
**By-Laws
of the
United States of America Wrestling Association, Inc.**

Article I

Name, Offices, Registered Agents, Purpose and Corporate Identity

- 1.1 **Name.** The name of the corporation shall be United States of America Wrestling Association, Inc. In addition to the formal name, the corporation may conduct its affairs under such names, symbols and images as may be approved by its Board of Directors, including without limitation "USA Wrestling".
- 1.2 **Principal Office.** The principal office of the corporation shall be located in or about the City of Colorado Springs, County of El Paso, State of Colorado. The corporation may have such other offices as the Board of Directors may determine from time to time.
- 1.3 **Registered Agent.** The corporation shall appoint and continuously maintain, at an address within the State of Colorado, a registered agent upon whom service of process may be made.
- 1.4 **Purpose.** The United States of America Wrestling Association, Inc., as the National Governing Body for Wrestling in the United States, shall responsibly advocate, promote, coordinate, and provide opportunities for amateur wrestlers to achieve their full human and athletic potential.
- 1.5 **Corporate Identity.** The United States of America Wrestling Association, Inc. shall be organized as a non-profit corporation within the definition of the Internal Revenue Code § 501 (c) (3), as amended.

Article II

Composition of the Corporation

The corporation's membership shall include representation from amateur sports organizations involved with amateur wrestling, as provided below; and additionally include opportunity for individuals and groups to associate with the corporation, as herein specified.

- 2.1 **Membership Classes.** The corporation shall have three classes of members: Active, Allied, and Individual.
- 2.1.1 **Active.** Active membership in the corporation shall be open to any *bona fide* amateur sports organization conducting or sponsoring competitive, officials' or coaches' wrestling programs throughout the United States.
- (a) Any Active member which conducts, on a level of proficiency appropriate for selection of amateur athletes to represent the United States in international

amateur wrestling competition, a national program or regular national amateur wrestling competition, shall be entitled to such representation on the Board as reflects the nature, scope, quality and strength of the programs of such member in relation to all other programs and competition in amateur wrestling in the United States.

- (b) The Active members of the corporation, and their respective representation on the Board of Directors, are listed in Appendix A attached hereto and made a part hereof.

2.1.2 Allied. Allied membership in the corporation shall be open to any sports organization active or interested in amateur wrestling but not qualifying for Active Membership or, even though qualified, does not wish to become an Active member.

2.1.3 Individual. Membership in the corporation shall be available to individuals.

2.2 Acceptance of Membership. Any organization or individual which meets the requirements for membership set forth in Section 2.1 shall, upon proper written application and payment of applicable dues, be entitled to acceptance as a member of the corporation.

2.2.1 Applications for Active and Allied membership, and the determination of the voting power of Active members, shall be subject to approval of the Board of Directors, but such application shall not be rejected except on the ground that the applicant fails to meet the qualifications for membership of the class in question.

2.2.2 The Board of Directors may alter the membership class of any organizational member or alter the number of voting representatives on the Board of Directors to which an Active member is entitled.

- (a) Beginning in 1993, and at least every four years thereafter, each Active member, Operating Division, and Standing Committee of the Board shall be examined by the Long Range Planning Committee and such adjustments as deemed appropriate made in standing and voting representation shall be recommended to the Board for approval.

2.2.3 The Board of Directors shall not take any actions specified in 2.2.1 or 2.2.2 except on thirty (30) days advance notice and then only upon the affirmative vote of two-thirds of the members of the Board present and voting, a quorum being present.

2.2.4 Applications for individual membership shall be in such form and on such terms as may be determined by the Board, and may be accepted by the Executive Director, his appointed agents, or by officers of the State Associations in conformity with the procedures established for membership registrations by the corporation.

2.2.5 Applications for each class of membership in the corporation shall constitute an understanding and agreement that, as a condition to acceptance and maintaining membership, the member agrees to be bound by and observe all applicable provisions of these By-Laws and USA Wrestling operating rules and policy.

2.2.6 No individual shall be denied membership in the corporation, nor shall any representative of any Active or Allied member be refused recognition, because of race, color, religion, sex, age, or national origin.

2.3 Suspension or Termination of Membership. Any member may be suspended or have their membership in the corporation terminated for violation of these By-Laws or any rules, policies or

procedures of the corporation, in the following manner. The member shall be given reasonable prior written notice of the proposed suspension or termination and the reasons therefore. Written notice must be given by first-class or certified mail sent to the last address of the member shown on the corporation's records. The member shall have an opportunity to be heard by the Board of Directors at its next scheduled meeting before a suspension or termination is imposed by the Board of Directors. However, between meetings of the Board of Directors, the Executive Committee may conduct the hearing on an expedited basis if it is determined by the President or the Executive Director that an expedited hearing is warranted under the circumstances. Procedures for a hearing by the Board of Directors or the Executive Committee shall be the same as are set forth in Section 12.6 of these By-Laws. Any member who is suspended or has their membership terminated is liable to the corporation for dues, assessments or fees incurred or commitments made prior to suspension or termination. Notwithstanding the provisions of this Section 2.3, the provisions of Article XII of these By-Laws will take precedence with respect to any matter that is otherwise within the cognizance of Article XII and the provisions of Section 16.2 of these By-Laws will take precedence with respect to non-payment of membership dues.

Article III Board of Directors

- 3.1 Powers.** The Board of Directors shall be the principal governing body of the corporation, and shall be responsible for managing the affairs of the corporation. It shall be responsible for exercise by the corporation of the duties of a National Governing Body recognized by the United States Olympic Committee, as specified in the USOC Constitution, and of a member of the Fédération Internationale de Lutte Amateur (FILA). The corporation shall be autonomous in the governance of amateur wrestling, in that the Board of Directors independently shall determine and control all matters central to such governance, shall not delegate such determination and control, and shall be free from outside restraint.
- (a) The budget for a fiscal period shall be approved by a majority of the Board of Directors prior to that fiscal period, unless authorization is granted by the Board to the Executive Committee.
- 3.2 Composition.** The Board of Directors shall be composed of the following:
- 3.2.1 Officers of the corporation.**
- (a) Immediate Past President, if any.
 - (b) President.
 - (c) First Vice President.
 - (d) Second Vice President.
 - (e) Secretary.
 - (f) Treasurer.
- 3.2.2** Eight individuals to serve in At Large positions, as elected by the procedures specified in Sections 7.6 through 7.7.
- 3.2.3** Those representatives of Active members as are selected by them respectively. (See Appendix A) In the event an Active member does not select a representative to a Board seat for which it is eligible, that seat shall be declared vacant but not forfeited. Active member seats which are vacant shall not be counted for the purpose of determining a quorum of the Board of Directors.

