

Blaine Wrestling Association Bylaws

Article I – NAME & CORPORATION

The registered name of the corporation shall be the “Blaine Wrestling Association”, but it will do business as the “Blaine Wrestling Takedown Club”, or referred to from hereinafter as, “The Club”. The corporation is organized and, in accordance with its Articles of Incorporation, shall be operated exclusively for charitable and educational purposes as permitted by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article II – MISSION AND OBJECTIVE

2.1 Mission

The Club is organized and shall be operated primarily to: engage in, advance, support, and promote the sport of wrestling to students attending, but not limited to; Blaine High School, feeder middle and elementary schools, and youth programs or clubs sponsored by Blaine Wrestling Association or Blaine High School, collectively “The Program”, within the Blaine High School boundaries. The Club may support other sports if approved by board and necessary to maintain 501(c)(3) status. The Club also exists to organize members, parents and interested parties for the purpose of supporting The Program.

2.2 Objective

The Club, may provide the following support to the parents, wrestlers, or designated coaches of The Program:

- a) Resources, both human or financial in support of activities,
- b) Promote, recognize or support wrestlers academic, athletic goals or accomplishments,
- c) Support between wrestlers, parents, or staff that encourages community participation in an atmosphere of mutual cooperation, support, and respect,
- d) Activities of The Club shall operate in accordance with any athletic league in which The Program participates.

Article III – OFFICE ADDRESS AND MAILING ADDRESS

The official address of the corporation shall be 12555 University Ave, Blaine, MN, 55434. The official address is also the address of Blaine High School so the corporation will also have a separate mailing address, which is: P.O. Box 490891, Blaine, MN 55494. The P.O. Box will be managed and maintained by the current secretary, treasurer or president of The Club, or their designee(s).

Article IV – MEMBERSHIP AND DUES

The Club's membership is derived from: the parents or legal guardians of any wrestler or manager in The Program, coaches hired by The Club (youth director; youth head coach; freestyle coach), alumni of The Program, and wrestling coaches employed by District 11 or Community Education to coach Roosevelt, Northdale Middle Schools, or Blaine High School, including assistants or volunteer coaches.

4.1 Membership and voting Rights

- a) Members of The Club shall have the right to attend meetings, vote, and hold office if elected and lead or work on standing committees. The Club's voting members may include any the aforementioned individuals comprising The Club's members, but will generally not include any current wrestlers, or managers, in The Program or coaches paid by The Club unless one of the aforementioned individuals in an active board member.

4.2 Membership Fees

Dues, if any, shall be determined by the Board of directors and presently there are no membership dues.

4.3 Conduct

All membership shall be subject to the terms and provisions prescribed by these bylaws.

- a) Volunteering for specific activities will be expected from all members.
- b) Members of The Club are expected to act in accordance with generally accepted standards of conduct including but not limited to professional conduct at all events attended or sponsored by The Program. Our members are expected to act as models of professional behavior for the wrestler participating in The Program. Members will conduct themselves as "good sports" at all activities.
- c) Suspension: Gross behavioral misconduct by a member may result in a one year suspension withholding participation. Violations of any provision of the bylaws shall subject such member

to be expelled from The Club. Gross conduct violations can result in immediate suspension by The Club's president (or their designee in the president's absence). This suspension must be confirmed by a majority vote, of the board of directors.

d) Expulsion: Expulsion of membership is reserved for egregious conduct of a member.

Requests for expulsions can be initiated by any member. Such requests will be initiated by a written letter to be received by the president, or their designee, no less than 10 days prior to a regularly scheduled meeting. The expulsion must be confirmed by a majority vote of the board of directors. Expulsion is defined by permanent removal of the individual(s) from The Club's membership.

Article IV – GOVERNANCE

4.4 Elected Officers

- a) Will govern and supervise the materials and affairs of The Club,
- b) Will serve as The Club's board of directors,
- c) May adopt such rules or regulations for the conduct of the meetings or the supervision of the organization as proposed or with the consent of the membership,
- d) Shall be authorized to name any standing committee or special committee as they judge necessary,
- e) Will determine the schedule of meetings, both general and board; along with the assembling of any special meetings,
- f) Upon election, immediately work with former officer to transfer duties and continue in office until term expires and then, (i) they are re-elected, or (ii) successors have been elected and duties transferred.

