### **BY-LAWS** OF

# Massachusetts Wrestling Association, Inc. (MWA) (A Non-profit Corporation)

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#### BY-LAWS OF

# Massachusetts Wrestling Association, Inc. (MWA)

(A Non-profit Corporation)

## **Article 1. Name, Office and Affiliation**

#### Name

The name of this corporation is the Massachusetts Wrestling Association, Inc., and it is formed exclusively for charitable and educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code. In addition to the formal name and its acronym, the Corporation may conduct its affairs under such names, symbols and images as may be approved by its Board of Directors, including without limitation MWA and USA Wrestling - Massachusetts.

#### Office

The principal office of the Corporation shall be located in the city/town of residence of the current State Chairperson, or such other Massachusetts city as the State Chairman shall designate. The Corporation may also have such offices at such other places within or without the Commonwealth of Massachusetts as the Executive Board may from time to time determine.

The Corporation shall appoint and continuously maintain, at an address within the Commonwealth of Massachusetts, a resident agent upon whom service of process may be made.

#### **Affiliation**

The Massachusetts Wrestling Association shall operate under the guidance, auspices, and in accordance with the By-Laws of the United States of America Wrestling Association (USA Wrestling) and shall conduct its business and activities in such a manner that it may be considered a charter Member of that body, including benefits entitled to and responsibilities liable for.

# **Article 2. Definitions**

MWA.: Massachusetts Wrestling Association, Inc.

<u>MWA Chartered Club</u>: A wrestling club whose principal office is within the Commonwealth of Massachusetts and is chartered by USA Wrestling.

Supermajority: Seventy-five (75%) percent or greater.

Membership Meeting: Any duly called meeting of the Members, whether it be an annual meeting or special meeting.

<u>Executive Board</u>: The nine (9) Members elected by the Voting Members. Unless expressly stated otherwise, any reference to the "Board" herein shall mean and intend the Executive

Board of the MWA.

<u>Division Directors</u>: Volunteer positions appointed by the Executive Board.

<u>Board of Directors</u>: The combined Executive Board (voting) and Division Directors (non-voting).

Officers: The Executive Board positions of Chairperson, Vice-Chairperson, Treasurer and Clerk.

## **Article 3. Meetings**

### **Manner of Meetings/Alternative Form of Meetings**

Meetings of the Membership, the Executive Board or any special committee of MWA may be held in a physical location or, may be held electronically, but only so long as (1) sufficient notice and instructions are provided to allow access to the meeting by all those qualified to attend such meetings.

#### **Procedure**

Except for compliance with the Articles of Organization and these Bylaws, although basic parliamentary formality and orderly proceedings are anticipated there shall be no fixed parliamentary procedure required at any meeting except as expressly set forth herein.

## **Article 4. Membership**

#### **Members**

All MWA Board Members and USAW members who are residents of the Commonwealth of Massachusetts.

#### **Voting Members**

All Members of the Executive Board and one representative from each MWA Chartered Club with at least five (5) individual Athlete Members shall have one vote during regular meetings. No individual shall hold or exercise the right to more than one vote. If a designated representative from a MWA Chartered Club is elected to the Executive Board, the MWA Chartered Club shall designate another representative to vote on behalf of the MWA Chartered Club. Voting Members must be represented by a resident of the Commonwealth of Massachusetts.

## **Suspension and Expulsion of Members**

Any Member may be suspended by unanimous vote of the Executive Board. A suspended Member may appeal such suspension by written notice of appeal stating the basis of the appeal, which notice shall be delivered to the Executive Board in writing within fifteen days of receiving notice of the suspension, time being of the essence. At the next scheduled special or annual meeting of the Membership, the appellant shall have no more than ten minutes to be heard. The Executive Board shall then have no more than ten minutes to respond, following

which, if a motion be made and seconded, the Members present at such meeting may overturn the suspension by a two thirds (%) majority vote of those present, with a tie being resolved in favor of the Executive Board.

A Member may only be expelled by vote of no less than a majority of Members, or by a supermajority vote of the Members present and voting upon such expulsion if in person. This provision is intended to comply with G.L. c.180, §18.