- 3.2.4 Two representatives from the corporation's Kids/Cadets Division, and one representative each from the Junior Division and FILA Junior World/University Division, Women's Age Group Division, and the State Chairmen's National Council, to be elected by the state representatives within such respective divisions.
- 3.2.5 One representative from the United States Federation of Wrestling Clubs ("USFWC"), to be elected by the division.
- 3.2.6 The chairmen of the Sport Committees of the corporation, chosen according to the provisions appearing herein.
- 3.2.7 One representative from the National Wrestling Hall of Fame and Museum.
- 3.2.8 That number of individuals who are actively engaged in amateur wrestling competition or who have represented the United States in international wrestling competition within the preceding ten (10) years (hereinafter called "active athletes"), as shall constitute twenty (20) per cent of the total membership of the Board. Such individuals shall be elected by active athletes, pursuant to procedures established by the Board of Directors. The phrase "actively engaged in amateur wrestling competition", above, shall be interpreted in that context to mean competing at a level of proficiency appropriate for selection to a national team.
- (a) Active member seats which are vacant shall be counted for the purpose of computing the total number of Board seats on which active athlete participation is determined.
 - (b) The seat on the Board of Directors reserved for the Immediate Past President shall be counted for the purpose of computing the total number of Board seats on which active athlete participation is determined, regardless of whether such seat is filled.
- 3.2.9 Honorary members, if any.
- (a) American members of the FILA Bureau shall be seated as non-voting members of the Board of Directors.
 - (b) Other individuals as may be determined by the Board of Directors from time to time may be seated as non-voting members of the Board of Directors.
 - (c) Honorary members on the Board of Directors shall not be counted for the purpose of determining active athlete representation or a quorum of the Board.
 - (d) Except for any Americans serving as members of the FILA Bureau, individuals selected as Honorary Members of the Board of Directors shall have a term coextensive with the term of the officers of the corporation.
- 3.2.10 Two representatives from the corporation's coaches council to be elected from and by the USA Wrestling coaches membership.
- 3.2.11 Two representatives from the corporation's officials council (referred to as the United States Wrestling Officials Council or "USWOC") to be elected from and by the USA Wrestling officials membership, which constitutes the membership of USWOC. The USWOC exists as a division of USA Wrestling, as reflected on Appendix A to these By-laws, in accordance with the operating policies and procedures of the USWOC.

- 3.2.12 Any and all representatives to the Board of Directors from divisions of the corporation, constituent groups or Active members must be designated prior to the Election Board Meeting of the Corporation, or whenever a change in representative(s) takes place.
 - 3.2.13 Members of the Board of Directors shall be selected without regard to race, color, religion, national origin, or sex (provided that to the extent the corporation conducts separate male and female programs, it shall provide for reasonable representation of both males and females on the Board of Directors).
- 3.3 **Meetings.** The Board of Directors shall meet at least once annually. The Board may determine the timing for meetings according to its schedule and agenda.
- 3.3.1 Special meetings of the Board shall be held upon call of the President or the Executive Committee, or upon the written request of not less than twenty-five percent (25%) of the Directors. Such meetings shall be held at such time and at such place as shall be specified in the notice of meeting.
 - 3.3.2 Notice of a meeting of the Board of Directors shall be sent to each Director in writing by the Executive Director, by mail or electrotelegraphic transmission, no less than thirty (30) days in advance of a scheduled meeting, and no less than fifteen (15) days in advance of a special meeting.
 - 3.3.3 Meetings of the Board of Directors shall be open to the public unless the Board votes to meet in closed session.
- 3.4 **Quorum and Voting.** A quorum of the Board of Directors shall consist of a majority of its members, but if less than a quorum is present at a meeting, those present may adjourn the meeting from time to time without further notice. Unless otherwise provided herein, all action to be taken by the Board shall be by a majority vote of those present and voting, a quorum being present. No voting by proxy shall be permitted. Each Director shall be entitled to one vote.
- 3.5 **Conflicts of Interest.** No member of the corporation's Board of Directors or Executive Committee shall participate in the discussion concerning, or vote on, any action from which the member or any organization in which the member is materially interested, may directly or indirectly derive any material benefit. A violation of this rule by a member of the Board of Directors or Executive Committee shall not invalidate the action taken by the Board or committee if, following disclosure of the adverse interest of such member, the Board or committee authorizes, ratifies or approves the action by a vote sufficient for the purpose, without counting the vote of such member.
- 3.6 **Vacancies.** If a Director resigns or is otherwise unable to serve, his successor for the remainder of his term shall be named by the organization or body which named or elected him a Director by a date to be specified by the President.
- 3.7 **Action in Writing.** The Board of Directors may, in lieu of taking action at a meeting, act by unanimous written consent of all its members. Such consent, which may be signed in counterparts, shall have the same force and effect as a unanimous vote of the Directors and shall be included in the minutes of proceedings of the Board of Directors.
- 3.8 **Meetings by Conference Telephone Call.** Members of the Board of Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

**Article IV
Executive Committee**

- 4.1 **Authority.** An Executive Committee of the Board of Directors shall, consistent with the policies established by the Board, exercise the powers and perform the duties of the Board between meetings of the Board. The Executive Committee shall review on a regular basis, and may alter by a majority of its members, the approved budget for the corporation's programs.
- 4.2 **Composition.** The Executive Committee shall consist of thirteen (13) individuals, namely:
- (a) Officers of the corporation, including the Immediate Past President, if any;
 - (b) Three active athletes elected from the Board by the active athletes;
 - (c) Two members from the Junior Olympic Wrestling Committee, elected from the Board by the members of the Junior Olympic Wrestling Committee; and
 - (d) Others elected from and by the Board, so as to constitute an Executive Committee of thirteen (13).
- 4.3 **Meetings.** Meetings of the Executive Committee shall be held not less often than quarterly, on call by the President, or at the request of one-third of the members of the Committee. Meetings shall be held at such time and at such location as specified in the notice of the meeting. Notice of a meeting of the Committee shall be sent to each member thereof in writing by the Executive Director, by mail or electrotelegraphic transmission, at least seven (7) days in advance of such meeting.
- (a) The Executive Committee will meet in person on at least one occasion during the fiscal year.
- 4.4 **Conference Telephone Call.** The Executive Committee may, in lieu of taking action at a meeting, act by conference telephone call, as long as at least two-thirds of the members of the Committee in fact participate therein. Notice of the conference call shall be caused to be given by the Executive Director or President to each member. If notice is in writing, posting four (4) days before the call is deemed to have fulfilled this requirement. If notice is by telephone, actual contact must be made with each Executive Committee member.
- 4.5 **Minutes of Meetings.** Minutes of each Executive Committee meeting or conference call shall be sent to each member of the Board of Directors in a timely manner.
- 4.6 **Committee Rules.** The provisions of Sections 3.4, 3.5, and 3.7 shall be applicable to the Executive Committee (provided, however, that for the purposes of applying the provisions of Section 3.4, a quorum of the Executive Committee shall consist of two-thirds of its members).
- 4.7 **Personnel.** The Executive Committee shall be responsible for doing an annual evaluation of the Executive Director, reviewing the Executive Director's evaluations of all USA Wrestling staff, and to assist in the hiring process of employees when so designated by the Board or Executive Director.

