
Bylaws of the Cougar Wrestling Club

Adopted on March 29, 2023

Article I- Name and Purpose

Section 1. Name: The name of the association shall be The Cougar Wrestling Club.

Section 2. Purpose: The Cougar Wrestling Club is committed to building champions on and off the mat. All Cougar wrestlers/Cherokee Trail wrestlers shall maintain appropriate standards of academic performance and class attendance while adhering to our community standards. Wrestlers must be in good standing academically to participate in any wrestling activities set forth by our Cougar Wrestling Club board of directors and the Cherokee Trail wrestling program. Any persons involved in the said programs will abide by all the rules governed and expectations, including general school and community principles of good sportsmanship and conduct. Our champions are student athletes who use the sport of wrestling to become outstanding individuals through trainings set forth in the program to achieve mental, physical and leadership skills to assist them in everyday life skills.

Article II- Membership

Section 1. Members: The association's members shall consist of the Board of Directors.

Section 2. Board Role, Size, Composition: The Board is responsible for overall policy and direction of the corporation, and delegates responsibility for day-to-day operations to the corporation's President, staff, and committees. The Board shall be made up of no fewer than four (4) Board Members and to the extent practicable shall consist of an odd number of Board Members. Board Members shall be the voting members of record to the official business of the Cougar Wrestling Club. Board Members shall receive no compensation other than reimbursement for reasonable expenses.

Section 3. Meetings and Notice: The Board shall meet regularly and not less than 4 times a year, at an agreed time and place. An official board meeting requires that each of the Board Members have notice at least one week in advance. Notice shall be sent by mail or electronic means to each Board Member by an officer or any Board Member. The notice must include the date, time, and place of the meeting; and, except where said meeting is called to consider an amendment to the Articles or Bylaws of the corporation, or when a special meeting is to be held, the notice need not state the purpose of the meeting. Notwithstanding the foregoing, no notice need be given if the day or date, time, and place of a board meeting has been announced at a previous regular meeting of the board. Further, any Board Member may waive notice of any meeting, whether waiver of notice is given before, at, or after the meeting, and whether given in writing, orally, by electronic communication, or by attendance; provided, however, a Board Member shall not be deemed to waive notice where a Board Member attends a meeting for the express purpose of objecting to the transaction of any business because the Board Member believes the meeting has not been lawfully called or convened.

Section 4. Terms: All Board Members' terms shall be the following:

- President: 1- year term
- Vice President: 1- year term
- Secretary: 1- year term
- Treasurer: 1- year term
- Member at Large: 1- year term

Section 5. Board Elections: Elections for all Board Members will be held during the annual meeting. At least one month prior to the annual meeting, all positions available to be filled will be made public. Nominations from the floor will be accepted. Election shall be by simple majority of the voting members. The terms of office begin the first board meeting following the annual meeting. An elected Board Member can serve more than one consecutive term. Spouses and significant others are not allowed to serve on the Board during the same

term. All Board Members are expected to attend at least 75% of regularly scheduled meetings.

Section 6. Election Procedures: A nomination may be made by any person in attendance at the regularly scheduled meeting whereby elections are held. In addition, any current Board Member can nominate a candidate to the slate of nominees.

Section 7. Quorum: A quorum must consist of at least forty percent of the Board Members to allow business to be transacted or motions passed. If a quorum is present when a duly called or held meeting is convened, the Board Members present may continue to transact business until adjournment, even though the withdrawal of a few Board Members originally present leaves less than the proportion or number otherwise required for a quorum.

Section 8. Vacancies: In the event that a vacancy occurs in any office, the Board shall fill the vacancy within one month or as soon as possible. A special board meeting may be called to fill a vacancy. A simple majority vote of the Board is sufficient. If the vacancy was for an elected member of the Board, the voting members at the next annual meeting must affirm the vacancy.

Section 9. Resignation, Termination, Absences and Removal: Resignation from the Board must be in writing and received by a Board Member. Any one or all the Board Members may be removed at any time, with or without cause, by the affirmative vote of two-thirds of the Board Members entitled to vote at an election of Board Member. A Board Member may be removed for excess absences from the Board meetings. Notwithstanding Section 8, a new Board Member may be elected at a meeting at which a Board Member is removed.

Section 9. Special Meetings. Special meetings of the Board shall be called upon the request of the President or one-third of the Board Members. Notices of special meetings shall be sent out by the Secretary or any Board Member to each Board Member at least three days in advance of the meeting.

