**Oregon Wrestling Association Bylaws**

Introduction: The Oregon Wrestling Association, Inc. (hereafter referred to as OWA) is a non-profit organization affiliated with USA Wrestling. USA Wrestling is the National Governing Body for Olympic wrestling in the United States. As such, the Oregon Wrestling Association is considered the state affiliated program for grass roots support of the Olympic wrestling movement. The Oregon Wrestling Association is charged with developing the sport of wrestling in the state of Oregon. These Bylaws govern the organization. Changes to the Bylaws require a vote by the General Membership.

SECTION 1: USA WRESTLING-OWA BYLAWS

Preamble

The Oregon Wrestling Association, Inc. is an Oregon corporation. It is a non-profit 501(c)3. All members, directors, and volunteers freely give of their time and talents in the pursuit of promoting the sport of Amateur Wrestling. All monies collected by this corporation shall go toward the good of Amateur Wrestling. Members, directors, and volunteers will only be reimbursed for reasonable and customary expenses pertaining to travel, room, board, telephone, postage, etc. Any payroll expenses by employees of the corporation will be approved by the Board of Directors.

ARTICLE ONE

Name

Section 1. This organization is the affiliate of the national governing body of amateur wrestling in the United States of America, USA Wrestling.

Section 2. The name of this organization shall be the Oregon Wrestling Association, Inc.

ARTICLE TWO

PURPOSE

Section 1. To promote the sport of amateur wrestling by providing the opportunity for all wrestling enthusiasts in Oregon to compete, coach, officiate, and/or volunteer in said sport.

Section 2. To supervise, sponsor and financially assist a disciplined and competitive program of local, national, and international wrestling.

Section 3. To develop in the youth members, the ideals of good sportsmanship, honesty, and respect for authority.

Section 4. To stress the concept of parents and youth working and playing together in all wrestling activities so that the family will be strengthened in the process.

Section 5. To establish an effective means of communication for the transmission of useful ideas whereby coaches and athletes will be informed of the latest developments and techniques in wrestling.

ARTICLE THREE
Membership

Section 1. Membership: Every full-time living resident of the State of Oregon who holds any type of current year membership of USA Wrestling, in any of its divisions, will be considered a member of the Oregon Wrestling Association.

Section 2. Classification of membership in Oregon Wrestling Association shall be:

1. COMPETITORS: Including all competitive athletes of all ages with a current USA Wrestling Athlete card.
2. CERTIFIED COACHES: Includes all coaches who holds a current Wrestling Leadership membership.
3. CERTIFIED OFFICIALS: Includes those that hold a current Wrestling Leader membership.

Section 3.  General Members Meeting. The current president (or his/her designee from the Board of Directors) will oversee an annual General Members Meeting. A meeting of the General Members of the corporation shall be held annually, notice of which will be included in the yearly wrestling schedule and via email for those who list their current email with the Executive Director.

The following agenda items must take place at each General Members Meeting:

1. A welcome and call to order.
2. An attendance roll will be taken at check in.
3. Division reports discussing past and upcoming events, activity about their division, updates about their division, etc.
4. Elections for open seats on the board will take place.
5. Votes on changes to the Bylaws will take place.
6. An annual financial report will be given.
7. General announcements will be made.
8. Agenda items that the membership would like the Board of Directors to address will be noted.

Section 4. Voting by Members. Each member of the Executive Board will have one vote. Each club will have one vote per club; the club must be in good standing and have no outstanding balances due to the Oregon Wrestling Association. No person shall have two votes, make sure to bring someone to represent each organization separately. In other words, one person may only vote once.

Section 5. Election of Directors.  At the annual General Members Meeting, a person shall be nominated and must be seconded by a separate person from another club or organization for open seats on the Board of Directors. The Chairman, or managing designee of this meeting, shall take all nominations and then close nominations. The nominees receiving the most votes will take those available seats. In case of a tie on the last seat open, a second vote will be taken with the entire voting membership with just those members who were tied for that seat. If a tie persists, the Board of Directors and the Executive Director (making an odd number) will vote privately and name the open seat, choosing only one of the two nominees. The General Membership will be notified of the new board members before the meeting is closed. The board may recuse themselves for a tie breaking vote during the meeting or may take written silent votes according to the Chairman or designee. Election to the Board of Directors is limited to members of USA Wrestling. If not, they must become a member within 1 month of being elected or they will automatically lose their position. All nominees should be present at the time of nomination and agree to the nomination verbally. If they cannot be present, they must have given consent prior to their nomination to someone present on the board.