**Article V
Officers**

5.1 Officers. The officers of the corporation shall be Immediate Past President, President, First Vice President, Second Vice President, Secretary, and Treasurer.

5.1.1 No person may be an officer of the corporation if he is an officer of another national governing body recognized by the USOC.

5.1.2 After election, the President of the corporation shall serve as a Member At Large. If the newly elected President was a representative from a constituent group or Active member, that group or Active member shall be entitled to replace its representative to the Board.

5.1.3 The First Vice President, Second Vice President, Secretary and Treasurer shall not serve as Members At Large. If the First Vice President, Second Vice President, Secretary or Treasurer were representatives from a constituent group or Active member, that group or Active member shall not name an additional representative to the Board.

5.1.4 If the First Vice President, Second Vice President, Secretary or Treasurer is a representative of a constituent group or an Active member and that officer for any reason no longer represents the constituent group or Active member which named him/her to the Board of Directors, that officer shall no longer be a member of the Board of Directors and the office shall be immediately declared vacant.

5.2 Selection and Tenure.

5.2.1 The position of Immediate Past President shall be filled by that individual who most recently completed a term as President.

(a) In the event there is no Immediate Past President, the office of Immediate Past President shall be declared vacant.

(b) In the event an Immediate Past President resigns or is unable to serve, the office of Immediate Past President shall be declared vacant.

(c) In the event a President resigns or is removed from office, such individual shall not become Immediate Past President; but the then-sitting Immediate Past President shall continue in such capacity until such time as a duly elected President fulfills his term of office.

(d) Any officer of the corporation who succeeds to the position of Acting President by the provisions contained in Sections 5.3.3 to 5.3.6, inclusive, shall not become Immediate Past President, unless the individual serves as Acting President for one year or more.

(e) Notwithstanding the provisions of Section 3.6 (Vacancies on the Board), a vacancy in the office of Immediate Past President shall not be filled. The seat reserved for the Immediate Past President shall not be counted toward determination of a quorum of the Board of Directors if such seat is vacant.

5.2.2 The President, First Vice President, Second Vice President, Secretary and Treasurer each shall be elected by the Board according to the provisions and procedures appearing in Article VII, and serve for a term of two years.

- 5.2.3 No person shall be entitled to serve more than two consecutive terms in the same office except the President who may serve four two-year terms, to become effective immediately upon passage.
- 5.2.4 Any officer of the corporation may be removed from office for cause, provided that the officer is afforded a reasonable opportunity for a hearing before the entire Board, and further, that any vote for removal of the individual from office is approved by no less than two-thirds of the Board of Directors eligible to vote.
- 5.3 **Duties.** The duties of the respective officers shall be as follows. With the exception of rules allowing succession to the position of Acting President in the absence of the President, no officer shall assume the duties of another officer.
- 5.3.1 The Immediate Past President shall be a member of the Long Range Planning Committee, and perform duties as may be assigned by the Board.
- 5.3.2 The President shall preside at all meetings of the Board and the Executive Committee, and shall be the principal representative of the corporation to the United States Olympic Committee and the Fédération Internationale de Lutte Amateur. He shall perform such other duties as may be assigned by the Board.
- 5.3.3 The First Vice President shall be a member of the Greco-Roman Sport Committee, Freestyle Sport Committee and Women's Wrestling Committee, and shall perform such other duties as may be assigned by the Board. In the absence of the President, the First Vice President shall be the Acting President.
- 5.3.4 The Second Vice President shall be a member of the Freestyle Coach Selection Committee and Greco-Roman Coach Selection Committee, and shall perform such other duties as may be assigned by the Board. In the absence of the President and First Vice President, the Second Vice President shall be the Acting President.
- 5.3.5 The Secretary shall be the Chairman of the Governance Committee and the Ethics Committee, serve as Parliamentarian, cause minutes to be kept of Board and Executive Committee meetings, and shall perform such other duties as may be assigned by the Board. In the absence of the President, First Vice President and Second Vice President, the Secretary shall be the Acting President.
- 5.3.6 The Treasurer shall be the Chairman of the Finance Committee, and shall perform such other duties as may be assigned by the Board. In the absence of the President, First Vice President, Second Vice President and Secretary, the Treasurer shall be the Acting President.
- 5.4 **Vacancies.** If a vacancy shall occur in any office except Immediate Past President, the Board shall elect a successor for the remainder of the unexpired term. Service as a successor for the unexpired portion of a term shall not be counted for purpose of the limitation contained in Section 5.2.3 hereof.

Article VI Committees

6.1 Committees Generally.

- 6.1.1 Except for those committee positions filled by virtue of office or requirements set forth below, committee seats shall be filled by the methods appearing in Article VII.

- 6.1.2 Notwithstanding the above, in the event a committee member resigns or is unable to serve, the President may appoint an individual to serve on the committee for the remainder of the term. No confirming vote shall be required, nor shall there be a necessity that the appointed individual come from a list of previously considered candidates. This authority shall be restricted in two instances:
- (a) In the event the vacancy is that of a representative of a category required to be filled by the By-Laws, the body that selects such Committee member shall select an individual from within such category to fill the vacancy.
 - (b) In the event the vacancy is that of the Chairman of the committee, and the individual was chairman of that committee by virtue of being an officer of the corporation, then the President shall appoint an individual from that committee to serve as Acting Chairman until the Board elects a successor officer.
- 6.1.3 The President and the Executive Director shall serve as non-voting *ex officio* members of all committees of the Board.
- 6.1.4 In the event a subject matter arises in a committee in which a committee member is materially interested or may directly or indirectly derive any benefit, the member shall recuse himself from discussion and voting.
- 6.1.5 Except where specifically provided elsewhere in these By-Laws, the Chairman of a committee shall be selected by the Committee with final approval by the Board of Directors.
- 6.1.6 Standing or other committees may be created by the Board from time to time by simple majority vote as matters of ordinary business. Ad Hoc committees or task forces may be appointed by the President to support the strategic priorities and address projects or specific situations.
- 6.1.7 Unless otherwise determined by the Board of Directors, each standing committee shall consist of no less than five members.
- 6.1.8 All standing committees of the Board shall have active athlete representation that shall not be less than 20% of the total number serving.
- 6.1.9 The provisions of Sections 3.4., 3.5, 3.7 and 3.8 shall be applicable to standing committees.
- 6.2 **Standing Committees.** Standing committees may give advice and recommend actions to be taken to the Board of Directors or the Executive Committee. The standing committees of the corporation shall have the responsibilities set forth below.
- 6.2.1 **Long Range Planning Committee.** The Long Range Planning Committee shall formulate and recommend to the Board of Directors long-term goals, policies, and programs by which the corporation may achieve its mission and objectives. The committee is responsible for annually reviewing, updating and developing the strategic plan for approval by the Executive Committee or the Board of Directors.
- (a) Members of the Committee shall include the Immediate Past President, a representative selected by the Junior Olympic Wrestling Committee, two active athletes per Section 6.1.8, and others elected by the Board, for a total of nine (9).