## **Article 5. Meetings of the Members**

### **Annual Membership Meetings**

The first regular Annual Meeting of the Members shall be held within twelve months after the formation of the Corporation. All other meetings shall be held at such time and place as shall be fixed by the Executive Board from time to time, each within fourteen months of the preceding regular Annual Meeting. Notwithstanding, such meetings shall be scheduled such that there is at least one annual meeting scheduled during each calendar year.

There will be two meetings of the Membership. The spring meeting will be held near the end of the folk style championships. Elections will be held at this meeting and Boards to be elected will not be active until September 1. The fall meeting will be held before November 1st and will at least cover the event programs for the coming year and will serve as the MWA annual meeting. The interim period between Spring and Fall meetings will serve as a transition period so that Executive Board and Division Directors elect can become familiar with the new roles.

## **Special Membership Meetings**

Special meetings of the Members may be called by the Executive Board (by majority vote) or by petition to the Executive Board signed by Members representing not less than twenty five percent of the total Membership. For the purposes hereof, an electronic signature or acknowledgement shall be sufficient.

### **Notice of Meetings**

All Members, as a condition to Membership, are required to provide complete contact information including, at minimum, a physical address within the Commonwealth of Massachusetts, a telephone number and an email address. Any notice, whether it be verbal, electronic, by mail or otherwise given or sent to either the phone number, postal address or email address shall be sufficient notice. Furthermore, any posting on the MWA's 's website and/or their social media, Co-designated for such notice at least ten (10) days prior to such meeting shall be deemed sufficient notice to all Members of such meeting.

The notice of any meeting need not specify the purpose of such meeting. The requirement for furnishing notice of a meeting may be waived by any Member who waives notice of such meeting in writing or by electronic acknowledgement, or who attends the meeting without protesting the lack of notice. Inclusion of so- called agenda items shall not preclude deliberations and actions relative to matters not set forth on an agenda or set forth in a notice.

### **Membership Meeting Quorum**

No action may be taken at a meeting of the Members unless there is a quorum present (in person or by proxy) at the meeting. Except to the extent herein or in the Certificate of Incorporation of the Corporation provided, a majority of the entire Members of the Executive Board shall constitute a quorum. A majority of the Members present at any meeting called for which a quorum is not present may adjourn the meeting to another time and place.

Any action authorized by resolution, in writing (or electronically), by quorum of the Members entitled to vote thereon and filed with the minutes of the corporation shall be the act of the Membership with the same force and effect as if the same had been passed by unanimous vote at a duly called Membership Meeting.

The Chairperson of the Executive Board shall preside at all meetings of the Membership. In their absence, the Vice Chairperson shall preside and, in their absence, any other Board Member chosen by the Board Members present at the meeting shall preside, otherwise, any Member chosen by a majority of the Members present shall preside. The presiding officer at such a meeting shall have the power to place reasonable time limits on the floor, shall have such power as is necessary to maintain orderly procedure and may limit discussion on the floor to the specific matter being deliberated.

#### **Special Power of the Membership**

Any vote of two-thirds  $(\frac{2}{3})$  of all of the Voting Membership shall be sufficient to take any action or to veto or override any action taken by the Executive Board.

### **Action Requiring the Membership**

Except as otherwise stated elsewhere herein, the following shall require the action of the Membership:

- 1) Any matter, action or decision for which the Executive Board has either deferred to the Membership or sent to the Membership for ratification;
- Any change to eligibility rules for participation in wrestling events run by, provided by or overseen by MWA, including but not limited to the Massachusetts State Wrestling Championships;
- 3) Any change to any provision of the Massachusetts Wrestling Championship Rules and Regulations designated as requiring Membership action.

## **Rules and Regulations**

The Members may promulgate such rules and regulations as deemed appropriate so long as in conformity with the provisions hereof. Rules and regulations promulgated by the Members may only be modified or amended by Membership action.

## **Testimony and Participation at Membership Meetings**

Without an affirmative vote of the Membership, no person may speak or testify on the floor of a Membership Meeting unless such person is the designated representative of a Voting Member.

