

Chaparral Wrestling Club

BYLAWS

ARTICLE I

Name and Location

Section 1. The name of this nonprofit corporation shall be known as: **Chaparral Wrestling Club** (herein after “Club”).

Section 2. The registered and principal office of this Club shall be in Parker, Colorado. The Club may have such other offices, within the State of Colorado, as the Board of Directors may designate from time to time.

ARTICLE II

Purpose and Mission Statement

Section 1. To promote the sport of wrestling in the community of Parker, Colorado.

Section 2. To financially assist the wrestling programs associated with Chaparral High School in the community of Parker, Colorado.

Section 3. To develop and maintain lines of communication between parents, coaches, school administration, and the public concerning the wrestling programs associated with Chaparral High School.

Section 4. **Mission Statement.** To provide opportunities for physical, mental, emotional, and social development while increasing athletic knowledge and enhancing competitive spirit through the sport of wrestling.

ARTICLE III

Membership

Section 1. **General Membership.** Membership shall be available to every Wrestler, Parent, Alumni or Fan of Chaparral Wrestling in good standing with the Chaparral Wrestling Club. However, children who are not enrolled in at least Kindergarten, MUST be supervised by a parent/guardian at all times.

Section 2. **Proof Age.** Each wrestler registering for membership with the Club must provide to the Secretary a copy of a legal document which substantiates the wrestler’s date of birth.

Section 3. **Fees.** Any membership fees prescribed by the Board of Directors shall be made payable to the Club. Membership period shall be from September 1 through August 31.

Section 4. **Voting Rights.** The general membership shall consist of registered wrestlers and their parent(s) or guardian(s), and any other registered adult(s). Voting rights shall consist of one vote per adult member. Voting rights shall consist of one vote per adult member and each member may participate in voting activities as outlined under ARTICLE VII.

Section 5. **Participation.** Parents and wrestlers are encouraged to participate in fundraising, tournament presentation, and promote the good conduct of wrestlers. It is the parents, officers, officials and coaches responsibility to see that those participating in the Chaparral Wrestling Club program demonstrate and promote an atmosphere of positive character on the mat and off the mat.

Section 6. **Non-Discriminatory Statement.** Membership into the Chaparral Wrestling Club and participation in the Club's activities shall take place without regard to race, color, religion, sex or national origin.

ARTICLE IV

Board of Directors

Section 1. **Authority.** The affairs and property of the Chaparral Wrestling Club shall be managed and controlled by its Board of Directors. The Directors may exercise all such powers and handle all affairs of the club subject to the provisions of the Articles of Incorporation, these Bylaws, and all applicable laws.

Section 2. **Directors.** The Board of Directors shall consist of the President, Vice-President, Treasurer, Secretary, and three (3) At-Large Members. The President shall be the Chairman of the Board of Directors.

Section 3. **Officers.** The Officers of the Board of Directors shall consist of the President, Vice-President, Secretary, and Treasurer. Officers shall hold office until: (a) a successor is duly elected, (b) death or disability, (c) a resignation, or (d) removal from office by a 2/3 majority vote of all voting members in good standing. The head coach of the Chaparral High School Wrestling team and the head coach of the youth wrestling team shall hold positions as officers of the board at all times.

Section 4. **Terms.** Term of office shall be two (2) years for the President, Vice-President, Treasurer, Secretary; and one (1) year for At-Large members.

Section 5. **Vacancy.** A vacancy for any reason shall be filled by appointment with the vote of the remaining Directors until the next annual meeting.

ARTICLE V

Duties of Officers

Section 1. **President** – The President shall supervise all the business affairs and enforce all the rules of the Club. He/she shall preside at all business meetings and ensure that an orderly and complete meeting is conducted. The President may be a signer on all checks issued on behalf of the club.

Section 2. **Vice-President** – The Vice-President shall assist the President in the performance of his duties. In the absence of the President, the Vice-President shall perform the duties of the President. The Vice-President may be a signer on all checks issued on behalf of the Club.

Section 3. **Secretary** – The Secretary shall record all minutes of all meetings held by the Board of Directors and prepare copies of such minutes for the permanent record before the next meeting or Chaparral Wrestling Club publication. The Secretary and his/her designee shall be responsible for all Club correspondences.