- 6.2.2 Sport Committees.** The Sport Committees shall consist of the Freestyle Sport Committee, the Greco-Roman Sport Committee, the Women's Sport Committee, and such other sport committees as may be determined by the Board of Directors. Each Sport Committee, subject to policies established by the Board of Directors, shall make recommendations concerning selection procedures to be used to determine national teams and coaches. Each Sport Committee will recommend selection of volunteer coaches for assignments, and address short- and long-range issues for the national team program as related to each specific style.
- (a) Each Sport Committee shall have a Chairman to be selected by the President from within each respective committee.
 - (b) Each Sport Committee shall consist of the First Vice President as a member, a representative from the Junior Olympic Wrestling Committee, three (3) active athletes of the appropriate style per Section 6.1.8, a representative from the Coaches Council, United States Wrestling Officials Council, United States Federation of Wrestling Clubs, and three (3) others elected by the Board for a total of eleven (11) per Sport Committee.
 - (c) No member of a Sport Committee may serve as a member of a protest committee, in the same style, for any event that is a selection or qualifying event for the Olympic Games, the Pan American Games, World Championship competition or other such protected competitions as defined in the United States Olympic Committee Constitution from time to time.
- 6.2.3 Finance Committee.** The Finance Committee shall be responsible, in cooperation with the Treasurer and Executive Director, for recommending the annual budget for operations of the corporation, reviewing monthly financial statements, internal financial policies and procedures, and for making recommendations for investment of excess operating funds. Additionally, the Committee shall recommend the allocation of funds for specific programs.
- (a) Members of the Committee shall include the Treasurer as Chairman; a representative selected by the Junior Olympic Wrestling Committee, active athletes per Section 6.1.8, and three (3) others elected by the Board, for a total of seven (7).
- 6.2.4 Audit Committee.** The Audit Committee shall select auditors and ensure that the corporation has audited financial statements prepared annually. The committee will be responsible for the acceptance of the annual audited financial statements and receive the auditor's written and oral comments and findings. The committee makes recommendations and will keep the Board of Directors apprised of any audit issues.
- (a) Members of the Audit Committee shall include three (3) members of the Board of Directors and two (2) At-Large members who are not members of the Board of Directors, for a total of five (5). The Audit Committee shall be elected by the Board of Directors. No member of the Finance Committee, including the Treasurer, may be elected as a member of the Audit Committee.
 - (b) The Chairman of the Audit Committee shall be recommended by the President and approved by the Board of Directors.
- 6.2.5 Junior Olympic Wrestling Committee.** The Junior Olympic Wrestling Committee shall act on behalf of USA Wrestling state organization constituents between national

conventions, prepare proposals and policy recommendations to be addressed by the Board of Directors, and prepare the agenda for the National Council of State Chairmen's meeting held each year at the National Convention.

- (a) Members of the committee shall include the Chairman and the Vice Chairman of the State Chairmen's National Council, the representatives of the various regions of the State Chairmen's National Council, the Chairman and Vice Chairman of the National Kids Council, the Chairman of the National Junior Council, the Chairman of the FILA Junior World/University Council, the National Coaches Council State Coaches Directors USAW Board Representative, the Chair of the Women's Age Group Council, the Chair of the Folkstyle Sport Committee, a representative selected by the United States Wrestling Officials Council, and active athletes per section 6.1.8, for a total of twenty (20).
- (b) The Chairman of the Junior Olympic Wrestling Committee shall be elected from and by the committee.

6.2.6 Governance Committee. The Governance Committee shall be responsible for the review of governance practices by the Board of Directors and committees. The committee shall lead the search for individuals qualified to become members of the Board of Directors and committees. Candidates should have the highest personal and professional integrity, demonstrated exceptional judgment and ability, and be able to work effectively with other members to further the long-range goals of the corporation.

- (a) Members of the Committee shall consist of the Secretary as Chairman, a representative selected by the Junior Olympic Wrestling Committee, two (2) active athletes per Section 6.1.8, and three (3) others as elected by the Board, for a total of seven (7).
- (b) The committee will develop and implement an appropriate orientation program for new directors and continuing education for existing directors.
- (c) The committee will review all applications for organizational membership in the corporation and all proposals for change in classification of organizational membership.
- (d) The committee shall consider and present in proper form for action all proposed amendments to the Articles of Incorporation and By-Laws. It shall also review all operating rules of the corporation.
- (e) The committee shall conduct elections and make recommendations regarding candidates in association with the President and according to the provisions and limitations contained in these By-Laws.

6.2.7 Athletes Advisory Committee. The Athletes Advisory Committee shall consider issues of the corporation which affect active athletes.

- (a) The Committee shall consist of three (3) active athletes each from Freestyle, Greco-Roman and Women's Wrestling, elected by and from active athletes pursuant to Section 3.2.8, for a total of nine (9).
- (b) The Chairman of the Athletes Advisory Committee shall be elected from and by the Committee and shall serve on the Executive Committee.

- (c) USA Wrestling's athlete representative to the United States Olympic Committee's Athlete's Advisory Council ("AAC Representative") shall be elected by the Committee.
- (d) The AAC Representative's term as a member of the Athletes Advisory Committee of the corporation shall be determined by the AAC Representative's term in the United States Olympic Committee Athlete's Advisory Council. This provision should not be read to increase the size of the Athletes Advisory Committee in the corporation.

6.2.8. Officials Committee. The Officials Committee shall be responsible for developing ideas, creating strategies and making recommendations to build a strong group of officials on all levels of the division. It will be responsible for addressing short-term and long-term issues for the development of officials as they pertain to recruitment, education and retention. It will also provide oversight of the training and certification of pairing and mat officials for regional, national, and international competitions, and shall make recommendations to the Board regarding selection of officials for regional, national, and international events.