Only a designated Member may participate, make or second a motion at a meeting of the Membership. At any meeting of the Membership, there may only be one person designated as the Member's designated representative. As such, no more than one person may testify or actively participate in any meeting of the Membership on behalf of a Voting Member. The moderator acting at such a meeting may, in their reasonable discretion in the interest of time, limit testimony to Voting Members, declare reasonable time limitations on the floor and take such other action in the interest of time and fairness so long as done in a reasonable and fair manner. Great deference shall be given to the discretion of the moderator.

## **Article 6. Board of Directors**

The MWA shall be managed by a Board of Directors. The Board of Directors will be comprised of an Executive Board who are elected by the Voting Membership and the Division Directors appointed by the Executive Board. The Executive Board shall consist of nine elected (9) persons and then each year the Executive Board will vote to select which of those Members will serve as the Officers. The Division Directors are nominated and selected by the Executive Board and are non-voting Members of the Board. All Board Members shall have an active USA Wrestling Leader Membership.

#### Initial Executive Board and Election of the Executive Board

The initial Executive Board shall consist of those persons named as the initial Directors in the Articles of Incorporation, and they shall hold office until the first Meeting of Members, and until their successors have been duly elected and qualified. Thereafter, at each Annual Meeting of Members, the Membership shall elect Members to the Executive Board. The Executive Board may nominate USA Wrestling Leaders that are not residents of the Commonwealth of Massachusetts for an Executive Board position by a two thirds (¾) majority of the Executive Board. Executive Board Members shall be elected annually to a three year term. A duly elected Executive Board Member shall serve until the later of the expiration of the term for which they were elected, and until their successor has been duly elected, or until their prior resignation or removal as hereinafter provided. Each Voting Member shall cast three (3) votes at each election of the Executive Board.

#### **Volunteer Status of Board Members**

A Board Member or Division Director shall not be compensated for his or her services as a Board Member or a Division Director. An individual who is a Board Member or Division Director may be compensated for services provided to the Corporation separate and apart from his or her role as a Board or Division Director, but only after prior disclosure of any financial interest and upon a majority vote of the remaining disinterested Board Members.

#### Removal of Board Members and Division Directors

The Membership may remove any Division Director with or without cause by a simple majority.

As an elected position, Board Members may be removed by one of three ways: by a vote of the Voting Members of the MWA, or by a vote of the Executive Board. Reasons for removal of a Board Member by the Executive Board shall be, negligence of responsibilities or by the Executive Board for conduct unbecoming of a Board Member.

#### Removal by Voting Members

A vote to remove an Executive Board Member by the Voting Members shall require a vote of at least a majority of the entire Membership and a supermajority (75%) of the Members present (in person or by proxy) at the meeting at which the vote is made.

#### Removal for neglecting responsibilities

The MWA relies on volunteers. It is expected that all Board Members attend and participate in Board Meetings and appointed sub-committee meetings. Board Members who frequently miss Board meetings or committee meetings.

#### Removal for Conduct unbecoming of a Board Member

A Board Member may be removed for conduct unbecoming of a Board Member, including but not limited to harassment, dishonesty, actions that significantly harm the organization's reputation or operations, or actions that create a hostile environment.

Removal of an Executive Board Member who is neglecting responsibility or demonstrating behavior unbecoming of a Board Member, requires a unanimous vote of the remaining Executive Board Members.

#### Removal of an Officer

The Executive Board may remove any Officer with or without cause at any time by supermajority vote of the full Executive Board or a unanimous vote of the remaining Executive Board excluding the Officer being voted upon. The removal of an Officer does not remove them from the Executive Board.

### Resignation of Board Members and Division Directors

A Board Member may resign at any time by giving written notice to the Executive Board. Acceptance of such resignation shall not be necessary to make it effective.

#### **Vacancies**

Vacancies in the Executive Board may be appointed by a majority vote of the Executive Board remaining in office (even if less than a quorum remains in office). A USA Wrestling Leader that is not a resident of the Commonwealth of Massachusetts may be appointed by a vote of two thirds (¾) of the Executive Board remaining in office. A Director or Executive Board appointed to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of his/her predecessor.

