record the minutes of all W.A.W.A. meetings and shall report these to every club, officer, director, and Board member of the W.A.W.A. The Secretary shall assist the Chairman with the corporation correspondence and perform other such duties that may be assigned by the W.A.W.A. membership and/or the Board of Directors.
  - 5.5.4. Treasurer: The Treasurer shall be the principal financial officer of the corporation. The Treasurer shall provide a financial statement to the officers of the corporation every quarter of the fiscal year. A financial statement shall also be provided to all clubs and directors semi-annually, specifically at the November and May open meetings of the corporation. The Treasurer shall also perform other such duties that may be assigned by the W.A.W.A. membership and/or the Board of Directors.
  - 5.5.5. Registration Chairman: The Registration Chairman shall be the chief officer in charge of registering and collecting fees from clubs and individual members of the W.A.W.A. and new members wishing to join the corporation. The Registration

Chairman shall also obtain all needed registration materials and distribute them in the proper form to the clubs and the National Governing Body for wrestling. The Registration Chairman shall also perform other such duties that may be assigned by the W.A.W.A. membership and/or the Board of Directors.

- 5.6. Vacancies: If an officer of the corporation resigns, is removed from office or is otherwise unable to serve, his or her successor for the remainder of the term of that office shall be promptly appointed by the W.A.W.A. Board of Directors.

## **ARTICLE 6. W.A.W.A. DIVISIONS**

- 6.1. Purpose: The W.A.W.A. may establish divisions to provide a better means of operating quickly and efficiently.
- 6.2. Bylaws: Each division shall draft a set of bylaws which must be approved by the chartered clubs of the corporation by a two-thirds vote. The division bylaws shall not conflict with the Articles of Incorporation or the Bylaws of the W.A.W.A., and may not authorize authority to act outside of or in excess of the authority of the corporation. The division bylaws may only be amended by two-thirds vote of the W.A.W.A. chartered clubs.
- 6.3. Authority: The divisions of the corporation shall be subject to oversight by the Chairman and the W.A.W.A. membership and may not act in excess of any power or authority of their division as authorized by their bylaws or as otherwise authorized by the corporation.
- 6.4. Director: Each division shall have a director who shall have the authority to direct the operations of the division in accordance with its rules and regulations and these bylaws.
- 6.5. Divisions: The following divisions are recognized by the corporation but are not meant to be an exclusive listing: Kids, Cadet, Juniors, FILA Junior, Open, Officials, Cultural Exchange and Girls.

## **ARTICLE 7. W.A.W.A. DIVISION DIRECTORS**

- 7.1. Duties: The division directors shall supervise all activities which involve their particular division. Recommendations shall be made to the W.A.W.A. membership and the Board of Directors on matters which pertain to the development of the divisions programs to meet the needs of its participants.
- 7.2. Information: The director of each division shall provide the officers, directors, and chartered clubs of the W.A.W.A. any and all materials which pertain to the rules and regulations of that division which he or she obtains from the National Governing Body for wrestling.
- 7.3. Programs: Each director shall present to the W.A.W.A. membership at the first open meeting of the corporation each year a proposed program the division shall follow that year. The program should include a proposed budget, information on division championships, requests for special funding, ideas on promotion and the site and dates of

regional and national tournaments the division shall be involved in. The W.A.W.A. membership shall vote on each program proposal with a majority vote needed to pass the items in question.