- (a) The committee shall consist of the Chairman of the United States Wrestling Officials Council (USWOC) Executive Board, the USWOC Vice-Chairman, the USWOC Secretary, one member representing Pairings Officials, and one other member of the USWOC, two active athletes per Section 6.1.8, one representative selected by the Junior Olympic Wrestling Committee and one representative of the Coaches Council for a total of nine (9).
- (b) The USWOC exists as a division of USA Wrestling, as reflected on Appendix A to these By-Laws and operates in accordance with operating policies and procedures approved by the Board of Directors. The USWOC is responsible for the administrative operations involving individual officials.

6.2.9 Ethics Committee. The Ethics Committee shall oversee implementation of and compliance with the Conflict of Interest statements and Principles of Ethical Behavior Code as prescribed by the Board of Directors. The committee reviews and investigates matters of alleged violations of the Conflict of Interest and Principles of Ethical Behavior Code and makes recommendations on such matters to the Board. The committee will review and provide guidance on ethical questions presented to it by the Board, officers, committee and task force members, volunteers, staff and the corporation's members.

- (a) A review of any alleged violation by the Ethics Committee does not bar the application of any other relevant procedures available under the By-Laws to the circumstances of the allegations (e.g. a formal grievance) provided, however, that the Ethics Committee shall avoid hearing or investigating matters that are properly the subject of a grievance covered by Articles XII, XIII and XIV, or which were the subject of an investigation or inquiry by another committee or independent body within the corporation.
- (b) Members of the Committee shall include the Secretary as Chairman; a representative selected by the Junior Olympic Wrestling Committee, active athletes per Section 6.1.8, and others selected by and from the Board of Directors, for a total of seven (7).

6.2.10 Women's Oversight Committee. The Women's Oversight Committee is charged with oversight of the corporation's women's wrestling program on behalf of the corporation,

including the corporation's compliance with applicable provisions of the Ted Stevens Olympic and Amateur Sports Act (the "Sports Act"). In that regard, the Committee:

- Is empowered to receive inquiries or complaints from athletes or members concerning compliance with the Sports Act on matters with respect to which it has oversight responsibility, and to consider claims of athletes who believe that tour funding or team competition participation was wrongfully denied; provided however, that the exercise of such authority will not impede the right of a person to exercise any opportunities afforded under Articles XII or XIII of the corporation's By-Laws, if applicable.
 - Will determine the appropriateness of the national annual training schedule, the denomination of mandatory and non-mandatory camps, sanctions relating to failure to participate in mandatory camps, excused absences from mandatory camps, and the High Performance Plan.
 - Will be involved in the review process of the women's National Team coaches, through procedures to be established by the Executive Committee, in conjunction Executive Director's evaluation of the staff of the corporation (including coaches). This will include review of documentation related to reasons for non-attendance by athletes at National Team camps and of National Team Camp evaluation forms. The Committee will report any recommendations to the corporation's Executive Committee (or the corporation's Board of Directors in the event the Executive Committee ceases to exist), including to report on inequities in the caliber of coaches provided to the women's program if such inequities are believed to exist.
 - Will be available to work with the President and Executive Director of the corporation with respect to the periodic review and assessment of the progress of the women's coaching staff; establishment of reasonable, objectively verifiable criteria or targets for success/satisfaction of the Women's National Team members; and the discipline, suspension or replacement of women's National Team coaches when such criteria or targets are not met.
 - Will review the policies of the corporation related to equitable support and encouragement for developing age groups for male and female programs, and provide recommendations in that regard directly to the corporation's Executive Committee (or the corporation's Board of Directors in the event the Executive Committee ceases to exist).
- (a) The Oversight Committee shall consist of the Chairs of the three Sport Committees and two (2) "active athletes" as defined in the corporation's By-Laws. The active athletes will be elected pursuant to the election procedures set forth by the corporation's Athletes Advisory Committee, and both shall be female.
- (b) The Chair of the Oversight Committee will be elected by and from the members of that Committee.

6.2.11 Folkstyle Sport Committee. The Folkstyle Sport Committee shall be comprised of individuals representing the interests of developing and improving Folkstyle programs offered by the corporation. The committee, subject to policies established by the Board of Directors, shall make recommendations concerning improvements relating to tournament operations, club organization, and the conduct of events.

- (a) The Chairman will be elected by the Committee and approved by the Board of Directors.
- (b) The committee shall be populated by policies established by the Board of Directors.

**Article VII
Elections**

7.1 Elections Generally.

- 7.1.1 Those members of the Board of Directors eligible to vote in any election shall be those members constituting the Board of Directors at the start of a Board meeting. The right of a Board member to vote in an election shall continue through elections for all officers and/or committee positions.
- 7.1.2 Candidates elected to office or committee positions shall assume their duties and begin their terms at the conclusion of the Board meeting at which they were elected.
- 7.1.3 Candidates for office or committees shall be informed of the election process and procedures involved, including rights and limitations pertaining to candidate campaigning as provided herein. Candidates who are not current Board members shall have access to Board lists showing names, addresses and phone numbers of Board members eligible to vote in the election, and may be provided with such other information by the Governance Committee as is reasonable.
- 7.1.4 Votes by members of the Board shall be cast by secret ballot, but the election meeting may be observed by candidates and other members of the corporation.
- 7.1.5 The Chairman of the Governance Committee shall inform candidates of the results of an election.

7.2 General Rules Concerning Officers of the Corporation. It shall be the policy of the corporation to elect officers by and from the Board of Directors.

- 7.2.1 Elections for officers shall be held at the annual Board meeting in even-numbered years.
- 7.2.2 Those names eligible to be placed on a ballot for office are those nominations received and certified by the Governance Committee, plus those nominations, taken from the floor, of individuals confirmed as members of the Board of Directors for the next Board term.
- 7.2.3 Any member of an existing Board of Directors, including Members At Large, may be nominated for the office of President, subject, however, to the limitations contained in Section 5.2.3.
- 7.2.4 A Member At Large, newly elected or re-elected at an Election Meeting, being certified by the Governance Committee as serving on the next Board term, may be nominated for the office of First Vice President, Second Vice President, Secretary or Treasurer.

7.3 Procedure for Electing Officers.

- 7.3.1 **Nominations in Advance of an Election Meeting.** Any individual member of the Board may nominate himself or other member of the Board of Directors for office, provided the nominee is certified by the Governance Committee as a member of the

Board for the next Director's term, and such nomination does not conflict with the rules appearing herein.

- (a) Nominations shall be submitted in the form and within such reasonable time as prescribed by the Governance Committee.
- (b) The Governance Committee shall notify each individual nominated and ask if he wishes to serve and have his name placed on the ballot.
- (c) If an individual has nominated himself for office, the Governance Committee shall confirm receipt of the nomination.
- (d) The nominee, once certified by the Governance Committee as eligible for office, and having accepted the nomination, need not be present at the Election Meeting.