Section 4. **Treasurer** – The Treasurer shall maintain all the financial records of the Chaparral Wrestling Club and prepare checks as directed by the Board of Directors or the President. The Treasurer may be a signer on all checks issued on behalf of the club. The Treasurer is responsible for all deposits. The Treasurer shall provide a current financial report at each meeting including a Club financial report at the annual membership meeting. Treasurer must also submit any tax liabilities or annual returns as required to maintain the Club's tax status.

ARTICLE VI

Meetings

Section 1. **Annual Meeting.** The annual meeting of the Club shall be held in April of every year. At each annual meeting the Directors of the Club shall be elected. If the annual meeting does not take place at the time fixed, it shall be held within a reasonable time thereafter, and the Directors shall be held over until their successors have been elected. New Directors shall assume their duties after this meeting.

Section 2. **Regular Meetings.** Meetings of the Board of Directors shall be held periodically, with the time and location, to be fixed by the Board at a meeting or by the President. Upon notification of the President, the Secretary shall notify all members by phone or e-mail of the time and the place of all meetings. All meetings shall be run in an orderly manner. Roberts Rules of Order should be followed as close as possible.

Section 3. **Special Meetings.** Special meetings of the Board of Directors may be called by the President or by a majority of the members of the Board.

Section 4. **Quorum.** A minimum quorum is four of the seven voting Directors. No meeting of the Board of Directors shall be legal without at least four (4) Board Members present and at least the President or Vice President in attendance. For a ruling to be passed, a minimum vote of four (4) is needed. Only members of the Board of Directors are eligible to vote.

ARTICLE VII

Elections and Voting

Section 1. All Directors shall be elected by the voting members of the Club. The President and Treasurer will be elected in odd numbered years; the Vice-President and Secretary elected in even numbered years; At-Large Members will be elected annually.

Section 2. A nominating committee, appointed by the President, shall meet prior to the annual election meeting to prepare a list of candidates for the Board of Directors. Nominations will also be taken from the floor during the annual membership meeting by any voting members in good standing.

Section 3. An election will be held for each contested office with the President and Secretary responsible for the counting of the votes.

Section 4. Office may be held by only one member of a family or household.

Section 5. At the annual membership meeting, each general member in good standing may cast one vote per open position on the Board of Directors.

Section 6. No member can hold two board positions at the same time.

ARTICLE VIII

Use of Funds and Equipment

Section 1. **Contracts.** Only the Board of Directors may authorize contracts on the part of the organization.

Section 2. **Loans.** No loans may be contracted on behalf of the Club and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Officers. Such authority may be general or confined to specific instances.

Section 3. **Checks.** All checks may be signed by the Treasurer, President, or Vice President. All checks over \$300 require two signatures.

Section 4. **Deposits.** All funds of the club not otherwise employed for its purpose shall be deposited from time to time to the credit of the Club in such banks or other depositories as the Board of Directors may select.

Section 5. **Financial Audit.** An annual internal financial audit of the Chaparral Wrestling Club will be conducted by two (2) designated members of the Board of Directors, not to include the Treasurer.

Section 6. **Annual Budget.** The Chaparral Wrestling Club Board of Directors will formulate an annual budget by September 1st of each year for the following year's budget. This budget will provide a breakdown of expenditures that are anticipated for the upcoming wrestling season. This budget must be approved by the Club Board of Directors.

Section 7. **Funds Raised.** The funds raised by the Club, except such as may be designated for special purposes, shall be appropriated by the Board of Directors to pay the legitimate and necessary expenses of the Club in carrying out its primary purpose. Neither funds of Club nor any procured by it, shall be appropriated or used without the prior written approval of the Club Board of Directors.

Section 8. **Expenditures.** If expenditures are incurred without the Board of Director's pre-approval, then the Board of Directors will take a unanimous vote to approve such expenditures. Expenditures NOT unanimously approved by the Chaparral Wrestling Club Board will be the responsibility of the individual(s) incurring the expense(s). Expenditures, NOT included in the approved budget (Section 6), greater than \$250 shall only be authorized by a majority vote of the Chaparral Wrestling Club Board.

