

State College Wrestling Club

ByLaws

Adopted xx/xx/2017

Article 1 Name and Purpose

Section 1.01. Name. The name of this organization shall be the State College Wrestling Club, hereafter referred to as the "Club."

Section 1.02. Purpose. The Club shall operate as a non-profit organization in support of the State College Varsity and Junior High Wrestling program. It will raise and disburse supplemental funds to foster an environment where athletes can develop specialized skills to become PIAA podium-level wrestlers and capable athletes. The Club will develop partnership opportunities to support the advancement of wrestling skill and promote varsity and junior high events through various media.

Article 2 Membership

Section 2.01. Qualification. All parents, guardians or other persons with a child enrolled and attending State College Area School District wrestling program shall be considered members of the Club. The Principal, Assistant Principals and Athletic Department shall be non-voting, advisory members of the organization.

Section 2.02. Rights and Responsibilities. The members shall have the right and responsibility to attend meetings and events sponsored by the Club, serve on committees and be nominated and elected to office. Members shall have the right to vote for officers, and via the elected officers of the board, review and approve the annual budget and approve amendments to these bylaws.

Section 2.03. Meetings. There shall be at least one general annual meeting of the membership in July at which the officers are elected.

Article 3 Board of Directors

Section 3.01. Membership. The Board of Directors shall consist of the elected officers of the organization: President, Vice-President, Treasurer, Secretary, Communications Officer, Concessions Officer and Event Coordinator.

Section 3.02. Authority. The affairs, activities and operation of the organization shall be managed by the Board of Directors. The Board shall transact necessary business during the intervals between the meetings of the membership and such other business as may be referred to it by the membership of these bylaws. It may create Standing and Special Committees, approve the plans and work of standing and special committees, prepare and distribute a budget to the membership, and in general, conduct business and activities of the organization.

Section 3.03. Meetings. The Board of Directors shall meet at least quarterly to conduct the affairs of the organization.

Section 3.04. Attendance of Meetings. Attendance of all Board members is required at each regular or special meeting during the regular season. Two missed meetings may result in the members being voted out and/or replaced.

Section 3.05. Quorum. A quorum of the Board for the conduct of business shall consist of at least four (4) officers in attendance.

Section 3.06. Action without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Section 3.07. Participation of Meeting by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

Section 3.08. Removal. Any Director may be removed from office, without the assignment of any cause, by a closed meeting of the Executive Board, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting, but no formal hearing procedure need to be followed.

Section 3.09. Reimbursement. Board members shall serve without compensation with the exception that expenses incurred in the furtherance of the organization's business are allowed to be reimbursed with documentation in accordance with the organization's financial policies, and prior approval.

Article 4 Executive Board

Section 4.01. Membership. The Executive Board shall consist of only the President, Vice President, Secretary and Treasurer.

Section 4.02. Authority. The business of the Executive Board shall be limited to only those matters requiring discretion or urgency (e.g., removal of an officer or entering a financial contract), where delaying the action or decision to the next Board of Directors meeting is not in the best interest of the Club.

Section 4.03. Meetings. The Executive Board will not meet on a regular basis, as the business of the Club will almost exclusively be handled at the open meetings of the Board of Directors.

Section 4.04. Attendance of Meetings. In the event the Executive Board must convene, attendance of all Executive Board members is required.

Section 4.05. Quorum. A quorum of the Board for the conduct of business shall consist of at least three (3) officers in attendance.

Section 4.06. Participation of Meeting by Conference Telephone. Members of the Executive Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

Article 5 Officers and their Elections

Section 5.01. Officers. The officers of the organization shall include the President, Vice-President, Secretary, Treasurer, Communications Officer, Concessions Officer and Events Coordinator, and such additional officer(s) as may be elected or appointed by the Board of Directors from time to time. Two individuals from the same household shall not be permitted to serve simultaneously as officers on the board.