Section 6. It will be mandatory that a club representative must be present at the annual members’ meeting to host a tournament in the upcoming season.

Section 7. Definition of a Board of Director. Directors can be nominated and elected as individuals only.

ARTICLE FOUR

Board of Directors

Section 1. Identity. This corporation shall operate and be controlled through a Board of Directors. Each member of the Board of Directors must be elected by the General Membership. The Board of Directors can hire personnel and professional services, and generally manage all affairs of the corporation.

Section 2. 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 Bylaws, and all applicable law.

Section 3. Size. The Board of Directors shall consist of ten (10) positions. Each position is a two (2) year term, being re-elected indefinitely.

Section 4. Board of Directors:

1. Chairman: (Voted in on the even years) The Chairman of the Board of Directors. Establishes meetings and agendas for the board, shall preside over all meetings of the Board of Directors, and shall see that all orders and resolutions of the Board of Directors are carried into effect. The Chairman or Executive Director shall give or cause to be given notice of all meetings of the Board of Directors. Chairman shall also have other such powers and perform other such duties as the Board of Directors may prescribe from time to time, such as being responsible to oversee all other positions, establish tournament schedule, act as liaison between state and national office and distribute pertinent information to General Members and elected officials, sign checks and produces the general information booklet. The Chairman should attend all Oregon state championships, annual USA Wrestling Summit in Colorado Springs, national meetings at Junior/Cadet National Championships (Fargo) and the director’s meeting at the Kids Western Regional Championships. In the absence of the state director, a designee needs to attend these meetings. The Chairman should lead the efforts to unify the different wrestling entities, including regions, styles, and age divisions. This position does not have subcommittee members. They must attend all OWA zoom and in-person meetings.
2. National Team (Fargo) Director: (Voted in on the odd years) The National Team Director will work with the Executive Director to select coaches, build teams, host qualifiers, communicate with parents, attend training camps, help make travel arrangement, etc. for our Oregon national team participating in the USA Wrestling Freestyle and Greco Nationals event in July. This person will be required to attend and work at our state Freestyle and Greco Roman State Championships. They will have four (4) subcommittee members; two voted in on the odd years and two voted in on the even years. Must attend all OWA zoom and in-person meetings.
3. Duals Director (16U & Juniors): (Voted in on the even years) The National Duals Director will work with the Executive Director to select coaches, build teams, host qualifiers, communicate with parents, attend training camps, etc. for our National Duals events. Such as 16U National Duals, JR National Duals and Turf Wars. This person will be required to attend and work at our state Freestyle and Greco Roman State Championships. They will have four (4) subcommittee members; two voted in on the odd years and two voted in on the even years. Must attend all OWA zoom and in-person meetings.
4. Mat Officials Director (Olympic Styles): (Voted in on the odd years) The Mat Officials Director must keep up to date on rule changes and communicate these to the public clubs and coaches. They must provide training opportunities to train our officials on how to officiate the Olympic styles of wrestling. This person will be required to attend our state Freestyle and Greco Roman State Championships as the head official. They will need to provide and train all officials for the tournament and make sure these officials are SafeSport certified. This position will not have subcommittee members. They must attend all OWA zoom and in-person meetings.
5. Pairings Director: (Voted in on the odd years) The Pairings Director must keep up to date on all rule changes to help communicate these to the public, clubs, and coaches. They also will need to be current on how to use and operate Trackwrestling/Flo with all technology/equipment. They must provide training opportunities to individuals on how to establish tournaments, working mat side, setting up and the running of the technical side of an event. Also, they need to work with tournaments to locate people to run Trackwrestling/Flo for their tournaments if they are not able to attend. This position will not have subcommittee members. Must attend all OWA zoom and in-person meetings.
6. Women’s Director: (Voted in on the even years) The Women’s Director will work with the Executive Director to select coaches, build teams, host qualifiers, communicate with parents, provide and attend training camps, etc. for national events; Heartland Dual, 16U National Duals, JR National Duals, Turf Wars and USA Wrestling Nationals in Fargo, ND. This person will be required to attend and work at our state Folkstyle, Freestyle and Greco Roman State Finals. They will have an Assistant Director and three (3) subcommittee members; two voted in on the odd years and one (1) voted in on the even years. The Director must attend all OWA zoom and in-person meetings.
	1. Assistant Director: This person will be voted on in the odd years. They will work with the Director to help establish 8U – 14U dual teams for Heartland Duals and Turf Wars. The Assistant Director must also attend and work at all state championships.
7. Kids Director: (Voted in on the even years) The Kids Director to work with the Executive Director to help select coaches, build teams, host qualifiers, communicate with parents, provide and attend training camps, etc. for our national events; Heartland Duals, 14U National Duals, and Turf Wars. This person will be required to attend and work at our state Folkstyle, Freestyle and Greco Roman State Championships. They will have six (6) subcommittee members; three voted in on the odd years and three voted in on the even years. These committee members must also attend and work at all State Championships. The director must attend all OWA zoom and in-person meetings.
8. Beach Director: (Voted in on the odd years) The Beach Director must keep up to date on all rule changes to help communicate this to the public, clubs, and coaches. This person must host our annual Beach Wrestling State Finals. They will have 1 (one) subcommittee member voted in on the even years to help with hosting the state finals. They must attend all OWA in person and zoom meetings.
9. Cultural Exchange Director: (Voted in on the even years) The Cultural Exchange Director will work with the Executive Director to select coaches, build teams, host qualifiers, communicate with parents, attend training camps, help make travel arrangement, etc. for our Oregon National Team participating in the annual out of the country tournaments. This position will not have subcommittee members. They must attend all OWA in person and zoom meetings.
10. Seniors Director: (Voted in on the odd years) The Senior Director shall provide opportunities for the senior level athletes. Host training camps and a tournament for our Oregon athletes. Also help promote out-of-state events for our athletes to travel and attend such as the USA Open in Las Vegas, NV. This position will not have subcommittee members. They must attend all OWA in person and zoom meetings.