#### **Meetings of the Board of Directors**

The Directors shall meet at such times and places as shall be fixed by majority vote of the Board.

No notice shall be required for meetings of the Executive Board for which the time and place have been fixed at a duly called and held meeting. Meetings of the Executive Board may be called and noticed by the Chairperson of the Board.

#### **Notice of Meetings**

Any notice of a meeting of the Board of Directors, whether it be verbal, electronic, by mail or otherwise given or sent to either the phone number, postal address or email address shall be sufficient notice.

The notice of any meeting need not specify the purpose of such meeting. The requirement for furnishing notice of a meeting may be waived by any Director who waives notice of such meeting in writing or by electronic acknowledgement, or who attends the meeting without protesting the lack of notice. Inclusion of so- called agenda items shall not preclude deliberations and actions relative to matters not set forth on an agenda or set forth in a notice.

#### Quorum

Except to the extent herein or in the Certificate of Incorporation of the Corporation provided, a majority of the entire Members of the Executive Board shall constitute a quorum. Whenever a vacancy on the Executive Board shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the Directors of the Executive Board excluding the vacancy. A majority of the Directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by law and these Bylaws, any act of the Executive Board shall be by quorum. Any action authorized by resolution, in writing (or electronically), by quorum of the Directors entitled to vote thereon and filed with the minutes of the corporation shall be the act of the Executive Board with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.

The Chairperson of the Board shall preside at all meetings of the Executive Board. If there be no Chairperson or in their absence, the Vice Chairperson shall preside and, if there be no Vice Chairperson or in their absence, any other Director chosen by the Directors present at the meeting, shall preside.

The Executive Board may designate from their number, and other standing sub-committees. Such sub-committees shall have such authority as the Executive Board may delegate, except to the extent prohibited by law. In addition, the Executive Board may establish special committees for any lawful purpose, which may have such powers as the Executive Board may lawfully delegate.

#### **Officers**

The Executive Board shall meet following elections and elect from its nine (9) Members, Officers to serve as a Chairperson, Vice-chairperson Treasurer and Clerk. The term of each officer shall be one (1) year.

For the purpose of filings with the Commonwealth of Massachusetts, the Chairperson shall be the "President" and the Vice-Chairperson shall be the "Vice-President."

#### Chairperson

The Chairperson shall be the chief Executive officer of the Corporation, shall have the responsibility for the general management of the affairs of the Corporation in accordance with the resolutions of the Executive Board. The Chairperson shall be the principal representative of the corporation to USA Wrestling. The Chairperson shall act as moderator presiding over both meetings of the Executive Board and meetings of the Members and shall be responsible for maintaining order, assuring meetings proceed in a timely manner, maintaining proper decorum and assuring that action is taken in accordance with these Bylaws. At any meeting that the Chairperson is not present, the Vice Chairperson shall act in their stead; and if the Vice Chairperson is not present, then the Treasurer shall act in their stead; and if the Treasurer is not present, then the Clerk shall act in their stead; and if the Clerk is not present, then such person that the Board Members present at such meeting shall elect; and if there be no Board Members present (in the case of a meeting of the Membership), then buy such person as a majority of the Members may elect.

#### Vice Chairperson

The Vice Chairperson shall assist the Chairperson and shall serve in their absence. The Vice Chairperson shall also perform such duties as may be assigned by the Executive Board

#### Treasurer

The Treasurer shall have the care and custody of all of the funds and securities of the Corporation and shall deposit said funds in the name of the Corporation in such bank accounts as the Executive Board may from time to time determine. The Treasurer shall, when duly authorized by the Executive Board, sign and execute all contracts in the name of the Corporation when countersigned by the Chairperson; he or she may also sign checks, drafts, notes and orders for the payment of money, which shall have been duly authorized by the Executive Board and countersigned by the Chairperson. The treasurer shall, not less than quarterly, provide an accounting of all financial activities (detailing all deposits and expenditures) occurring during the fiscal quarter last ending. The Treasurer shall support the Clerk as the Assistant Clerk.