- 7.4. Meeting Attendance: The director of each division shall represent the W.A.W.A. at all regional and national meetings pertaining to that division's program. In the event the director cannot attend the meetings, the Board of Directors shall pick an alternate representative.
- 7.5. Elections: The director of each division shall be elected at the Kids State tournament by a majority vote of all chartered clubs present and voting. The Kids, Juniors, Girls and Officials (Mat and Pairing) directors shall be elected in even numbered years and the Cadet, FILA Junior, Open and Cultural Exchange directors shall be elected in odd numbered years. Elections shall be held every year beginning in 1990.. The term of office for directors shall be for a period of two (2) years and shall commence on September 1<sup>st</sup> in the year elected. If a director resigns, is removed from office or is otherwise unable to serve, his or her successor for the remainder of the term of that office shall be promptly appointed by the W.A.W.A. Board of Directors.
- 7.6. Qualification Requirements: Each individual nominated for a director's position must meet the qualification requirements for that particular director's position. Each director must have reached his or her 18<sup>th</sup> birthday before taking office. Qualification requirements are as follows:
  - 7.6.1. Kids Director: Nominees for Kids director must have been involved with W.A.W.A. Kids activities for a minimum of 3 consecutive years prior to nomination, must be able to attend all W.A.W.A. meetings and either a currently licensed official or coach with the National Governing Body.
  - 7.6.2. Cadet Director: Nominees for Cadet director must have been involved with W.A.W.A. Cadet activities for a minimum of 3 consecutive years prior to nomination, must be able to attend all W.A.W.A. meetings and either a currently licensed official or coach with the National Governing Body.
  - 7.6.3. Juniors Director: Nominees for Juniors director must have been involved with W.A.W.A. Juniors activities for a minimum of 3 consecutive years prior to nomination, must be able to attend all W.A.W.A. meetings and either a currently licensed official or coach with the National Governing Body.
  - 7.6.4. FILA Junior Director: Nominees for FILA Junior director must have been involved with W.A.W.A. Junior activities for a minimum of 3 consecutive years prior to nomination, must be able to attend all W.A.W.A. meetings and either a currently licensed official or coach with the National Governing Body.
  - 7.6.5. Open Director: Nominees for Open director must have been involved with W.A.W.A. Open activities for a minimum of 3 consecutive years prior to nomination, must be able to attend all W.A.W.A. meetings and either a currently

licensed official or coach with the National Governing Body.

- 7.6.6. Cultural Exchange: Nominees for Cultural Exchange director must have been involved with W.A.W.A. Cultural Exchange activities for a minimum of 3 consecutive years prior to nomination, must be able to contact and communicate with other international wrestling governing bodies and must be able to attend all W.A.W.A. meetings and either a currently licensed official or coach with the National Governing Body.
- 7.6.7. Girls Director: Nominees for Girls director must have been involved with W.A.W.A. Girls activities for a minimum of 3 consecutive years prior to nomination, must be able to attend all W.A.W.A. meetings and must be either a currently licensed official or coach with the National Governing Body.
- 7.6.8. Officials Directors

7.6.8.1. Mat Officials: Nominees for Mat Officials director must have been involved with W.A.W.A. mat official activities for a minimum of 3 consecutive years prior to nomination, must be a current USWOA category M1 ranking mat official, must meet USWOA category M1 mat official requirements, must be able to attend and officiate one national tournament and one regional tournament each year, must attend the annual USWOA general meeting once every two years, must be able to attend all W.A.W.A. State Tournaments and must be able to conduct mat official clinics as needed.

7.6.8.2. Pairing: Nominees for Parings director must have been involved with W.A.W.A. pairing official activities for a minimum of 3 consecutive years prior to nomination, must be a current USWOA category P1 pairing official, must meet USWOA category P1 pairing official requirements, must be able to attend and officiate one national tournament and one regional tournament each year, must attend the annual USWOA general meeting once every two years, must be able to attend all W.A.W.A. State Tournaments and must be able to conduct pairing official clinics as needed.

## **ARTICLE 8. EMERGENCY FUNDS FOR W.A.W.A. DIVISIONS**

- 8.1 Fund Requests: The division Directors may request additional funds above the budgeted funds when their use is vital to the program.
  - 8.1.1. Request Procedures: Requests must be made to the W.A.W.A. Chairman in writing or by phone. The Chairman shall in turn contact each Board member and submit the request to them. Each board member shall give their decision on the request and the W.A.W.A. Chairman shall then contact and inform the Director of the majority decision.
  - 8.1.2. Funds: If the Director is granted the funds, the W.A.W.A. Chairman shall contact the W.A.W.A. Treasurer who shall provide the funds to the Director.

- 8.1.3. Expenditures Statement: Directors receiving additional funds shall be required to give a statement of expenditures at the next meeting of the W.A.W.A.

