

BYLAWS  
OF  
*EDMONDS WRESTLING CLUB*

ARTICLE I  
OFFICES/MISSION/AFFILIATION

1.1 Offices.

The principal office of the corporation shall be located at its principal place of business or such other place as the Board of Directors (“Board”) may designate. The corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the corporation may require from time to time.

1.2 Mission.

The corporation’s mission is to engage in, advance, teach, support and promote the sport of competitive wrestling, primarily to students in the elementary, middle and high schools in the south Snohomish County/north King County area of the state of Washington.

1.3 Affiliation.

The corporation is affiliated with USA Wrestling and is guided by the philosophy and bylaws of that organization.

ARTICLE II  
MEMBERSHIP

2.1 Classes of Members.

The corporation shall initially have one class of members. Additional classes of members, the manner of election or appointment of each class of members, and the qualifications and rights of each class of members may be established by amendment to these Bylaws.

2.2 Qualifications for Membership.

In order to qualify for membership, a person shall pay a membership fee for a wrestling season as determined by the Board and shall agree to abide by these Bylaws and the rules and regulations of the corporation duly adopted by the Board or the

members. The membership fee applicable to a specific wrestling season is due and payable prior to the first wrestling practice for the related wrestler for such season. A wrestler who is a member or whose family is a member of the corporation must have a current USA Wrestling card; no wrestler will be allowed on wrestling mats without providing proof of holding a current USA Wrestling card. The membership fee may vary based on the length of the wrestling season. A person who pays a membership fee for any wrestling season during the corporation's fiscal year shall be a member for the entire fiscal year, regardless of the number of wrestling seasons during such fiscal year in which the person participates. In the event the person participating in wrestling is age eighteen (18) or more, the person shall have the rights of a member. In the event the person participating in wrestling is younger than age eighteen (18), the person's family shall have the rights of a member, entitled to one vote as a family on matters on which members shall be entitled to vote. A member is entitled to vote if they attend one or more official meetings during the fiscal year, or have designated a proxy in accordance with section 2.11. Official meetings include any formally called membership meeting (including the meeting at which the vote is to be taken) and board meetings. Members may have such other qualifications as the Board may prescribe by amendment to these Bylaws. The Board may waive the membership fee for individuals who serve the corporation, including, but not limited to, coaches and Directors. Each such individual shall have the same member voting rights as other members.

## 2.3 Voting Rights.

2.3.1 Each member who attends at least one official meeting during the fiscal year (as defined in Section 2.2) is entitled to vote with respect to the subject matter of an issue submitted to the members and shall be entitled to one vote upon each such issue.

2.3.2 Each member who attends at least one official meeting during the fiscal year (as defined in Section 2.2) is entitled to vote at an election of Directors and may cast one vote for as many persons as there are Directors to be elected and for whose election such member has a right to vote.

## 2.4 Annual Meeting.

The annual meeting of the members shall be held on a date and time occurring in April, May or June of each year as set by the Board for the purpose of electing Directors and transacting such other business as may properly come before the meeting. If the day fixed for the annual meeting is a legal holiday at the place of the meeting, the meeting shall be held on the next succeeding business day. If the annual meeting is not held on the date designated therefore, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

## 2.5 Special Meetings.

The President, the Board, or not less than ten percent (10%) of the members entitled to vote at such meeting, may call special meetings of the members for any

purpose.

## 2.6 Place of Meetings.

All meetings of members shall be held at the principal office of the corporation or at such other place within or without the State of Washington designated by the President, the Board, by the members entitled to call a meeting of members, or by a waiver of notice signed by all members entitled to vote at the meeting.

## 2.7 Notice of Meetings.

The President, the Secretary or the Board shall cause to be delivered to each member entitled to notice of or to vote at the meeting, either personally, by mail or by e-mail, not less than ten nor more than fifty days before the meeting, written notice stating the place, date and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. At any time, upon the written request of not less than ten percent (10%) of the members entitled to vote at the meeting, it shall be the duty of the Secretary to give notice of a special meeting of members to be held at such date, time and place as the Secretary may fix, not less than ten nor more than thirty (30) days after receipt of such written request, and if the Secretary shall neglect or refuse to issue such notice, the person or persons making the request may do so and may fix the date, time and place for such meeting. If such notice is mailed, it shall be deemed delivered when deposited in the official government mail properly addressed to the member at his or her address as it appears on the records of the corporation with postage thereon prepaid. Members are responsible for providing and updating the corporation with their current mailing and e-mail addresses.

## 2.8 Waiver of Notice.

Whenever any notice is required to be given to any member under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## 2.9 Quorum.

Ten percent (10%) of the members of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the members. If less than a quorum of the members entitled to vote is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice.