Section 5. Board Meetings. Board meetings will be held at least three times a year (including the annual General Members meetings). Special meetings of the Board of Directors may be called by or at the request of its State Chairman or Executive Director. 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 Bylaws.

Section 6. Notice of Meetings. A 10-day notice of board meetings must be given to all board members by written notice, meeting minutes, an RSVP e-mail, in-person, by live telephone conversation, or if the board member was in a board meeting while planning was taking place. Verbal and in-person notification must be verifiable by another person. The notice shall cite the time, place, and in the case of a special meeting, the purpose of the meeting.

Section 7. Quorum and Voting. A majority of the board members (7 of 10 members) must be present to 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 without further notice.

Section 8. Removal and Vacancies. Any Board of Directors elected or appointed by the Board of Directors or the General Membership may be removed by a majority vote of the Board of Directors, provided that proposed consideration of such removal is included in the written notice of meeting of the Board given in accordance with Article Four, Section 6 herein, and the officer or committee member in question is given a copy of such notice ten (10) days in advance of such meeting, and is afforded an opportunity to be heard on the question. The Board of Directors may fill any vacancy in any office of the corporation. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting.

Board members automatically lose their position as board members upon

1)    when their term is complete and not voted back in

2)    if that person misses 34% of board meetings in one year.

3)    if the person is convicted of a felony or is under disciplinary action with the state, SafeSport or OSAA.

The Board of Directors may choose at their discretion to appoint any person of their choosing with current membership to fill a vacancy on the board. If they (the board) do so, the newly appointed person will enter the board position with the same amount of time left on his/her term as the person he/she is replacing.

Section 9. Conflict of Interest. Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

ARTICLE FIVE

Officers

Section 1. Officers. The Board of Directors will elect the following three positions: President, Treasurer and Executive Director. These positions are known as officers of the corporation. This group comprises the Executive Committee and is empowered to hire, fire, discipline and oversees all financial management of the corporation. The Executive Committee oversees assuring the Bylaws are upheld, that all meetings are held and conducted appropriately. One person may hold more than one position but not more than one as an officer. An officer may also serve as a committee chair.

Officers are elected during the Executive Board meeting before the Annual General Members Meeting. The Executive Director or the current President will call for nominations and seconds. The President will close nominations and have discussion with the board before calling for a vote. In cases where there is only one nomination for a position, a verbal vote may be taken. In situations where more than one person has been duly nominated, a written vote will be taken by the Executive Director. The votes will be tallied and recorded, but individual votes will remain confidential.

The President holds a two-year term of office with a possibility of being re-elected indefinitely. The Chairman will automatically become the President if a President is not re-elected, or if they choose to step down at any time or after his/her two-year term. The treasurer has a two-year term as officer with an indefinite number of re-elections available. All elections and re-elections are decided by a majority vote of the board members present in a proper board meeting.

