

CONSTITUTION AND BY-LAWS FOR
MONTANA UNITED STATES OF AMERICA WRESTLING
A Non-Profit Organization

ARTICLE I - NAME

The name of this organization shall be Montana USA Wrestling (MT-USAW), a non-profit organization.

ARTICLE II -- PURPOSE

The MT-USAW either independently or by affiliation with any or all local, national, or international organization shall conduct, foster, and implement the athletic disciplines of wrestling.

Special Purposes Shall Be:

- A. To promote safe and enjoyable amateur wrestling in the state of Montana.
- B. To transact any and all lawful business for which not-for-profit corporations may be organized.
- C. To make the disciplines of amateur wrestling (freestyle, greco-roman, folkstyle) available to all persons who qualify and are registered with the affiliated body for amateur wrestling.
- D. To promote and protect the mutual interest of its membership.
- E. To cooperate with other groups and organizations in the promotion of amateur wrestling.
- F. To establish, review and update policies and procedures relating to the association's wrestling program.
- G. To recruit, train and evaluate capable officials and pairings masters.
- H. To develop plans for effective communications with the local media for coverage and assist with the wrestling program.
- I. To coordinate all activities which further the purpose of MT-USAW.

ARTICLE III -- JURISDICTION

The territory under the jurisdiction of the MT-USAW includes the State of Montana.

ARTICLE IV -- MEMBERSHIP

A. Classes

1. Organizations

a. Clubs

Membership is limited to permanent organizations participating and promoting the sport of amateur wrestling. This excludes any organization whose sole interest is commercial gain or profit.

b. Educational institutions and related organizations.

2. Individual memberships include athletes, coaches, trainers, officials, or persons actively engaged in or supportive of some facet of MT-USAW activity.

B. Qualifications and application

1. Organizational membership in MT-USAW is open to any organization which conducts training and/or competitive opportunities or support activities in the sport of amateur wrestling.
2. Individual membership is available to any person who is actively engaged in competition in the sport of amateur wrestling and others who meet the definition in part A-2 listed above.
3. Application for membership binds the applicant to the Constitution and By-Laws, and the rules of competition as adopted by MT-USAW.

C. Rights and Representation

1. Each qualifying organization, in good standing, may appoint in writing one voting delegate and one alternate to represent them at the MT-USAW meetings. Each club, multi-purpose organization and educational related delegate will carry one vote. Each member of the board of directors will have one vote.
2. No person shall be allowed to carry more than one (1) vote.
3. Any person or organization who is denied membership or any privilege of membership, or is otherwise adversely affected by any decision of a committee shall have the right to file a grievance with the

board of directors. All grievances must be made in writing within thirty (30) days of action being grieved. The board of directors will hold a hearing and respond within (30) days

D. Meetings, Time and Place

The annual and any other meeting of the MT-USAW shall be held at the time and place as fixed by the MT-USAW upon recommendations from its board of directors and announced by requisite notice. If necessary, special meetings shall be called by the board of directors upon fifteen (15) days written notice.

E. Order of Business

At the MT-USAW meetings the order of business shall be (1) roll call of delegates, (2) reading of minutes of preceding meetings, (3) treasurer's report, (4) report of officers and committees, (5) unfinished business, (6) action on proposed amendments, (7) new business, (8) election of officers, board of directors and representation to the national conventions, (9) adjournment. This order of business may be altered by two third's vote of all members present.

F. Rules of Order

Questions of order shall be decided by the chair in accordance with Roberts Rules of Order (newly Revised) unless otherwise provided in these by-laws. Decisions by the chair may be appealed to the assembled membership. The president may designate a parliamentarian for all MT-USAW meetings.

G. Credentials

Each club or organization shall designate a voting representative in writing at or prior to the annual meeting. That Club must be in good standing to be eligible to vote. Dues and assessments must be paid and the club must not currently be under suspension by MT-USAW.