Section 9. **Checks.** All checks will be signed by the Treasurer, President or Vice-President.

Section 10. **Compensation.** Coaches and the Chaparral Wrestling Club Board will not be compensated for any of their services provided to the Club. The Club will pay for the Coaches' annual membership fees with USA Wrestling.

Section 11. **Equipment.** No equipment of the Chaparral Wrestling Club shall be used by any individual or organization not affiliated with the Club without the prior written approval of the Board of Directors. No equipment of Club will be used for any purpose other than what it was intended/designed for.

Section 12. **Training.** Costs to meet USA Wrestling and CHSAA requirements for Head Coach, Assistant Coaches, and other required training costs may be compensated by the Club at the discretion of the Board of Directors.

Section 13. **Fiscal Year.** The fiscal year of the Chaparral Wrestling Club shall begin on the first day of September of each year and end on the last day of August of the following year.

ARTICLE IX

Dispute Resolution

Section 1. **Method of Procedure:** Any Club member(s) having a complaint against another member for the infraction of any provision of these Bylaws and/or Club rules or for conduct injurious to the welfare of the Club, may report the same in writing to the Board of Directors. The complaint shall set forth the facts, the alleged infractions, and the names of any witnesses. After receiving the complaint, the Board of Directors shall meet as soon as practical to investigate the allegations. The complainant(s) and the identified member(s) identified in the complaint, shall receive at least seven (7) days' notice of such meeting and may be heard along with any witnesses. The statements and all evidence heard shall be reduced in writing by the Secretary and copies shall be mailed to the complainant(s) and identified member(s). The Board of Directors will review all statements and evidence prior to making a final disposition. Once the Board of Directors makes a final disposition, any appeal of the decision from the Board of Directors may be taken to the general Club membership if written notification to the Secretary is received within seven (7) days of the decision. A special general Club membership meeting shall be called to hear the facts of the case and a two-thirds (2/3) vote of the general Club members is necessary to reverse the decision of the Board of Directors.

Section 2. **Removal of Board Members:** Any member of the Board of Directors who is convicted of any crime or engages in conduct detrimental to the integrity of the Chaparral Wrestling Club will be subject to a review by the remaining Board of Directors. This review will identify the circumstances and consequences of the member's continued involvement in the Chaparral Wrestling Club. Removal of a member of the Board of Directors must be brought to the floor by motion at a Board of Directors meeting. A majority vote is needed to call a special Board of Directors meeting within two (2) weeks to allow all persons involved to prepare. If the removal meeting is directed at the President, the Vice-President will chair the meeting. Due process will be afforded to the members involved at the special meeting and all members present at the meeting that are in good standing will be allowed to speak. A two-thirds (2/3) vote of a quorum of the Board of Directors will be required for removal. The Board of Directors has the final decision.

ARTICLE X

Committees

Section 1. **Committees.** The Chaparral Wrestling Club may have several standing committees of which each shall have a committee chairperson appointed by the Board of Directors. The committees may consist of, but are not limited to the following: Branding, Organization, and Competition. The Chairperson from each committee shall report to the Board of Directors.

Section 2. **Membership.** Any voting member of the Club is eligible to be on a committee. Voting members can be on more than one committee.

Section 3. **Tenure.** All committees shall be appointed for one (1) year or less.

ARTICLE XI Dissolution

Section 1. The Club may be dissolved at any time by a unanimous vote of the Board of Directors.

Section 2. Two (2) officers shall be required to request the President hold a vote regarding dissolution of the club.

Section 3. Notice of the vote shall be provided to the general membership at least two (2) weeks prior to the vote by at least one of the following options: (a) Personal flyer distribution, (b) Web page announcement, or (c) School newsletter(s).

Section 4. Upon dissolution of the Club, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 5. Should the Club be dissolved and a new IRS non-profit replacement not be formed, all remaining Club funds shall be donated by the President to the wrestling athletic fund of the Chaparral High school.

ARTICLE XII Indemnification

The Chaparral Wrestling Club shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement

payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE XIII

Conflicts of Interest

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE XIII

Amendments

These Bylaws may be amended, repealed or altered in whole or in part by a majority vote at any regular or special meeting of the Club members.