#### Clerk

The Clerk shall keep the minutes of the Executive Board and the minutes of the Members. He or she shall have custody of the seal of the Corporation (if any) and shall affix and attest the same to documents duly authorized by the Executive Board. He or she shall serve all notices for the Corporation that shall have been authorized by the Executive Board and shall have charge of all books and records of the Corporation. Further, the Clerk shall be charged with arranging for orderly elections of the Executive Board.

#### **Division Directors**

The MWA Executive Board of Directors will establish divisions within itself in order to operate quickly and efficiently to most effectively meet the needs of the Members of the corporation. These divisions of the corporation shall function as operational arms and are under the

jurisdiction of M. W. A. The Division Directors shall be nominated and appointed by a majority of the Executive Board. The Division Directors recognized by the corporation shall include but not be limited to Folk Style, Freestyle, Greco, Age-group, Women, Officials, Pairing, Education, Marketing/Communications, Registration/Membership, and Travel. The term of each Director shall be 1 year.

Division Directors may form sub-committees formed from active Members in MWA. These Members will assist in completing tasks given to the Division Director from the MWA Executive Board. Each season or upon completion of the task Sub-Committees will dissolve and will have to be reformed by a newly appointed Division Director if needed. Sub-Committees will not exceed 5 Members.

#### **Duties of Directors**

The Division Directors shall supervise all activities which involve their assigned division and shall maintain a working knowledge of USA Wrestling rules, requirements and updates that affect their division operations. Recommendations shall be made to the Executive Board on matters which pertain to the development of the division programs to meet the needs of division participants. Division Directors will represent MWA at regional and national meetings at the discretion of the Executive Board.

#### **Term of Office for Executive Board Members**

Each year the Executive Board will vote to determine its Officers. The terms of the Executive Board are 3 years and are staggered such that there are three (3) seats up for election each year.

#### **Member-at-Large**

Executive Board Members who are not Officers of MWA Chartered Clubs, are Members-at-Large.

#### **Modification of Bylaws or Articles of Incorporation**

These Bylaws and/or the Articles of Organization may be modified, altered, repealed or replaced, in whole or in part, only by either (1) a supermajority vote of the Membership or (2) a unanimous vote of the Executive Board and a majority vote of all Members.

## **Rules and Regulations**

The Board may promulgate such rules and regulations as deemed appropriate so long as in conformity with the provisions hereof and so long as not in conflict with any rule or regulations enacted by the Membership. Rules and regulations enacted by the Board may be modified or amended by majority vote of the Board.

# **Article 7. Program of Events**

Programs should include a Folk Style and an Olympic Style program of events. Each Division Director or Division Director Elect shall present for approval to the Executive Board a draft by August 1st and a final version by the Fall Meeting of a proposed program the division shall follow that year. The program shall include a proposed budget, information on division By-Laws Of the Massachusetts Wrestling Association, Inc., championships, requests for special funding (clinics, etc.), ideas on promotion, information on USA Wrestling rule change/updates, and the sites and dates of regional and national tournaments the division shall be involved in.

## **Article 8. Miscellaneous**

The Executive Board shall keep at the principal office of the Corporation, complete and correct records and books of account, and shall keep minutes of the proceedings of the Executive Board, or any committee appointed by the Executive Board, as well as a list or record containing the names and contact information of all Members.

The corporate seal, if any, shall be in such form as the Executive Board shall from time to time prescribe.

The fiscal year of the Corporation shall be fixed by the Executive Board from time to time, subject to applicable law.

## **Article 9. Limited Liability of Officers and Directors**

No Board Member of the Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as Board Member notwithstanding any provision of law imposing such liability, provided however that this provision shall not eliminate the liability of a Board Member, to the extent that such liability is imposed by applicable law;

- a. for any breach of the Board Members' duty of loyalty to the Corporation or its stockholders;
- b. for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; and
- c. for any transaction from which the Board Member derived an improper personal benefit.

This Article is intended to conform to Chapter 180, § 3 of the General Laws of Massachusetts.