## **ARTICLE 9. BOARD OF DIRECTORS**

- 9.1. Composition: The Board of Directors shall be composed of the following:
  - 9.1.1. The W.A.W.A. Chairman, Vice-Chairman, Secretary, Treasurer and Registration Chairman.
  - 9.1.2. The Directors of each division of the W.A.W.A.
    - 9.1.2.1. The official's division shall have two representatives on the Board of Directors, one shall represent the mat officials and the other the pairing officials.
  - 9.1.3. Two At Large members.
  - 9.1.4. Two Athlete Representatives.
  - 9.1.5 One State Coach.
- 9.2. Chairman of the Board: The W.A.W.A. Chairman shall serve as the Chairman of the Board of Directors.
- 9.3. At Large Members and Athlete Representatives: The two At Large members and the State Coach shall be elected biannually at the Kids State Tournament by a majority vote of all those chartered clubs present and voting. Each At Large member and State Coach must have reached his or her 18<sup>th</sup> birthday before taking office. One male and one female Athlete representative on the Board of Directors shall be elected annually at the Kids State Tournament by a majority vote of all those chartered clubs present and voting. Each Athlete representative must have reached his or her 18<sup>th</sup> birthday before taking office. The term of office of the board members in this section 9.3. shall commence September 1<sup>st</sup> of the year elected.
- 9.4. Tenure: The term of each board member other than the At Large Members, the State Coach and the Athlete Representative shall coincide with their term as an Officer or Director of the corporation.
- 9.5. Meetings. The Board of Directors shall meet upon the request of the W.A.W.A. State Chairman or upon the written request of not less than 25 % of the Board membership. Such meetings shall be held at the location and time specified in the notice of meeting and may be held upon 8 day's notice. The notice of meeting of the Board of Directors shall be sent to each Board member in writing by the W.A.W.A. Chairman by mail, fax or by other reliable electronic means, such as e-mail. If the W.A.W.A. Chairman has received a request to hold a meeting of the Board of Directors from two-thirds of the chartered clubs a meeting of the Board shall be held within 8 days after the request for such a meeting. In the absence of the Chairman, the Vice-Chairman shall act as the chairman of the meeting. If both the W.A.W.A. Chairman and Vice-Chairman are unable to attend the meeting the



W.A.W.A. Chairman shall designate one of the other Board of Directors to chair the meeting.

- 9.6. Quorum and Voting: A quorum of the Board of Directors shall consist of a majority of its members, but if less than a quorum is present at a meeting, those present may adjourn the meeting from time to time without further notice. Unless otherwise provided herein, all action to be taken by the board shall be by a majority vote of those present and voting, a quorum being present. No voting by proxy shall be permitted and each board member shall be entitled to one vote.
- 9.7. Vacancies: If a board member resigns or is otherwise unable to serve, his or her successor for the remainder of his or her term shall promptly be appointed by the W.A.W.A. Board of Directors.
- 9.8. Action in Writing or by Telecommunication: The Board of Directors may, in lieu of taking action at a meeting, act by written or reliable telecommunications means at any such meeting, a quorum still needed to take any action. Promptly after such a meeting, the Chairman of the Board shall notify each Board member of the actions taken, if any, by the Board.

#### **ARTICLE 10. POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

- 10.1. The Board of Directors shall be responsible for managing the affairs of the corporation and carrying out the objectives of the W.A.W.A. in accordance with these bylaws and as otherwise authorized by the laws of the State of Wyoming and the National Governing Body of Wrestling.
- 10.2. The Board of Directors shall be responsible for enforcing the rules and regulations of the National Governing Body for wrestling and the W.A.W.A.
- 10.3. The Board of Directors shall be empowered to purchase or otherwise acquire necessary equipment and dispose of or sell property not needed by the corporation. Expenditures shall be reported to the W.A.W.A. membership at the fall meeting.
- 10.4. The Board of Directors shall not unduly assume powers generally considered reserved to the chartered clubs of the W.A.W.A., but is authorized act in any situation or circumstance where time is of the essence and a call for a general meeting of the corporation would be impossible in the time allowed for a decision.