H. QUORUM

A quorum for all meetings shall be any number present providing six (6) voting members are present.

ARTICLE V - OFFICERS

The officers of the MT-USAW shall be president, vice president, secretary, treasurer, and registration chairperson. The

president, vice-president, and treasurer, shall be elected at the annual meeting. The secretary and registration chairperson will be appointed by the president elect.

Terms of Officers All officers will serve a term of three years commencing at the adjournment of the annual meeting at which elected and continuing until adjournment of the annual meeting three years after election into office. The offices of president, vice president, and treasurer shall be up for election on a rotation basis. Only one of these three offices shall be up for election each year.

ARTICLE VI - DUTIES OF OFFICERS AND DIRECTORS

- A. President The president shall preside at all meetings of the MT-USAW and shall be an ex-officio member of all committees. Subject to the direction of the board of directors, the president shall manage and supervise the affairs of the MT-USAW. The president will provide leadership for all MT-USAW programs and act as liaison to the national organization.
- B. Vice President The vice president shall act and/or chair meetings in the absence of the president. He/she will chair the scheduling committee and other ad hoc committees as assigned by the president. He/she will assist the president as requested.
- C. Secretary The secretary shall keep and maintain all MT-USAW records, minutes of meetings and board of directors meetings, file annual corporation report with the secretary of state, and in general, shall perform all the duties pertaining to the office of secretary. The secretary shall keep and provide a record of names, addresses and phone numbers of all chartered clubs to the board of directors. He/she will assist the president as requested.
- D. Treasurer The treasurer shall keep a correct and complete record of all accounts, showing accurately, at all times the financial condition of the MT-USAW. He/she shall have charge and custody of all funds, notes, securities, and valuables which may from time to time come into the possession of the MT-USAW. He/she will deposit all funds of the MT-USAW with such depositories as the board of directors shall designate. He/she will furnish at meetings, or whenever requested, a statement of financial condition of the MT-USAW. He/she will pay all expenses as approved by the MT-USAW. He/she will chair budget committee. He/she must be bonded at the expense of the association. He/she must file all non-profit status forms with the IRS and the state of Montana. He/she shall, in conjunction with the officers,

submit an annual budget to the executive board and the general body. He/she shall submit the books, if requested, for an audit by an audit committee. He/she will assist the president as requested.

- E. Registration Chairperson The registration chairperson shall mail registration packets upon request and continue registration updates. The registration chairperson will register all competitors, coaches, clubs, and events. The chairperson will receive all registration forms and fees. All pertinent registration forms will be promptly processed as required by the national organization and all collected fees will be forwarded to the treasurer. The chairperson will report to the MT-USAW Board of Directors with a correct and complete record of all registrations. He/she will assist the president as requested.
- F. Head Mat Official and Head Pairing Official The head official will obtain, train and critique new officials. He/she will coordinate official training clinics throughout the state. He/she will monitor registration of state mat officials regarding names, addresses, phone numbers. He/she will collect fees paid at all clinics and remit them to the treasurer. He/she will attend all possible regional and national clinics. He/she will recruit qualified officials for all state competition. He/she is responsible for providing current rules interpretations to all officials. He/she will prepare a budget request for officials and submit it to the board of directors. He/she will assist the president as requested.
- G. Kids, Cadets, Juniors, and Espoir/Open Chairperson These directors will work with the state chairman to set state tournament and qualifiers. They will develop activities to promote age group wrestling. They will communicate with regional representatives regarding activities in their respective divisions. They will assist regional representatives in establishing, setting up and maintaining regional tournaments. They will make every effort to attend all national conventions. They will assist the president as requested.
- H. Cultural Exchange Chairperson The cultural exchange director will develop information on cultural exchange programs. He/she will recommend opportunities and guidelines for exchange programs. He/she will assist the state chairperson as needed and requested on international programs. He/she will submit a written report at the end of the season to the board of directors. He/she will assist the president as requested.