4.5 Elected Officers Duties

- a) The president shall:
 - Be The Club's chief executive officer and chairman of the board of directors,
 - Determine meeting topics, create agenda, attend, preside over and facilitate meetings,
 - Champion new projects or initiatives as approved by The Club,

- Oversee and present to board the results of any audit of The Club's finances.

b) The president-elect shall:

- Assist the president in the matters of the president's office,
- In the absence of the president or in the president's inability to serve, preside over meetings and perform all duties otherwise performed by the president or in accordance with the bylaws,
- Oversee all standing committee chairs; the activity of those committees and chair the Nomination Committee, if one is used.

c) The immediate past president shall:

- Act in advisory and mentoring capacity to the current president and president-elect and provide historical perspective on issues as they arise,
- Attend all meetings and, in the absence of the president or president-elect, they will chair board, or The Club's meetings,
- Complete other duties as requested by the president, or their designee

e) The secretary shall:

- Take meeting minutes, submit to board at next meeting for approval and post approved minutes on "Booster Club" page of Blaine wrestling website,
- Conduct the general correspondence of The Club and manage the P.O. Box,
- Keep a record of the proceedings of the membership of The Club, if tracked,
- Keep a roster of the membership and committees of The Club and post to Booster Club webpage,
- Keep a record of The Club's assets and their location(s) and post to secure section of Booster Club webpage,
- Maintain or preserve The Club's original books and records, including the Articles of Incorporation, bylaws, Certificate of Incorporation, state or federal filings or other important documents, as deemed by the board. Documents will also be scanned and archived on the secure section of the Blaine wrestling website,
- Organizing the balloting and presenting the results to the board of directors.

- Turn over all files, records and other general correspondence to successor immediately following the election and installation of a new secretary.
- f) The treasurer shall:
- Maintain The Club's checking or other savings accounts,
 - Keep a detailed record of all income, expenditures and shall prepare annual budget and financial reports to review and/or approve at regularly scheduled board or annual business meeting,
 - Prepare monthly financial reports or file to make publically available as required to maintain state and federal charitable or tax-exempt status,
 - Turn over financial statements and other financial records to successor immediately following the election and installation of a new treasurer,
 - Maintain, monitor or recommend changes to the financial Monetary Practices previously approved by the board of directors,
 - Prepare for and respond to any audits on finances,
 - Complete ongoing filings or fee payments as required, by the state of federal government to maintain charitable and tax-exempt status.

Article V - MEETINGS

5.1 Regular Meetings and Annual Business Meeting

Meetings of The Club will be held in conjunction with the requirements as written for 501(c)(3) organizations with exact dates determined by the board of directors.

- a) An annual business meeting will generally be held in Q1 or Q2 of each year to: (i) review the annual financial report; (ii) review and approve next year's budget; (iii) call for officer nominations, or (iv) elect officers.

5.2 Special Meetings

Special meetings may be called by the president, executive board (if applicable), or by petition filed with the president or a member of the executive board if signed by at least 10 other members of The Club's membership. The petition shall state the nature of the business to be conducted at the special meeting.

5.3 Meeting Protocol

Business of The Club may be conducted at any meeting subject to the following:

- a) The motion is made at a regular scheduled meeting and voted on at either the same or the next regular scheduled meeting,
- b) Quorum shall be set if more than half of the board members are present and the meeting will be called to order to vote or conduct business,
- c) The procedures of the meetings will generally follow Robert's Rules of Order,
- d) The length of individual presentations during meetings can be limited by the president or president-elect at any time during a meeting.

Article VI - VOTING BOARD, TERMS, NOMINATIONS, ELECTIONS AND APPOINTMENTS

6.1 Voting Board

The voting board of directors shall consist of the officers described in Section 4.5, as well as three grade specific board members to form the board's voting members. Each of the three grade specific positions will be represented by one member from the youth program (PreK-5th), one member from the middle school program (6th-8th grade) and one member from the high school program (9th – 12th grade). The three school representatives shall:

- Be voice of their chosen program at The Club's meetings and provide updates regarding their program and its results, issues, needs or support,
- Help gather, maintain and update information about athletes in their specific program in the Blaine wrestling "Pipeline" maintained on the wrestling website
- Assist in other activities as requested or required by the president or the Bylaws