Article III- Duties of Officers

Section 1. Officers and Duties: There shall be officers of the Board consisting of a President, Vice-President, Secretary, Treasurer and Member(s) at Large. The Vice-President may also be elected to assume the secretary responsibilities. The officers will be elected for terms as described in Article III, Section 3. Unless prohibited by the articles or these Bylaws or by a resolution approved by the affirmative vote of a majority of the Board Members present, an officer elected or appointed by the Board may, without the approval of the Board, delegate some or all of the duties and powers of an office to other persons. An officer who delegates the duties or powers of an office remains subject to the standard of conduct for an officer with respect to the discharge of all duties and powers delegated. All officers shall use the shared electronic data and communication system (Google Drive, Mail, etc.) for official club business as much as reasonably possible, while refraining from the use of personal contact information for official business.

Section 2. Duties of the President: The President shall preside at Board meetings and the annual meeting, setting agendas as needed. The President shall designate standing committees and appoint members to these committees. S/he also will have the power to call special board meetings.

Section 3. Duties of the Secretary: The Secretary shall keep the minutes for all board meetings. S/he will assist with data collection and record keeping as needed.

Section 4. Duties of the Treasurer: The Treasurer shall be responsible for keeping the bank accounts of the Cougar Wrestling club in satisfactory order according to commonly accepted business practices and also be responsible for the disbursement of funds as authorized by the Board and/or the voting membership. The Treasurer shall report in writing via electronic means the detailed financial status ledger of the Cougar Wrestling Club to the Board at Board meetings and to the voting membership at the annual meeting. With goal-setting input from the Board, the Treasurer also will be

responsible for producing short- and long-range financial plans and forecasts.
Exceptions will be identified when establishing fund raising projects.

Section 5. Duties of the Officers at Large: The Member at Large shall serve as a liaison to the Board and/or fulfill other duties as needed which include the following:

Duty of Care:

- We have the duty to be informed or are obligated to ask questions, participate in deliberations, and exercise with good judgement.
- We will practice good faith and act with care to ordinarily prudent persons to balance the potential risks and rewards when making decisions for this non-profit organization.
- We agree to always act within the best interest of this non-profit organization.
- We agree to attend all board meetings and read all meeting minutes/board reports to stay informed on the most updated information for this non-profit organization.
- We agree to keep all required accounting records and financials with care while approving all budgets prepared by this non-profit organization.

Duty of Loyalty:

- We agree to put the organizations interests ahead of our own or any other private needs.
- We will abide by the conflict of interest's policy that that clarifies that directors and officers have an affirmative duty to disclose conflicts of interest on an ongoing basis, and that lays out the process for approving and documenting such transactions.
- We will comply with all state and federal regulations which prohibits transactions between the organization and its insiders or related persons.

Duty of Obedience:

- We agree to carry out the purposes of this organization and adhering to all applicable local, state, and federal laws.

Limited Liability Disclosure:

- The governing board of the Cougar Wrestling Club will adhere to making public any liability insurances or other insurances secured by the club or its entities.
- A director or officer will not have any fiduciary duty to a creditor of the nonprofit arising only from the status as a creditor.
- A director or officer is not personally liable for any injury to a person or property arising out of a tort committed by a board member, unless the director or officer was personally involved in the situation giving rise to the litigation or unless the director or officer committed a criminal offense in connection with the situation.

Article IV- Obligations and Compliance

Section1. Financial Obligations and Compliance:

- The governing board of the Cougar Wrestling Club will adhere to all State and Federal registrations and filings every year as stated by the government. The Treasurer and Accountant of the Cougar Wrestling Club will file all State and Federal year end taxes.
- The governing board of the Cougar Wrestling Club will keep monthly bookkeeping records of its financial gain and obligations every month. Bookkeeping of these records will be reconciled monthly throughout the year.
- The governing board of the Cougar Wrestling Club will make public copies of our form 990 filings for the three most recent reporting years.
- The Cougar Wrestling Club will conduct quarterly audits by our audit committee (CWC treasurer and CWC accountant) to ensure compliance at the state and federal levels.
- The Cougar Wrestling Club will require our 'Reimbursement Request Document' worksheet to be submitted to our club accountant for review of any travel/other expenses to be considered for reimbursement. This document of reimbursement will be brought to the board for board approval by all voting members of the board. After review is conducted the accountant shall process/deny the reimbursement request. All reimbursement requests must be

accompanied by receipts or other documentation and kept on file for a period of three years.

