

MINOT MATWRATS WRESTLING CLUB BY-LAWS

Incorporated: 3/24/2010

Revised: 1/19/2011

EIN 27-2180348

In accordance with North Dakota State Law, the Minot MatWrats Wrestling Club (MMWC) was reestablished in 2010 by filing its articles of incorporation with the Secretary of State (SFN13003). These By-laws were developed to effectively serve the purpose for which the club was formed and guide its development.

ARTICLE I

VISION AND MISSION STATEMENT

The **Vision** of the MMWC is **“To Develop a Fun and Well-Respected Wrestling Club”**

The **Mission and Purpose** of the MMWC is **“To Foster and Improve the Sport of Youth USA Wrestling.”** MMWC is designed as a nonprofit club used to instruct youth in the art of wrestling. Everyone is welcome to membership (participate) regardless of ability, race, color, handicap, sex, financial status, age (per USAW guide lines) or any other discriminatory actions unless listed below. We follow EOE guidelines.

ARTICLE II

MEMBERSHIP

Anyone that is interested in promoting or developing the sport of wrestling in the MMWC may be a member of MMWC. They shall not hold any other club membership that would be of disinterest to either club or its mission. Voting rights of a member is only allowed after 180 days of probation and the said members is moved to good standings by the Board.

ARTICLE III

Minot MatWrats Wrestling Club BOARD

The MMWC Board shall be comprised of the club officers. The club officers will be President, Vice-President, Secretary, Treasurer and Kids' Director. The Board will consist of only SEVEN officers with 2 At-Large.

A board member is expected to fully participate in all activities. Duties of the board should be divided equally amongst the members.

A member of the board may be removed from office by majority vote of the board without his/her consent for missing 3 meetings unexcused in one year, violations with regard to the club code of conduct or after relocating to another community. A member may also resign from the board by providing the club written notice of their intent.

The board shall solicit and appoint club members to fill any vacancies during the year.

No board member shall hold another wrestling club or boosters club position that would create a conflict of interest to MMWC.

Any club member can be elected to office that is in good standing with MMWC and has MMWC as its primary goal for youth wrestling.

ARTICLE IV ELECTION OF BOARD MEMBERS

Club members shall elect the board members every 3 years, or as needed, by a ballot process or roll call vote. Election is held in February starting in the 2010 year. In order to serve as an MMWC board member, the member must have an open vision to enhance MMWC goals. Transition from one club to MMWC will have a two year grace period to be eligible to hold office. A quorum of the active board must be in agreement to waive this period under special circumstances with special thought to the integrity of the MMWC. (i.e... school transfers, new directors, or position changes.)

ARTICLE V BOARD MEMBER DUTIES

President:

- ⌚ Preside over all meetings
- ⌚ Develop meeting agendas
- ⌚ Oversee all functions of the club in an advisory role
- ⌚ Prepare an annual operating budget for the November meeting
- ⌚ Coordinate with the Kid's Director to develop the coaching team

Vice President:

- ⌚ In the absence of the President, preside over meetings
- ⌚ Coordinates with the Tournament and Development Directors to ensure effective implementation
- ⌚ Responsible for soliciting and identifying person(s) to fill board vacancies and bringing such nominations before the board
- ⌚ Develop and coordinate fund-raising opportunities

Secretary:

- ⌚ Compile and safeguard all meeting minutes
- ⌚ Distributing the previous meeting minutes to members before the current meeting starts
- ⌚ Track the board member attendance at meetings
- ⌚ Receive and mail out all correspondence on behalf of the club
- ⌚ Produces the club weekly newsletter publication
- ⌚ Plans and executes the club sign-up
- ⌚ Schedules, develops and coordinates all club media releases

Treasurer:

- ⌚ Keep and compile all written financial records for the club
- ⌚ Present a written report of club finances at each meeting
- ⌚ Pay all approved bills for expenditures
- ⌚ Responsible for keeping necessary documents current with the club's financial institution

- ⌚ Collect all club dues and issue written receipts
- ⌚ Ensures proper accounting is followed for any club matters involving fund transfers

Kids' Director

- ⌚ Planning and executing the club's annual tournament
- ⌚ Fundraising opportunities
- ⌚ Developing the club family
- ⌚ Planning the club wrestling training plan
- ⌚ Wrestler preparedness

Other duties of the Board and At Large Members

- ⌚ Planning and executing the club's annual tournament
- ⌚ Fundraising opportunities
- ⌚ Developing the club family
- ⌚ Developing and implementing future club growth plans
- ⌚ Develop marketing and promotion of the club

ARTICLE VI CLUB MEETINGS

Regular meetings shall be held once a month or more if necessary during USA wrestling season. Club members shall be notified of the regular meetings. In the case of an emergency situation, the President may call a meeting of the board members. Any meeting will not be official unless a quorum (51%) of the board members is present. All meetings will be run by the "Roberts Rules of Order". The board shall develop a policy identifying the meeting protocol. All notices to meeting times will be posted on www.flowrestling.org team Minot MatWrats or on www.facebook.com Search MATWRATS. (Revised 1-19-2011)
<http://www.matwrtas.org>

ARTICLE VII VOTING

Each Board Officer and Member will have one vote. The President may only cast a vote in the event of a tie.