7.3.2 **Nominations from the Floor at an Election Meeting.** Any individual member of the Board may nominate himself or other member of the Board of Directors for office, provided the nominee is certified by the Governance Committee as a member of the Board for the next Director's term, and such nomination does not conflict with the rules appearing herein.

- (a) An individual nominated for office from the floor must be physically present to accept such nomination.

7.3.3 **Order of Election.**

- (a) The Board shall vote first for the office of President.
- (b) The Board shall then vote for individuals to serve as Members At Large of the Board for the next Director's term. Members At Large shall be elected according to the provisions appearing in Section 7.6 and 7.7.
- (c) The Board shall then vote for other offices in the following order:
 - First Vice President
 - Second Vice President
 - Secretary
 - Treasurer

7.3.4 **Method of Election.** The Board shall vote by secret ballot, and shall cast one vote per round of balloting for each office.

- (a) The first ballot, if needed, will be to reduce the candidate field for each office to no more than three individuals. The three individuals receiving the most votes shall be considered in the next round of balloting. If there is a tie between individuals for the third-highest vote total, a run-off election shall be conducted to determine the third-place candidate.
- (b) From the final three candidates for an office, a secret ballot will be conducted either once, or twice, as needed, until one candidate has a simple majority of votes. If no candidate receives a majority on the first ballot, the person receiving the least amount of votes shall be stricken from the list, and a run-off will be conducted from the final two.

7.4 General Rules Concerning Committees. It shall be the policy of the corporation to elect members of committees by vote of the Board of Directors from candidates nominated from the membership at large, except where provided elsewhere in the By-Laws.

7.4.1 The election for members of the Executive Committee and the Governance Committee shall be conducted at the annual Board meeting on even-numbered years, after elections are held for officers of the corporation.

7.4.2 The elections for members of the Long Range Planning Committee, Freestyle, Greco-Roman, and Women's Sport Committees shall be conducted at the annual Board meeting of the same year of the summer Olympic Games, after elections are held for Officers of the corporation, beginning after the Olympics in 1996.

7.4.3 The election for members of all other standing committees shall be conducted at the annual Board meeting on odd-numbered years.

7.4.4 The provisions contained herein shall not apply to Ad Hoc, Sub-Committee or Special Task committees.

7.4.5 No limit shall be placed on how many committees an individual may serve.

7.4.6 The Board of Directors may, on an individual committee basis, enact election rules providing for staggered terms of committee members whose terms are not otherwise determined in these By-Laws.

(a) A standing committee may recommend staggered terms for its members by submitting a plan of representation and terms to the Governance Committee.

(b) The Governance Committee shall review the plan, and, in consultation with the committee, make changes or clarifications as needed. The Governance Committee may then present to the Board of Directors, at a time appropriate for such motions, a committee plan for staggered terms.

(c) If a motion is approved by the Board of Directors allowing for staggered terms, the plan shall be submitted to the Governance Committee for implementation.

7.4.7 Unless staggered as per Section 7.4.6, or otherwise stated in the By-Laws, a committee term shall be two years.

7.5 Procedure for Electing Committee Members.

7.5.1 The Governance Committee shall list or describe, in a timely edition of the newspaper, magazine or other printed vehicle circulated to the general membership of USA Wrestling, the committees of USA Wrestling for which available seats may be filled by members of the corporation. Such notice shall include a call for nominations, pertinent rules related thereto, and deadlines for nominations.

7.5.2 Any individual member of the corporation may nominate himself or other individual members of the corporation for a committee seat.

(a) An individual member of the corporation is one who holds an individual membership in the corporation as evidenced by a valid membership card.

(b) Nominations shall be submitted in the form and within such reasonable time as prescribed by the Governance Committee.

- (c) Materials such as resumes, position papers, letters of recommendation, etc., may be submitted to the Governance Committee in support of a nomination.

7.5.3 The Governance Committee shall notify each individual of the nomination and ask if he wishes to serve and have his name placed on the ballot.

- (a) If an individual has nominated himself for office, the Governance Committee shall confirm receipt of the nomination.

7.5.4 The Governance Committee shall assemble a list of candidates for each committee who have qualified according to the provisions of this Article, and who have been certified as current members of the corporation.

- (a) The Governance Committee, together with the President, shall review the list of nominees for each committee and materials in support of candidacies. Recommendations to the Board may be indicated by check-mark.
- (b) In the event any member of the Governance Committee is nominated for a committee seat, he shall recuse himself from discussion and voting on such seat so as to avoid conflict of interest.

7.5.5 The Governance Committee shall publish the list of candidates for each committee in a form comprising the First Ballot.

- (a) All individuals nominated and qualified for a committee seat under this Article shall be included on the ballot. Among the nominees for each committee will be those check-marked by the President and Governance Committee as particularly recommended.

7.5.6 Members of the Board of Directors may make additional nominations for committee seats from the floor.

- (a) Any such nominee must be physically present at the Election Meeting to accept the nomination.
- (b) The Governance Committee shall certify that any such nominee is a current member of the corporation and is eligible to serve.
- (c) The name of any individual nominated from the floor and certified by the Governance Committee shall be added to the previously published list comprising the First Ballot. Nominations from the floor shall not affect check-marked names on the ballot.

7.5.7 No speeches shall be allowed at the election meeting, but candidates for committee seats may lobby and solicit support from Board members prior to the election, in private meetings, or by mail.

7.5.8 The Board shall vote by secret ballot, and shall cast as many votes per round of balloting as there are available committee seats. No Board member shall vote for the same individual more than once in any round of balloting.

- (a) The first ballot, if needed, will be to reduce the candidate field for a committee to three (3) times the number of available seats. This shall be determined by plurality of votes cast.

- (b) Once the field has been reduced, or, if there is no need to reduce the field because there are a lesser number of people seeking a committee seat than that meeting the formula above described, the Board shall vote to choose committee members. Each member of the Board shall, in one ballot, cast votes equal to the number of committee seats available. That candidate or candidates receiving the most votes shall be elected.

7.6 General Rules Concerning Members At Large. It shall be the policy of the corporation to elect all Members At Large.

7.6.1 Elections for Members At Large shall be held at the annual Board meeting in even-numbered years.

7.6.2 The term of a Member At Large shall be two years.

7.7 Procedure for Electing Members At Large.

7.7.1 The Governance Committee shall list or describe, in a timely edition of the newspaper, magazine or other printed vehicle circulated to the general membership of USA Wrestling, the availability of Member At Large seats on the Board of Directors, with a call for nominations. Such notice shall include a call for nominations, pertinent rules related thereto, and deadlines for nominations.

7.7.2 Any individual member of the corporation may nominate himself or other individual members of the corporation as a candidate for Member At Large.

- (a) An individual member of the corporation is one who holds an individual membership in the corporation as evidenced by a valid membership card.