Section 5.02. Election. A nominating committee composed of the current President and at least one additional officer shall begin seeking nominees in June of the year in which the candidates will be elected and develop a slate of candidates. The candidates shall be announced to the membership as soon as possible. Additional nominees may be solicited from the floor on the day of election. Only those who have consented to serve shall be eligible for nomination, either by the committee or from the committee or from the floor. Officers shall be elected at the July meeting of the organization by the members present. Officers shall assume their official duties on the day of their election.

Section 5.03. Term. Officers shall serve a two-year term. Officers may be elected for up to two consecutive terms in the same office. The President and Treasurer shall NOT be elected the same year. The President shall be elected and start service on odd years and the Treasurer shall be elected and start service on the even year. This is to prevent a complete change of command with finances at one time.

Section 5.04. Vacancies. A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the Board of Directors.

Article 6 Duties of Officers

Section 6.01. President. The President shall be the principal executive officer of the organization and, subject to the control of the Board of Directors, shall in general supervise and control all of the activities of the organization. The President shall be a member of the Board of Directors and Executive Board and, when present, shall preside at all meetings of either Board. The President is responsible for ensuring the Club's administrative requirements and deliverables are submitted according to District policy. The President shall select and appoint the chairpersons of all Standing and Special Committees and shall be an ex-officio member of all committees of the organization. The President is authorized to sign checks in absence of the Treasurer.

Section 6.02. Vice-President. The Vice-President shall be a member of the Board of Directors and Executive Board and, in the absence of the President, shall perform the duties of

the President. The Vice-President shall perform such other duties as are assigned by the President or the Executive Board. The Vice-President, with the Secretary, shall conduct an annual audit of the Club's financial records.

Section 6.03. Secretary. The Secretary shall be a member of the Board of Directors and Executive Board. The Secretary shall keep the minutes of the proceedings of the membership and the Executive Board, shall see that all notices are duly given in accordance with these bylaws, shall manage and keep an accurate tally of the volunteer records and, in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Board of Directors. The Secretary, with the Vice-President, shall conduct an annual audit of the Club's financial records.

Section 6.04. Treasurer. The Treasurer shall be a member of the Board of Directors and Executive Board. The Treasurer shall have charge of and be responsible for all funds of the organization in accordance with the organization's financial policies. The Treasurer shall receive and give receipts for monies due and payable to the organization from all sources and shall deposit such funds in such banks or other organizations as are selected by the Executive Board. The Treasurer shall make disbursements as authorized by budget as approved, or amended. The Treasurer shall prepare the annual spend plan and present a written financial report, prepared in accordance with the organization's financial policies, at each meeting of the Board of Directors.

Section 6.05. Communications Officer. The Communications Officer shall be a member of the Board of Directors. The Communications Officer shall have primary responsibility for leveraging social media to promote State College varsity and junior high events to the community.

Section 6.06. Concessions Officer. The Concessions Officer shall be a member of the Board of Directors. The Concessions Officer shall manage the concession operations at all varsity and junior high home wrestling events. This includes coordinating concession donations and scheduling parents for running concessions.

Section 6.07. Event Coordinator. The Event Coordinator shall be a member of the Board of Directors. The Events Coordinator shall oversee and may preside over any Committees established to plan and hold an event, e.g., a tournament or other fund-raising event. The Event Coordinator, in the absence of an appointed Committee Chairperson, shall present the status of event planning at meeting of the Board of Directors.

Article 7 Finances

Section 7.01. Budget. The Board of Directors shall present to the membership at the first regular meeting of the membership after the officers have been elected or as soon thereafter as practicable, a budget of anticipated revenue and expenses for the year. This budget shall be used to guide the activities of the organization during the year, including serving as approval for anticipated expenditures. Any substantial deviation from the budget must be approved in advance by the Board of Directors.

Section 7.02. Obligations. The Board of Directors may authorize any officer or officers to enter into contracts or agreements for the purchase of materials or services on behalf of the organization.

Section 7.03. Loans. No loans shall be made by the organization to its officers or members.

Section 7.04. Checks. All checks, drafts, or other orders for the payment of money on behalf of the organization, shall be signed by the Treasurer or President.