A quorum must be present in order for the Board to vote. A simple majority vote of those in attendance shall be enough to conduct business of the club at regular posted meetings.

Any amendments to the By-Laws must be approved by no less than a 2/3's vote of the current board members.

ARTICLE VIII FINANCES

Club expenditures must be approved at a regular or emergency board meeting, with a majority vote.

All checks require the signature of the authorized board member.

The club shall conduct its' own internal audit on an annual basis. The board may authorize an outside audit as deemed necessary.
Registration fees shall be set annually by the board for MMWC.

ARTICLE IX AWARDS

Shirts: Shirts will be awarded to all wrestlers who attend MMWC for a minimum of 6 sessions during the USA season.

ARTICLE X NEWS RELEASES/ARTICLES

The Board shall appoint a board member or club member to submit articles to newspapers, magazines, radio or other means of media. This individual will assure accuracy and political correctness of articles pertaining to the club.

ARTICLE XI CODE OF CONDUCT

Coaches/Staff Code of Conduct: A code of conduct will be developed for coaches to read, understand, and sign. This Code of Conduct will contain language explaining what is expected of each Coach representing MMWC.

Wrestlers Code of Conduct: A code of conduct will be developed for each wrestler to read, understand, and sign. This Code of Conduct will contain language explaining what is expected of each wrestler representing MMWC.

Parents Code of Conduct: A code of conduct will be developed for parents for each to read, understand, and sign. This Code of Conduct will contain language explaining what is expected of each Parent representing MMWC.

Listed below is a general CODE of CONDUCT guideline that will be used for ALL MMWC persons. (wrestlers, coaches, and parents).

Application of Rules – The Rules of Conduct shall apply to all Competitive Members, General Members, Officials, Coaches, Parents, and Individuals associated with MMWC. It is the expectation of MMWC that all individuals in any manner shall conduct themselves in the most honorable, courteous and sportsmanlike fashion.

No person shall perform or allow willful, flagrant or repeated destruction of personal or public property.

No person shall use or permit the use of abusive or threatening language or conduct toward any member, tournament official, USA Wrestling Official or USA Wrestling Association Official.

No person shall conduct themselves in an unsportsmanlike fashion or allow unsportsmanlike behavior.

No person shall consume alcohol in front of a MMWC wrestler at any said club event and/or social gathering. Conduct is the key to good leadership and mentorship.

No alcohol, drugs or tobacco use in any form will be allowed by a member in or on the premises of any and all facilities where USAW/ND or USAW Association sanctioned events are in progress. Drugs approved or prescribed by proper medical personnel for use by competitive member shall be exempted.

No person shall falsify or permit the falsification of any document relative to MMWC, USAW/ND, USAW Association or the activities of either.

No person shall use obscene or profane language in the competition. (On or off the wrestling surface).

No person shall refuse to appear to testify before the Board of Review upon any hearing or to answer questions which such board shall rule proper shall be liable to suspension and other discipline. The Board of Review will consist of four impartial members to be appointed by the Board of Directors.

Doping is the employment of drugs with the intention of increasing athletic efficiency by their stimulating action upon muscles or nerves or by paralyzing the sense of fatigue. Any athlete who uses drugs as above defined shall be disqualified from the competition and suspended for a period to be fixed by the Board of Review. In the case of infringements, the competitor can be suspended permanently.

Person other than athlete aiding or abetting in the use of controlled substances or doping by athletes may be permanently excluded from all USAW/ND activities.

No person shall participate in or permit fighting or physical abuse.

No person shall participate in or permit any act of cheating.

No person shall conduct any act, or permit any act to be conducted, not specifically herein, that may endanger any person or property tangible or intangible.

ARTICLE XII CLUB TERMINATION

Should the club disband or cease to function; any unrestricted or unexpected funds shall be given to a non-profit organization engaged in promoting sports in North Dakota. Any club tangible assets shall be sold at an agreed upon price by the board and the funds given to the same non-profit organization.

Resolution of this club is only obtainable by 100 percent vote of all members.

**These By-laws have been approved and adopted by the Board effective
May 11, 2010.**

MINOT MATWRATS WRESTLING CLUB
EIN 27-2180348
Conflict of Interest Policy
REVISED 11/01/10

Article I

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a.** An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b.** A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V

Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI

Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII

Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.