6.2 Board Member Terms

All board members, excluding the president and the president-elect, shall be elected to one-year terms which begin immediately upon election and continues until they are re-elected or their successors have been transitioned duties. The president will generally be a four year team with one year as president-elect, two years as president, and one year as immediate past-president. However the president's term could be five years if they serve two as president-elect or three years if only one year is served as president. If the current president served two years as the president-elect, they will have the option of

serving only one year as president and the second year will automatically be filled by the president-elect. The president may seek nomination for the president-elect after term as immediate past president ends. The president may seek an additional term if the position would be otherwise unfilled for the upcoming year. Should a school representative board member be a parent of a wrestler moving from youth to middle school, or middle school to high school, that board member may run for election as that school's representative even if currently filled. However, if no nominee's are confirmed as a replacement for existing rep, the school representative board member seeking to move may be asked by the board to re-run or remain in their prior position.

6.3 Nominations

Nominations for officers and board members will generally be made at The Club's annual business meeting; typically in March. A nomination committee may be appointed, but whether or not such a committee is used, nominations shall be permitted from the floor at the annual business meeting. Once made, nominations are published and open for member review and comment prior to elections. All regular elections will generally be conducted no later than the April board meeting. Grade specific board members may represent their respective group (youth, middle school, or high school) for the season following their nomination. Example: Parent of a current 5th grade child may only be nominated for the middle school at-large seat for the following season.

6.4 Elections

Officers may be elected by a show of hands of those in attendance at the meeting, by secret ballot vote, by email ballot vote, absentee ballot vote or by other methods if approved by the board. Balloting shall be conducted so as to afford all members an opportunity to vote. Advance notice of officer nominations and elections shall be communicated to the general membership prior to holding the elections. The secretary shall be responsible for organizing the balloting and presenting the results to the board.

6.5 Vacancies

Vacancies in office may be filled for the remainder of an unexpired term by an appointee of the president. In the event of a vacancy in the office of president, the president-elect shall become president and a new president-elect may be elected. Vacancies may be filled at any time and outside of the normal timeline for electing officers.

Article VII – DISTRIBUTION OF FUNDS AND ASSETS

7.1 Distribution of Funds

Distribution and use of funds will be determined by the annual budgeting process and in accordance with the financial Monetary Practices previously adopted by The Club.

7.2 Tax-Exempt 501(c)(3) Status

Upon such time as the club receives its charitable and tax-exempt status from the IRS, it will thereafter operate exclusively as a non-profit in accordance with applicable sections of the Internal Revenue Code 501(c)(3), or the corresponding section of any future federal tax code.

7.3 Disposition of Assets

Upon dissolution of the corporation, the assets of the corporation will be disposed of in accordance with the applicable laws within the state of Minnesota.

Article VIII – DUTIES OF COMMITTEES

8.1 Committee Meetings

It shall be the duty of each committee chairperson to coordinate the activities of his/her committee with The Program; other committees and may be asked to provide ongoing status reports at the regular meetings or as requested by the president.

8.2 Nominations Committees.

For officer and board elections, The Club may seek to establish a nominations committee to review candidates and determine final selection(s) for member vote. This committee shall generally be chaired by the president-elect or their designee for the next election cycle. This committee shall be appointed by the board of directors.

Article IX – CORPORATION FISCAL YEAR

The fiscal year of The Club is from 9/1 – 8/31, but may be changed if ratified by the board of directors.

Article X – FINANCIAL AUDIT

10.1 Financial Audit

If requested by the board of directors, an audit of the prior year's budget expenses and income may be performed. If requested, the board of directors will select an "audit team" to review the prior year's

information and report on the results of the audit to the board of directors at the next board meeting.

Once reviewed by the board, the results will then be available to the general membership.

Article XI – CHANGES TO BYLAWS

A. Changes to bylaws may be considered by the board of directors at any time, but the changes need to be: (i) recommended in a regular meeting, (ii) shared with the general membership with reasonable comment period, (iii) reviewed and approved by the board in regular meeting following comment review or subsequent discussion in meeting. Changes to bylaws will be tracked by entering a “revised” date, on bylaw document, under the date of original adoption.

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