- The governing board of the Cougar Wrestling Club will gather sufficient documentation of processes and criteria to determine incentives for coaches/staff, gather data on incentives for executives with comparable duties and advance approval by our club accountant. Under no circumstances will any board member receive any incentives or compensation.
- The governing board of the Cougar Wrestling Club will discuss and adhere to the budget for the current year of the club (April 1st- March 31st).
- All board members of the Cougar Wrestling Club have a duty to report any financial or other misconduct with no retaliations to be pursued upon the member. An open-door policy shall be enforced and conducted by the Cougar Wrestling Club. Please see the 'Open Door Policy Document' for details.

Section 2. Tax Deduction Status:

- The Cougar Wrestling Club is labeled as a non-profit organization but is not a tax-deductible organization. The Cougar Wrestling Club agrees to have only the following individuals engage in sponsor cash donations. Voting members have the right to replace or add any other members from the board of the directors to the individuals below.

Sponsor Officials Assigned to Cash Sponsors:

- *Jeffrey Buck, Seth Bogulski, Debi Rouleau, Daisy Benjamin*

Article V- Committees

Section 1. Committees and Committee Minutes outside of the Board: The board may create committees as needed.

Article VI- Amendments

Section 1. Amendment: The Bylaws may be amended from time to time by a two-thirds majority of the Board. Proposed amendments must be submitted to

a Board Member in writing in sufficient time to be sent out with regular Board notice and/or announcements.

Article VII- Conflicts of Interest:

Section 1. Conflict of Interest: Conflicts of interests may arise in the relations of directors, officers, and staff with any of the following third parties:

- Persons supplying goods and services to the Cougar Wrestling Club.
- Person's form whom the Cougar Wrestling Club leases property and equipment.
- Persons with whom the Cougar Wrestling Club is dealing or planning to deal in connection with the gift, purchase or sale securities or other property.
- Competing organizations.
- Donors and others support the Cougar Wrestling Club.
- Agencies, organizations, and associations which affect the operations of the Cougar Wrestling Club.
- Family members, friends, and other affiliates.

Section 2. Disclosure policy and procedures: The areas of conflicting interest listed in section 1 and the relations in those areas which may give rise to conflict are not exhaustive. Conflicts might arise in other areas or through other relations. It is assumed that the directors, officers, and staff will recognize such areas and relation by analogy.

It is the policy of the board that the existence of any of the interests described in section 1 shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of the board, officers, and staff to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

The board shall determine whether a conflict exists and in the case of an existing conflict, whether the contemplated transaction may be authorized as just, fair,

and reasonable to the Cougar Wrestling Club. The decision of the board on these matters will rest in their sole discretion, and their concern must be the welfare of the Cougar Wrestling Club and the advancement of its purpose.

Article VIII- Agreements

Section 1. Agreements: The Board of Directors hereby come into agreement of the following statements:

- The Cougar Wrestling Club hereby recognizes that we are a non-profit association but not a 501 c3 tax exempt organization and will conduct this association as such until our approved IRS tax exempt status is received.
- The Cougar Wrestling Club is an unincorporated association under the IRS 501c3 IRS code Part II. Organizational Structure ‘Unincorporated Association’ definition.
- The Cougar Wrestling Club does not expressly empower the organization to engage in activities that are not furtherance of its exempt purposes.
- The Cougar Wrestling Club organization is exclusively for charitable and educational purposes for our wrestling club and its programs under the section 501c3 of the Internal Revenue Code.
- No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons.

Section 2. Dissolution Clause and Agreement: The Board of Directors hereby come into agreement of the following dissolution clause:

- Upon the dissolution of this organization, assets and funds shall be distributed to The Cherokee Trail Wrestling Program at Cherokee Trail High School which is a defined non-profit 501c3 establishment under the 501c3 PUB. 557. Please see the Cougar Wrestling Club ‘Dissolution Policy Document’ for detailed information.

Article IX- Organization Funds

Section 1. Organization Funds: The funds of the Cougar Wrestling Club shall be deposited in such bank or trust company as the Board Members shall designate and shall, to the extent there are sufficient funds, be withdrawn upon the check or order of the President, Vice President, Treasurer, or designated Board Members.

Designated Cougar Wrestling Club Bank:

Please email admin@cougarwrestlingclub.org.

Certification

As President, Vice President, Treasurer, Secretary and Officers of the Cougar Wrestling Club, we hereby certify that the foregoing Bylaws are the complete Bylaws of the Cougar Wrestling Club, as adopted by the Board of Directors on the 29th day of March 2023.