## 2.10 Manner of Acting.

The vote of a majority of the votes entitled to be cast by the members represented in person or by proxy at a meeting at which a quorum is present shall be necessary for the

adoption of any matter voted upon by the members, unless a greater proportion is required by applicable Washington law, the Articles of Incorporation or these Bylaws.

#### 2.11 Proxies.

A member may vote by proxy executed in writing by the member or by his or her attorney-in-fact. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting. A proxy shall become invalid eleven months after the date of its execution unless otherwise provided in the proxy. A proxy with respect to a specific meeting shall entitle the holder thereof to vote at any reconvened meeting following adjournment of such meeting, but shall not be valid after the final adjournment thereof.

#### 2.12 Action by Members Without a Meeting.

Any action which could be taken at a meeting of the members may be taken without a meeting if a written consent setting forth the action so taken is signed by all members entitled to vote with respect to the subject matter thereof. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a meeting of the members.

#### 2.13 Meetings by Telephone.

Members of the corporation may participate in a meeting of members by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

#### 2.14 Expulsion/Suspension/Probation.

All incidents of abusive conduct, misconduct or unsportsmanlike conduct by a member or wrestler whose family is a member shall be reported to the President as soon as possible after the incident is witnessed. The Board may expel any member for misconduct or unsportsmanlike conduct by the member, or a wrestler whose family is the member, deemed flagrant by the Board in its reasonable discretion. Expulsion shall require the affirmative vote of the majority of the number of Directors established in these Bylaws or by resolution of the Board. The coaches or the Board may suspend from competition any wrestler for abusive and/or unsportsmanlike conduct. Suspension shall require the affirmative vote of a majority of the coaches or a majority of the number of Directors established in these Bylaws or by resolution of the Board. The Board shall have the authority to impose probation on terms in its discretion for any conduct by a member, wrestler or coach deemed unbecoming or detrimental to the corporation.

ARTICLE III  
BOARD OF DIRECTORS

3.1 General Powers.

The affairs of the corporation shall be managed by a Board of Directors.

3.2 Number.

The Board shall consist of not less than five (5) or more than nine (9) Directors, the specific number to be set by resolution of the Board. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director. Each Director position shall be assigned a number. Odd-numbered positions shall be elected in odd-numbered years. Even-numbered positions shall be elected in even-numbered years.

3.3 Qualifications.

Directors shall be members of the corporation and Directors may have such other qualifications as the Board may prescribe by amendment to these Bylaws. No two Directors from the same household may be elected or appointed to serve on the Board concurrently.

3.4 Election of Directors.

3.4.1 Initial Directors.

The initial Directors named in the Articles of Incorporation shall serve until the first annual meeting of members.

3.4.2 Successor Directors.

Successor Directors shall be elected each year at the annual meeting of members as described in Section 3.2 regarding the election to odd-numbered and even-numbered positions. Directors shall be elected by majority vote of the members present at the annual meeting of members in person or by proxy.

3.5 Term of Office.

Unless a Director dies, resigns or is removed, he or she shall hold office until the second next annual meeting of the members after his or her election and until his or her successor is elected, whichever is later. A Director may serve one or more consecutive terms of office.

### 3.6 Annual Meeting.

The annual meeting of the Board shall be held without notice immediately following and at the same place as the annual meeting of members for the purposes of electing officers and transacting such business as may properly come before the meeting.

### 3.7 Regular Meetings.

By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution. The Board shall meet at least once per calendar quarter and may meet monthly during a wrestling season if deemed necessary. The Board shall meet at least once during the summer months to prepare for the upcoming wrestling seasons.

### 3.8 Special Meetings.

The President or any two (2) Directors may call for a special meeting of the Board. The President or any two (2) Directors serving on a committee may call for a special meeting of the committee on which such Directors serve. The person or persons calling the special meeting may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them.

### 3.9 Meetings by Telephone.

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

### 3.10 Place of Meetings.

All meetings shall be held at the principal office of the corporation or at such other place within or without the State of Washington designated by the Board or by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

### 3.11 Notice of Special Meetings.

Notice of special Board or committee meetings shall be given to a Director in writing or by personal communication with the Director not less than three days before the meeting. Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the corporation. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid.

### 3.12 Waiver of Notice.

#### 3.12.1 In Writing.

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

#### 3.12.2 By Attendance.

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

### 3.13 Quorum.

A simple majority (51%) of the number of Directors established in these Bylaws or by resolution of the Board shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

### 3.14 Manner of Acting.

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

### 3.15 Presumption of Assent.

A Director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

### 3.16 Action by Board Without a Meeting.

Any action which could be taken at a meeting of the Board may be taken without

a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

### 3.17 Resignation.

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### 3.18 Removal.

At a meeting of members called expressly for that purpose, one or more Directors (including the entire Board) may be removed from office, with or without cause, by two-thirds of the votes cast by members then entitled to vote on the election of Directors represented in person or by proxy at a meeting of members at which a quorum is present.