- (b) Nominations shall be submitted in the form and within such reasonable time as prescribed by the Governance Committee.

- (c) Materials such as resumes, position papers, letters of recommendation, etc., may be submitted to the Governance Committee in support of a nomination.

7.7.3 The Governance Committee shall notify each individual nominated and ask if he wishes to serve and have his name placed on the ballot.

- (a) If an individual has nominated himself for office, the Governance Committee shall confirm receipt of the nomination.

7.7.4 The Governance Committee shall assemble a list of candidates for Member At Large who have qualified according to the provisions of this Article, and who have been certified as current members of the corporation.

- (a) The Governance Committee, together with the President, shall review the list of nominees for each committee and materials in support of candidacies. Recommendations to the Board may be indicated by check-mark.

7.7.5 The Governance Committee shall publish the list of candidates for Members At Large in a form comprising the First Ballot.

- (a) All individuals nominated and qualified for Member At Large under this Article shall be included on the ballot. Among the nominees for Member At Large will be those check-marked by the President and Governance Committee as particularly recommended.

- 7.7.6** Members of the Board of Directors may make additional nominations for Member At Large from the floor.
- (a) Any such nominee must be physically present at the Election Meeting to accept the nomination.
 - (b) The Governance Committee shall certify that any such nominee is a current member of the corporation and is eligible to serve.
 - (c) The name of any individual nominated from the floor and certified by the Governance Committee shall be added to the previously published list comprising the First Ballot. Nominations from the floor shall not affect check-marked names on the ballot.
- 7.7.7** No speeches shall be allowed by candidates at the election meeting, but candidates for Member At Large may lobby and solicit support from Board members prior to the election, in private meetings, or by mail.
- 7.7.8** The Board shall vote by secret ballot, and shall cast as many votes per round of balloting as there are available Member At Large seats. No Board member shall vote for the same individual more than once in any round of balloting.
- (a) The first ballot, if needed, will be to reduce the candidate field for Member At Large to three (3) times the number of available seats. This shall be determined by plurality of votes cast.
 - (b) Once the field has been reduced, or, if there is no need to reduce the field because there are a lesser number of people seeking a Member At Large seat than that meeting the formula above described, the Board shall vote to choose Members At Large. Each member of the Board shall, in one ballot, cast votes equal to the number of Member At Large seats available. That candidate or candidates receiving the most votes shall be elected.

Article VIII

Human Resources and Indemnification

8.1 Executive Director.

- 8.1.1** The corporation shall employ an Executive Director, on such terms as shall be approved by the Board. The Executive Director, under the direction of the Board as represented by the President, shall be in charge of the operations of the corporation and shall be responsible for carrying out the policies of the corporation as established by the Board of Directors.
- 8.1.2** The Executive Director shall have supervisory authority over the corporation's paid and unpaid personnel, and shall, within his or her discretion, be responsible for matters concerning employment of personnel and the terms and conditions of their hire.
- 8.1.3** The Executive Director shall have supervision over all monies and bank accounts of the corporation and shall cause checks and drafts to be issued upon his direction.
- 8.1.4** Subject to any limitations adopted by the Board, the Executive Director shall be entitled to execute contracts and other legal instruments on behalf of the corporation.

8.1.5 The Executive Director shall be invited to attend all meetings of the Board of Directors and of the Executive Committee, with voice but without vote, provided that he shall not attend those portions of meetings at which his performance or compensation is to be evaluated. The Executive Director shall also be a member, *ex officio*, of all committees of the corporation and shall keep, or cause to be kept, minutes of the meetings of such committees.

8.2 Personnel Generally.

8.2.1 The corporation may employ other administrative personnel as it shall determine to be in the interest of the corporation.

8.2.2 No employee of the corporation shall serve as a member of the Board of Directors, nor shall any employee serve any committee of the Board of Directors other than as a non-voting staff liaison.

8.3 Indemnification of Certain Individuals.

8.3.1 The Board of Directors may adopt regulations authorizing the indemnification of its officers, members of the Board and Executive Committee, members of standing committees, the national office staff and certain agents of the corporation against expenses, judgments, fines and settlement payments incurred in connection with legal actions brought against them because of their service in such capacities. The specific provisions, conditions and limitations of this authorization appear in Appendix B.

**Article IX
State Associations**

9.1 **State Associations Generally.** The corporation shall conduct its affairs in the United States through recognized state associations which are formed to foster the purposes and carry out the programs of the corporation in a geographically defined area.

9.1.1 State Associations shall be called "The _____ Wrestling Association of the United States of America Wrestling Association". When desired, the name "USA Wrestling" may be substituted for "the United States of America Wrestling Association".

9.1.2 State Associations shall agree to abide by the provisions of the Articles of Incorporation and By-Laws of the corporation, and shall be subject to the policies established by the Board of Directors.

9.1.3 The corporation shall recognize only one Association in each state.

9.1.4 State Associations shall make provision in their respective By-Laws for the election of directors and officers of the Association.

(a) There shall be a Chairman of each State Association, who shall be the chief executive officer of the State Association.

(b) The Chairman of each State Association shall be responsible to the Executive Director of the corporation, as agent of the Board of Directors, for the purposes

of carrying out the policies of the Board and filing official documents, records and monies on behalf of the State Association.

- (c) There may be such other officers in addition to the Chairman as determined by each State Association.
- (d) The method of election of officers and the criteria for determining nominees for any office in any State Association shall be on file with the National Office of the corporation.

9.1.5 Each State Association shall submit a copy of its By-Laws and amendments thereto, policies, minutes of annual and special meetings, end-of-year financial statements, copies of tax returns, and other documents as requested to the Executive Director of the corporation.

9.1.6 Designation as an official State Association of the corporation by the Board of Directors, together with the periodic reviews of such designation, will convey authority of the State Association to conduct the affairs of the corporation within that Association's area of jurisdiction.

- (a) No officer or director of a State Association may pledge or execute documents encumbering or obligating the corporation, except insofar as it may pertain to the State Association, for which the State Association shall remain solely responsible.

9.1.7 If there exists no State Association, the Board of Directors may grant approval for the individuals or teams in that state to register with and participate in the State Association of another state, provided the host state agrees and can fulfill its responsibility to these additional members.

9.1.8 Any challenge received by the corporation to a State Association's status, performance or function, may be referred to the Junior Olympic Wrestling Committee for investigation and recommendation to the Executive Director, as agent of the Board of Directors, or the Board of Directors, for action.