#### **ARTICLE 11. REMOVAL FROM OFFICE**

- 11.1. Vote on Removal: Any Officer, Director or Board member may be removed from office at anytime by the affirmative vote of two-thirds of all W.A.W.A. chartered clubs.
- 11.2. Petition: A petition signed by one-half of all W.A.W.A. chartered clubs requesting the removal of an Officer, Director or Board member must be sent to the W.A.W.A. Secretary before such a vote may be held.

- 11.3. Voting on the issue of removal from office shall be done at a W.A.W.A. meeting or by mail. If voting is done by mail, ballots shall be mailed to the designated representative of each chartered club by certified mail, return receipt requested, and the ballot must be returned to the W.A.W.A. secretary no later than 14 days from the date of receipt. Any ballot not returned within 14 days of receipt or 30 days after mailing shall be counted as a vote against removal. If the vote concerns the W.A.W.A. secretary, ballots shall be sent to the W.A.W.A. Chairman. The results shall be promptly sent to the person in question an Officer, Director or Board member who is removed from office shall be replaced in the manner for replacement of officers set out in these Bylaws to serve for the remainder of the term of the individual removed.

## **ARTICLE 12. COMMITTEES**

- 12.1. General: The corporation shall have three types of standing committees: Sport Committees, Administrative Committees and Operating Committees. Sport Committees shall, subject to policies established by the W.A.W.A. membership or the Board of Directors, be principally responsible for programs of competition for amateur wrestlers in the particular wrestling discipline in question. Administrative Committees shall be responsible for recommending to the W.A.W.A. membership or the Board, and thereafter for monitoring, the policies and procedures to be administered by the corporation for effective and efficient operation of its programs. The Operating Committees shall advise and assist the W.A.W.A. membership and the Board in implementing policies and procedures established by the W.A.W.A. membership or the Board that relate to the specific aspect of corporate affairs to which they are assigned by these Bylaws, the W.A.W.A. or the Board.
- 12.2. Composition: Unless otherwise determined by the W.A.W.A. membership or the Board of Directors, each standing committee shall consist of five members.
  - 12.2.1. Committee Members: The members of each committee and its chairman shall be named by the Board of Directors. Due regard to specific background and expertise of each member shall be taken into consideration before appointments are made. Any member, director or officer of the corporation can be named to a committee.
  - 12.2.2. Tenure: Terms of committees shall be one year or less.
- 12.3. Sport Committees: The sport committees shall initially consist of the Freestyle, Greco-Roman and Folkstyle Committee. There shall be such additional sport committees as may be determined by the W.A.W.A. membership or the Board of Directors. Each sport committee, subject to policies established by the Board or the W.A.W.A., shall make recommendations to the W.A.W.A. membership on the selection procedures to be used to determine national teams and coaches and shall recommend short and long-range goals for these teams and other programs as related to the overall development of their specific style of wrestling. The committee shall work directly with each division Director.
- 12.4. Operating Committees: The operating committees shall initially consist of the following committees, and shall have the responsibilities set forth below:

12.4.1. The Development Committee shall formulate a sport development plan and make contracts for acquisition of funds and recommend the allocation of these funds.

12.4.2. The International Relations Committee shall, subject to policies established by the National Governing Body for wrestling, schedule and arrange all international competition; coordinate the international competitive programs with each division Director; plan and manage all meetings involving international delegations.

12.4.3. The Committee on Club Organizations shall be responsible for liaison between the corporation and the clubs participating or seeking to participate in Kids, Junior, FILA Junior, Open, Cadet, Cultural Exchange, Officials and Girls programs of the corporation.

12.4.4. The Committee on Camps and Clinics shall be responsible for organizing and operating, on behalf of the corporation, training camps and technique clinics.

12.4.5. The Promotion Committee shall establish programs to increase exposure and improve wrestling's statewide image; develop media contracts and recommend to the W.A.W.A. membership policies related to television, radio and motion picture marketing rights of the corporation.

12.5. Administrative Committees: The administrative committees shall initially consist of the following committees and shall have the responsibilities set forth below:

12.5.1. The Merchandising Committee shall review and evaluate equipment and supplies for the sport of wrestling and make recommendations to the W.A.W.A. membership or the Board regarding purchases of such materials.