- I. Coaches Chairperson The coaches representative will coordinate with MT-USAW coaches and represent them and their concerns to the board of directors. He/she will assist the president as requested.
- J. Law and Legislation Chairperson The law and legislation chairperson will present any proposed changes in the by-laws or the standing rules to the board of directors and the general membership. He/she will assist the president as requested.

ARTICLE VII - BOARD OF DIRECTORS

- A. The board of directors shall be comprised of the officers, and the MT-USAW chairperson of each standing committee. With approval of the general membership, other major organizations could be added to the board of directors.
- B. The board shall manage and supervise the affairs of the MT-USAW between meetings. Board meetings may be held at the call of the president. The secretary shall give fifteen (15) days notice in writing of such meeting.
- C. A quorum will be comprised of one-third (1/3) of the board of directors.
- D. No one person shall hold more than one position simultaneously.

ARTICLE VIII - COMMITTEES

- A. Standing Committees
 - 1. Mat Officials
 - 2. Pairing Officials
 - 3. Cadets
 - 4. Kids
 - 5. Juniors
 - 6. Espoir/Open
 - 7. Cultural Exchange
 - 8. Coaches
 - 9. Law and Legislation
- B. Special Committees The president may appoint ad hoc committees of the MT-USAW with responsibility and authority subject to the approval by the board of directors.

C. Standing Committee General Provisions.

1. Each standing committee shall hold its regular meetings in conjunction with the regular meetings of the MT-USAW. A standing committee may hold special meetings at the discretion of its chairperson, or by request of the majority of its members.
2. The chairperson of the standing committees shall preside at all meetings of the committee, ensure that all duties and responsibilities of the committee are properly and promptly carried out, upon committee approval appoint needed subcommittees, communicate to members pertinent happenings, decisions and information, keep the MT-USAW president informed on all committee actions and recommendations, keep and promptly forward to MT-USAW president a copy of the minutes of all committee meetings.
3. Standing committees shall construct and the chairperson shall maintain a written committee policy for activities within their jurisdiction, that shall, upon adoption by MT-USAW, be made available to any individual member.
4. A person may not serve as chairperson on a standing committee while holding an executive office (president, etc.)
5. Each standing committee will annually recommend to the general body a nomination for chairperson of the standing committee.
6. All standing committee chairpersons will be elected by the general body.

ARTICLE IX - FEES AND DUES

- A. All fees and dues shall be recommended by the Treasurer subject to final approval by the MT-USAW general membership.
- B. The fiscal year of the MT-USAW shall be the (September August)calendar year.
- C. All fees and dues must be current prior to the annual meeting.
- D. Failure to pay fees when due shall subject the member to suspension.

ARTICLE X - SUSPENSION, EXPULSION AND GRIEVANCES

The board of directors is authorized to act upon all grievances, suspensions, or expulsions within sixty (60) days in accordance with provisions established by the MT-USAW, subject to accepted practices for notice and due process.

ARTICLE XI - AMENDMENTS TO BY-LAWS

Amendments to the by-laws and affiliation with any other organization shall be made only at the regular annual meeting or at a meeting expressly noticed by thirty (30) days for that purpose. Amendments must be submitted to the President in writing at least thirty (30) days before the annual meeting and sixty (60) days before the special meeting. The president will mail a copy of the proposed amendments and changes to charter members and the board of directors at least ten (10) days before the annual or special meeting. No amendment shall be made to these by-laws at any annual or special meeting except by a two-thirds (2/3) affirmative vote of the attending membership.

ARTICLE XII - ASSETS

Upon dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine and any such assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes."

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly appointed and acting secretary of Montana USA Wrestling, a Montana corporation; and
2. That the foregoing by-laws, comprising eight (8) pages, constitute the by-laws of such corporation as duly adopted by action of the incorporator of the corporation duly taken on the second day of May 1998.

IN WITNESS WHEREOF, I have hereunto subscribed my name.

Pat Powers