### 3.19 Vacancies.

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

### 3.20 Board Committees.

#### 3.20.1 Standing or Temporary Committees.

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. Such committees shall have and exercise the authority of the Directors in the management of the corporation, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation



thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

#### 3.20.2 Quorum; Manner of Acting.

A majority of the number of Directors comprising any committee shall constitute a quorum of the committee, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

#### 3.20.3 Resignation.

Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### 3.20.4 Removal of Committee Member.

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

#### 3.21 Compensation.

The Directors shall receive no compensation for their service as Directors, but may receive reimbursement for expenditures incurred on behalf of the corporation.

#### 3.22 Membership Fees.

The Board shall determine the membership fee applicable to a specific wrestling season not later than sixty (60) days prior to the start of such wrestling season in order to permit publicity of the fee in advance of the applicable wrestling season. Scholarships may be awarded based on need. A scholarship applicant must complete a scholarship application form and be approved by the Board.

#### 3.23. Financial Audits.

The Board may request an audit of the previous fiscal year's financial performance. If an audit is requested, the Board shall select a team of not less than three (3) members, none of whom may be a Director or related by blood or marriage to a Director, to conduct the audit and report the results to the Board at its next Board meeting to be held after the audit team is selected. As soon as possible after the Board has reviewed the results of the audit, the audit results shall be made available to the members of the corporation.

## ARTICLE IV

### OFFICERS

#### 4.1 Number and Qualifications.

The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, one or more Registrars, each of whom shall be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

#### 4.2 Election and Term of Office.

The officers of the corporation shall be elected each year by the Board at the annual meeting of the Board and shall be elected from among the Directors. The election shall be by secret ballot at the request of any Director. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected. An officer, in the capacity of an officer, shall not have a vote on the Board, but has a vote in the capacity of a Director. An officer may be elected to serve one or more consecutive terms of office.

#### 4.3 Resignation.

Any officer may resign at any time by delivering written notice to the President, a Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### 4.4 Removal.

Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

#### 4.5 Vacancies.

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

#### 4.6 President.

The President shall be the chief executive officer of the corporation and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the corporation. The President shall determine the agenda for meetings of the Board. The President shall preside over meetings of the members and the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

#### 4.7 Vice Presidents.

In the event of the death of the President or his or her inability to act, the Vice President (or if there is more than one Vice President, the Vice President who was designated by the Board as the successor to the President, or if no Vice President is so designated, the Vice President whose name first appears in the Board resolution electing officers) shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. Vice Presidents shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President or the Board. A Vice President shall serve as the liaison between the Board and the coaches.

#### 4.8 Secretary.

The Secretary shall: (a) keep the minutes of meetings of the members and the Board, and minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the corporation; (d) keep records of the post office address and class, if applicable, of each member and Director and of the name and post office address of each officer; (e) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board. The Secretary shall be responsible for organizing voting by ballots and reporting ballot results to the President.

#### 4.9 Treasurer.

If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine. The Treasurer shall have charge and custody of and be

responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; pay all expenses of the corporation, including, but not limited to, salaries of coaches and other employees; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

#### 4.10 Registrar.

The corporation shall have one or more Registrars. The Registrar shall create registration forms for online use; attend wrestling practices regularly; collect membership fees and drop-in fees (and coordinate with the Treasurer for the recording and deposit of such fees); confirm that all wrestling participants have current USA Wrestling registration cards; and such other duties as from time to time may be assigned to him or her by the President or the Board.

### ARTICLE V ADMINISTRATIVE PROVISIONS

#### 5.1 Books and Records.

The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees of the Board; records of the name and address and class, if applicable, of each member and Director, and of the name and post office address of each officer; and such other records as may be necessary or advisable. All books and records of the corporation shall be open at any reasonable time to inspection by any member of three months standing.

#### 5.2 Accounting/Fiscal Year.

The accounting/fiscal year of the corporation shall be the twelve months ending on August 31.

#### 5.3 Rules of Procedure.

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Robert's Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

#### 5.4 Head Coaches.

There will be one Head Coach for each division of wrestlers. The Head Coaches

will be elected at the Board meeting held in August of each year. The corporation's wrestling coaches shall be invited to participate in such Board meeting and will be entitled to vote on the Head Coaches for each division, however, such coaches shall not be counted for purposes of determining the existence of a quorum at such Board meeting.

## ARTICLE VI AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of two-thirds (2/3) of the number of Directors established in these Bylaws or by resolution of the Board, subject to alteration, amendment or repeal by a majority of the members of the corporation.

The foregoing Bylaws were adopted by the Board of Directors on \_\_\_\_\_.

\_\_\_\_\_  
Secretary