12.5.2. The Wrestlers Advisory Committee shall consist of active wrestlers interested in participating in the affairs of the corporation, and shall be responsible for making recommendations to the W.A.W.A. membership for improvements in the programs of the corporation from the point of view of active wrestlers.

12.5.3. The Legislative Committee shall consider and present in the proper form for action all proposed amendments to the Articles of Incorporation Bylaws and operating rules of the corporation.

12.6. Conflicts and other Duties: In the event of a claimed conflict in responsibilities between two or more committees of the corporation, the Board of Directors shall be responsible for determining the responsibilities of the particular committees in question.

### **ARTICLE 13. W.A.W.A. MEETINGS**

13.1. Number: Meetings of the corporation shall be held not less than two times during a fiscal year, on call by the W.A.W.A. State Chairman or at the request of a majority of the chartered clubs of the W.A.W.A.

13.2. First Meeting: The first General Meeting of the corporation each fiscal year must be held

before the third weekend in November and after the 1st of September.

- 13.3. Election Meeting: The meeting to elect new officers, Board members and Directors must be held during the Kids State Championships.
- 13.4. Notice: Meetings shall be held at such time and at such location as specified in the notice of meeting. Notice of meeting shall be sent to each Officer, Board member, Director, committee member and club in writing, by mail, fax or other reliable electronic means, such as e-mail at least 17 days prior to the meeting.
- 13.5. Quorum: A quorum shall consist of a majority of its clubs. All action to be taken care of by the voting clubs shall be by a majority vote of those present and voting, a quorum being present. No voting by proxy shall be permitted and each club shall be entitled to one vote.
- 13.6. Minutes: Minutes of each open meeting shall be sent to every officer, Board Member, director and chartered club within 21 days after the meeting. In addition, a financial report of the corporation shall be sent with minutes mentioned above.
- 13.7. Meeting Chairman: The W.A.W.A. State Chairman shall be the chairman of all open meetings of the corporation. In his absence the Vice Chairman shall act as the chairman of the meeting. If both the W.A.W.A. Chairman and Vice Chairman are unable to attend the meeting the W.A.W.A. Chairman shall designate one of the other Board of Directors to chair the meeting.

#### **ARTICLE 14. CHARTERED CLUBS**

- 14.1. The local organizations (herein called "chartered clubs") which are formed to foster the purposes and carry out the programs of the corporation and the National Governing Body for wrestling.
- 14.2. Any organization or group wishing to be recognized as a chartered club of this Association and become member of the corporation shall be required to pay the appropriate fees and submit to the corporation any documents it may request. The organization or group shall demonstrate the following to the satisfaction of the corporation: (1) agreement to abide by the Articles of Incorporation and Bylaws of this corporation and such other provisions as may be prescribed by the corporation through the Board of Directors.
- 14.3. Disputes: Any disputes with or among clubs may be resolved by the Board of Directors if requested to do so by the parties involved.

#### **ARTICLE 15. W.A.W.A. STATE WRESTLING TOURNAMENTS**

- 15.1. Hosts: The State Wrestling Tournaments in each of the competitive divisions of the corporation shall be hosted by the W.A.W.A. or such clubs which are designated at the fall meeting of the corporation.
- 15.2. Purpose: The State Tournaments mentioned above shall qualify members of the W.A.W.A.

for Regional and National competition in accordance with the rules and regulations set up by the National Governing Body for wrestling. Only those member wrestlers who are residents of the State of Wyoming are eligible to compete at the State Tournaments. The W.A.W.A. wrestlers who qualify and compete at Regional and/or National tournaments shall become eligible for financial assistance from the corporation to aid in travel to and from the tournament site.