Section 2. Terms of Directorship. If a director is elected to an office on the Board of Directors, there is no time limit on how long that person holds the position of director.

Section 3. Duties and Responsibilities of Officers.

1. President: The President will work with the Treasurer and Executive Director and shall have general management of the business of the corporation. They must attend all OWA in person and zoom meetings.
2. Treasurer: The Treasurer shall have custody of all financial documents and records of the corporation. The Treasurer has the care and custody of the funds and shall disburse such funds as may be ordered from time to time by the Board of Directors. The Treasurer can countersign checks and is responsible for the deposit of the collected funds into the proper account. The Treasurer shall keep a full and accurate account of all receipts and disbursements in the books belonging to the corporation, shall have care of the checkbook, reconcile it monthly, and keep the Board of Directors informed of financial status of the said corporation with a financial report at the beginning of each board and General Members meetings. The Treasurer shall inform the President and Chairman of any significant transactions and send a summary of financial statements to the Executive Committee.  The Treasurer shall arrange for a partial audit at least every other year and work with the accountant on filing annual tax filings. This position will receive a small compensation. They must attend all OWA in person and zoom meetings.
3. Executive Director: The Executive Director is a paid full-time position with benefits. Their responsibilities will be hosting all our OWA Folkstyle, Freestyle and Greco Roman State Championships, updating and maintaining all social media platforms, working with the other directors with coordinating our national teams, building our membership numbers, all administrative duties with working with our state clubs, and raising money for the OWA through grants and donations. This position is not a voted in position; must go through a hiring process with a panel of peers selected by the OWA Chairman. They must attend all OWA in person and zoom meetings.

Section 3. Removal and Vacancies. Please see Article Four, Section 9.

ARTICLE SIX

Contracts, Loans, Checks and Deposits

Section 1. Contracts. The Board of Directors may enter 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 constant 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 resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. 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 such Officer or Board of Directors.

Section 4. Deposits. All funds of the corporation not otherwise employed for its purpose shall be deposited from time to time in a timely manner to the credit of the corporation in such banks, trust companies or other depositories.

Section 5. The following divisions will be allowed to open and hold an OWA account for their division. These divisions are Chairman, National Teams Director, Duals Director, Officials Director, Parings Director, Women’s Director, Beach Director, Treasurer and the Executive Director. Duplicate statements must be sent from each bank account to the treasurer for audit purposes.

Each account may be used a little differently. The primary rule with your account is that it is only used for OWA expenses. Your account is not to be used for OSAA events, school events or for personal use.

Examples:

1. Traveling expenses to USA Wrestling or OWA events when you are attending to represent your division.

2. Paying for traveling expenses for additional representatives (coaches, staff, etc.) attending events as representatives of the OWA for your division.

3. Purchasing merchandise/gear for your coaches and staff for your division.

4. Purchasing additional supplies for your division (computers, items for tournaments, etc.).

5. Mileage reimbursement to and from USA Wrestling or OWA events for your division.

6. Some of you may use your personal cell phone to conduct OWA business. Your account can be used to offset some or all the expenses for your phone.

7. Educational expenses (travel, classes, etc.)

You must return the annual income and expense report to our OWA Treasurer in a timely manner for he/she to submit to our accountant. Keep all copies of your report and receipts for three (3) years and bank statements for seven (7) years for audit purposes.

Any division that does not have authorization to hold an account can submit receipts to the Executive Director to be reimbursed.

ARTICLE SEVEN

Hosting a tournament

Section 1. No club may host a tournament within 50 miles of another tournament without the exception of the Chairman or Executive Director.

Section 2. The tournament schedule will be discussed and planned at the annual Members Meeting. Club tournament dates are grandfathered based on the previous years’ date. No tournament may take the date of another tournament within 50 miles.

Section 3. It is mandatory that a club representative attend the annual Members Meeting to host a tournament.

Section 4. After hosting a tournament each club needs to send in their per-entry-per-person within 90 days of the tournament, a late fee will be added if past 90 days. Payments are to be made payable to the OWA and mailed to our treasurer. If a club does not pay this, then they will not be eligible to host a tournament until they do.

ARTICLE EIGHT

Miscellaneous

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

Section 2. Amendments. These Bylaws may be amended by a two-thirds (2/3) vote of the General Membership in attendance at any properly advertised General Members Meeting. Notice of the meeting and of the proposed amendment shall be given in accordance with Article Four, Section 6 herein.