Section 7.05. Banking. The Treasurer shall deposit all funds of the organization to the credit of the organization in such banks, trust companies or other depositories as the Executive Board may select and shall make such disbursements as authorized by the Executive Board in accordance with the budget adopted by the membership. All deposits and/or disbursements shall be made as soon as practicable upon receipt of the funds and/or orders of payment.

Section 7.06. Financial Controls. The organization shall adopt appropriate financial controls to ensure the integrity of its funds. Specifically, without limitation, the organization shall maintain separation of financial controls so that, minimally:

- a. All expenses must be approved by the membership, via their elected officers, by way of approval of an annual budget, or amendments thereto, or be approved by separate resolution of the Board of Directors;
- b. The Vice-President and Secretary shall review all bank statements;
- c. The Vice-President and Secretary shall annually audit all corporate finances, or hire and supervise an outside accountant or auditing firm to conduct a review of corporate financial records.

Section 7.07. Financial Report. The Treasurer shall present a financial report at each membership meeting of the organization and shall prepare a final report at the close of the year in accordance with the organization's financial policies. The Board of Directors shall have the report and accounts examined annually. If the organization grosses less than \$100,000 per year, the financial practices and accounts may be reviewed by an internal audit committee. The internal audit committee shall consist of two or more board or voting members of the organization who are not involved in the routine handling of the organization's finances, including not having signature authority on bank accounts or approval authority over disbursements. If the organization grosses between \$100-200,000 in receipts, an external professional, such as a certified public accountant (CPA), shall be hired by the audit committee to perform a financial review or compilation. A full audit shall be conducted by an external CPA when annual gross receipts equal or exceed \$200,000.

Section 7.08. Fiscal Year. The fiscal year of the organization shall be maintained be from July 1 to June 30 but may be changed by resolution of the Board of Directors.

Section 7.09. Record Retention. All records of the organization shall be maintained and destroyed in accordance with law, and standard record retention guidelines. Financial records shall be maintained as follows:

How to Store/Period of Time

1. Year End Treasurer's financial report/statement: Store with financial records. Permanent.
2. Monthly Treasurer's reports: Store with financial records. Three years.
3. Bank statements, canceled checks, check registers, invoices, receipts, cash tally sheets, investment statements, and related documents. Compile and file records on a yearly basis: Seven years.

Article 8 Conflicts of Interest

Section 8.01. Existence of Conflict Disclosure. Board of Directors, Committees and General Members should refrain from any actions or activities that impair, or appear to impair, their objectivity in the performance of their duties on behalf of the organization. A conflict of interest may exist when the direct, personal, financial or other interest(s) of any officer, or Committee member, competes or appears to compete with the interests of the organization. If any such conflict of interest arises, the interested personnel shall call it to the attention of the Board for resolution. If the conflict relates to the matter requiring Board action, such person shall not vote on the matter. When there is doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person who is the subject of the possible conflict.

Section 8.02. Nonparticipation in Vote. The person having a conflict shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room in which the Board is meeting. However, the person may be permitted to provide the Board with any and all relevant information.

Section 8.03. Minutes of Meeting. The minutes of the meeting of the Board shall reflect that the conflict was disclosed and the interested person was not present during the final discussion or vote and did not vote on the matter.

Section 8.04. Annual Review. A copy of this conflict of interest statement shall be furnished to the Board of Directors, or who hereafter becomes associated with the organization. This policy shall be reviewed annually for information and guidance of the Board.

Article 9 Indemnification

Every member of the Board of Directors, or member of the organization may be indemnified by the organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, or its members in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the

best interest of the organization. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board or member is entitled.

Article 10 Amendments

These bylaws may be amended at any regular or special meeting of the membership by a majority vote of the members present, provided that at least thirty (30) day notice of the proposed amendments has been made to the membership, or alternatively the membership waives the required notice.

Article 11 Dissolution of Club

In the event that the Club dissolves its membership, the Board of Directors shall propose a distribution of remaining funds and inventory to the Athletic Director of the State College Area School District.