- 15.3. **Entry Fees and Financial Report:** Entry fees shall be set at the amount determined by the W.A.W.A. members present during the annual fall meeting. Each State Tournament host must submit to the W.A.W.A. State Office a check for the amount of the aforementioned entry fees within ten (10) days following the conclusion of the tournament. 100% of entry fees shall be deposited into the W.A.W.A. State account. In addition, a complete financial statement must be submitted to the W.A.W.A. State Office within thirty (30) days following the conclusion of the tournament.
- 15.4. **Hosting Club Responsibility:** Any club hosting a State Tournament must follow the minimum guidelines established by the W.A.W.A. membership for hosting a State Tournament. The hosting club must also follow any provisions that are outlined in these Bylaws and the Bylaws of the division championships in question. Any club not following the guidelines or Bylaws of the W.A.W.A. or the specific division shall be prohibited from holding another State Tournament until allowed to do so by the membership.

## **ARTICLE 16. REVENUES**

- 16.1. **Deposits:** The Treasurer of the corporation shall deposit all moneys and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the W.A.W.A. membership or the Board of Directors.
- 16.2. **Collection:** Revenues shall be collected as follows:
  - 16.2.1. All club charters, and individual membership fees shall be sent by check to the W.A.W.A. Registration Chairman. The Registration Chairman shall then forward the W.A.W.A. revenues to the W.A.W.A. Treasurer.
  - 16.2.2. **Entry Fees:** Entry fees collected at the W.A.W.A. State Tournaments shall be forwarded to the W.A.W.A. Treasurer no later than ten (10) days after the State Tournament.
  - 16.2.3. **National Governing Body:** The National Governing Body for wrestling shall place into the State Account at the National Office a percent of the fees, if sent to it, for every individual membership card sold to Wyoming amateur wrestlers.
- 16.3. **Gifts and Donations:** Gifts and donations to the corporation shall be directly forwarded to the W.A.W.A. Treasurer.
- 16.4. **Revenue Accounts:** Each division of the corporation shall have its own account set up in the books of the W.A.W.A. Treasurer.

16.5. Uses: All revenues or income received by the corporation must be used for the growth and development of amateur wrestling or for the general welfare of the corporation as a whole. No income of the corporation may accrue to any individual member for use other than as provided in these by-laws. The corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three (3) hereof.

16.5.1. The corporation shall not attempt to influence legislation or participate in any political activities by uses of its funds or activities.

16.5.2. The corporation shall not carry on any activities not permitted by a corporation exempt from Federal Income Tax.

#### **ARTICLE 17. DISBURSEMENT OF FUNDS**

17.1. Authority to disburse: The W.A.W.A. Treasurer shall disburse the funds of the corporation as may be ordered by the W.A.W.A. membership, the Board of Directors or the W.A.W.A. Chairman.

17.2. Checks: All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by the officer or officers, agent or agents of the corporation and in such a manner as shall be determined from time to time by resolution of the W.A.W.A. or the Board of Directors.

#### **ARTICLE 18. CORPORATION OPERATING EXPENSES**

18.1. Reimbursement: Officers, Directors and Board members acting for the corporation shall be reimbursed or paid in advance for their expenses incurred for their participation in activities which benefit the corporation or for the expenses they incur for the corporation or for the expenses they incur for the proper and efficient operation of the corporation. Reimbursement shall be immediate and shall not require a vote of the W.A.W.A. membership. All Officers, Directors, and Board members shall forward to the Treasurer and the W.A.W.A. Chairman receipts and a financial statement of their expenditures.

18.2. Request Procedures: Expense money needed shall be requested from the W.A.W.A. Chairman who shall make the decision on the request. The Chairman shall then contact the W.A.W.A. Treasurer and have the Treasurer forward a check to the Officer, Director or Board member if the request is authorized.

#### **ARTICLE 19. INTERNAL GRIEVANCE COMMITTEE AND PROCEDURES**

**DELETED**

#### **ARTICLE 20. FISCAL YEAR**

20. 1. The fiscal year of the corporation shall begin on the first day of September of each year and end on the last day of August the next succeeding year.

## **ARTICLE 21. CONDUCT OF MEMBERSHIP**

21.1. General: All members, parents/guardians, officers, officials, directors and wrestlers are responsible for their conduct at all official functions of the W.A.W.A. or which are sanctioned by the W.A.W.A. and/or the National Governing Body for wrestling (hereinafter referred to as "function" in this article). Any conduct or action that is unlawful or which constitutes a criminal act under the laws or ordinances of the jurisdiction or jurisdictions in which any function is being held or which constitutes a violation of applicable Federal law, such as discrimination against a person in a protected class, is prohibited, including but not limited to:

- (1) Illegal use or possession of any controlled substance (drugs);
- (2) Illegal use or possession of any weapon, including firearms;
- (3) Illegal use or possession of alcohol;
- (4) Illegal destruction, defacement or damage to property;
- (5) Theft of any money or property; and
- (6) Assault and/or battery upon any person.

In addition, any act of dishonesty or deceit done by any member, parent, guardian, officer, official, director or wrestler for the purpose of personal benefit or gain for that person or for the benefit or gain of another member, parent, guardian, officer, official, director or wrestler is prohibited.

Any person whose conduct presents or has resulted in an immediate and/or imminent danger to any person attending or participating at any function, or whose conduct has resulted or will result in the defacement, damage or destruction of property, shall be subject to immediate removal from the function.

21.2. Complaint Process: Any member, including the W.A.W.A. state chairman, may file a written complaint with the W.A.W.A. alleging a violation of the Bylaws. Any complaint shall be signed under oath and shall allege with particularity the nature of the complaint and the claimed violation, stating concise language how, when and where the alleged violation occurred. Upon receipt of any such complaint, the W.A.W.A. shall provide the affected individual with written notice of the complaint and of the individual's right to a hearing on the matter.

21.2.1. Hearing Notice: The complainant and the affected individual shall be notified of the time and place of the hearing, their right to appear personally and with an attorney, and their right to present evidence and argument relating to the complaint.

21.2.2. Hearing Board and Quorum: The Board of Directors shall act as the Hearing Board on all complaints or may appoint a hearing officer to hear the matter, who shall make a recommended decision to the Board. Sixty percent (60%) of the Board of Directors in attendance shall constitute a quorum. The hearing shall be informal, with all parties being given reasonable opportunity to present oral or written testimony, to examine the pertinent evidence and to present arguments. Following the close of the hearing, the Board of Directors shall render a written decision, citing principal grounds therefore, and a copy

shall be provided to all parties. The Board of Directors may take any action deemed appropriate based upon the evidence presented at the hearing, including but limited to placing the accused member on probation, suspending the member's membership in the W.A.W.A. for a specified time period or permanently banning a member from membership in the W.A.W.A.

- 21.3. Appeal: The Board of Director's determination or the decision of the hearing officer as approved or modified by the Board shall be final and there shall be no right of appeal.

In accordance with any affiliation agreement it has with the National Governing Body for wrestling, the W.A.W.A. shall, subject to the exhaustion of any internal remedies set forth in the Constitution and Bylaws, submit disputes to binding arbitration conducted in accordance with the said agreement and as set forth in the Amateur Sports Act of 1978, 36 U.S.C. §371 et. seq., as the same may apply as a result of any such agreement.

## **ARTICLE 22. RULES OF ORDER**

- 22.1. The rules contained in the current edition of Roberts Rules of Order newly revised shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the corporation may adopt. In no case shall the rules of the corporation conflict with the Articles of Incorporation.

## **ARTICLE 23. AMENDMENTS TO THE ARTICLES OR BYLAWS**

- 23.1. Notice and Voting: The Articles of Incorporation or Bylaws may be amended at the fall meeting of the corporation, starting with the first reading to the aforementioned documents at the 1985 fall meeting and there after at any of the fall meetings of the corporation. An affirmative vote of two-thirds of all chartered wrestling clubs present and voting shall be required to amend any portion of the Articles of Incorporation or the Bylaws, a Quorum being present. The W.A.W.A. Chairman shall mail, fax or by other reliable electronic means, such as e-mail a copy of the amendment to all chartered clubs, officers, Board members and directors.
- 23.2 The Constitution and Bylaws shall, in no way, conflict with the Articles of Incorporation of the Wyoming Amateur Wrestling Association (non-profit corporation).

Dated is \_\_\_\_\_ day of November, 2011.

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Chairman