Article X Sanctions

10.1 **Sanction Policy.** The sanctioning policy of the corporation for domestic or international amateur wrestling events, including camps, clinics, tournaments, dual meets, practices, friendship meets, exchanges, or tours, shall be as follows: If the corporation does not determine by clear and convincing evidence that holding or sponsoring an amateur wrestling event would be detrimental to the best interest of the sport, the corporation shall promptly grant a sanction requested by an organization or person, provided the petitioning organization or person:

- (a) pays to the corporation any required sanctioning fee, if such fee is reasonable and non-discriminatory, and
- (b) coordinates the scheduling of the event with USA Wrestling in a timely manner, and
- (c) demonstrates that

- i. appropriate measures have been taken to protect the amateur status of athletes who will take part in the event, and to protect their eligibility to compete in amateur wrestling competition, and
 - ii. appropriate provision has been made for the validation of records which may be established during the competition, and
 - iii. due regard has been given to any international amateur wrestling protocol, convention, regulations of host nations, or limitations imposed by international wrestling organizations, and
 - iv. the event will be conducted by qualified officials, and
 - v. proper medical supervision will be provided for the athletes who will participate in the event, and
 - vi. proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the event, and
 - (d) submits to the corporation an audited or notarized financial report of similar events, if any, conducted by the amateur sports organization or person.
- 10.2 A sanction may be withheld in the event the corporation determines that except when conducted or sponsored by the corporation (or its designee for that purpose as named by the Board of Directors), the holding or sponsoring of an international wrestling competition in the following circumstances would be detrimental to the best interest of amateur wrestling:
- (a) competition involving a team selected by the corporation, or
 - (b) competition held in the United States involving a team representing a foreign country, or
 - (c) competition sponsored abroad involving a team representing the United States.
- 10.3 In recognition of the duties of the corporation under the Amateur Sports Act to develop interest and participation throughout the United States in amateur wrestling and to minimize, through coordination with amateur sports organizations, conflicts in scheduling of practices and competitions, and the authority of the corporation under the Ted Stevens Olympic and Amateur Sports Act to serve as the coordinating body for amateur wrestling activity in the United States and to conduct amateur wrestling competition except for restricted amateur wrestling competitions, any amateur sports organization which conducts an amateur wrestling competition in the United States shall be obligated to coordinate the conduct of all competitions and practices held and sponsored by it with the corporation and to observe and respect the foregoing duties and authority of the corporation under the Amateur Sports Act.
- 10.4 If an amateur sports organization or other person proposes to sponsor United States athletes in international amateur wrestling competitions to be held outside of the United States, or to sponsor amateur wrestling competition to be held in the United States other than that referred to in Section 10.2, it shall seek and obtain a sanction from the corporation pursuant to the provisions of this Article.
- 10.5 Notwithstanding the foregoing, any amateur sports organization which conducts amateur competition, participation in which is restricted to a specific class of amateur athletes (such as high school students, college students, members of the Armed Forces or similar groups or categories), herein called "restricted competition," shall have exclusive jurisdiction over such competition. If

such amateur organization wishes to conduct international amateur wrestling competition, however, it shall obtain a sanction from USA Wrestling as herein provided.

Article XI
Opportunity to Participate
in Certain International Amateur Wrestling Competitions

- 11.1** No member of USA Wrestling may improperly or unilaterally deny or threaten to deny any amateur athlete the opportunity to compete in the Olympic Games, the Pan American Games, World Championship competition or other such protected competitions as defined in the USOC Constitution from time to time, nor may any such member, subsequent to such competition, censure or otherwise penalize (a) any such athlete who participates in such competitions, or (b) any organization which the athlete represents. The corporation shall, by all lawful means at its disposal, protect the right of an amateur athlete to participate if selected (or to attempt to qualify for selection to participate) as an amateur athlete representing the United States in any of the aforesaid competitions.
- 11.2.1** Any amateur athlete, who alleges that he has been denied by a member of USA Wrestling a right established in Section 11.1, shall immediately inform the Executive Director, who shall cause an investigation to be made and steps to be taken to settle the controversy without delay. If the Executive Director is unable to settle such controversy, he shall refer the matter promptly to the Executive Director of the USOC, for action under Article IX of the USOC Constitution.
- 11.3** Any amateur athlete, who alleges that he has been denied (whether or not by a member of USA Wrestling) an opportunity to compete in any amateur wrestling competition not protected by the terms of Section 11.1 (other than restricted competition referred to in Section 10.4), shall immediately inform the Executive Director, who shall consult with the General Counsel of the corporation to determine whether the situation appears to be of sufficient seriousness and relevance to the obligations and responsibilities of USA Wrestling to warrant action by the corporation in support of the athlete's claim. In the event that action by USA Wrestling appears to be warranted, the matter shall be referred promptly to the Board, which shall decide the nature and extent of the action to be taken in each case.
- 11.4** The rights granted to amateur athletes under Sections 11.1 through 11.3 shall apply equally to any coach, trainer, manager, administrator or official seeking to participate in the conduct of any of the international amateur athletic competitions designated, or referred to, in Section 11.1.

Article XII
Eligibility, Notice and Hearing Of Matters Of Eligibility

- 12.1** **Eligible Status.** The corporation shall not have eligibility criteria related to amateur status (or to participate in the Olympic Games, the Paralympic Games or the Pan-American Games) which are more restrictive than those of its international sports federation, the International Federation of Associated Wrestling Styles (FILA).
- 12.2** **Opportunity to Participate.** The corporation shall provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators and officials to participate in amateur athletic competition without discrimination on the basis of race, religion, color, sex, age or national origin.

- 12.3 **Notice.** Before declaring any amateur athlete, coach, trainer, manager, administrator or official ineligible to participate in the Olympic Games, the Pan American Games, World Championship competition or other such protected competitions as defined in the USOC Constitution from time to time, USA Wrestling shall provide the affected individual with written notice of the alleged grounds of ineligibility and of the individual's right to a hearing on the matter.
- 12.4 **Hearing.** Subject to a determination by the President that a hearing before the appropriate Sport Committee would result in unnecessary delay and that the hearing should be expedited in accordance with the provisions of Section 12.5, a hearing on the matter shall be held before the appropriate Sport Committee at its next scheduled meeting, unless the individual entitled to the hearing waives their right to a hearing on the matter. If a coach of the Olympic Team, the Pan American Team, a World Championship Team, or other team for such other protected competition as defined in the United States Olympic Committee Constitution from time to time, is a member of a Sport Committee that will conduct a hearing on a matter under the provisions of this Section 12.4, such coach may not participate as a member of the Committee for purposes of such hearing, in order to avoid an actual, potential or apparent conflict of interest with respect to the matter to be heard.
- 12.5 **Expedited Hearing.** Depending upon the circumstances of the eligibility issue in question, the President may expedite the eligibility hearing either through a Hearing Officer or through scheduling a special meeting of the appropriate Sport Committee. The President may also expedite an appeal to the Sport Committee by scheduling a special meeting of the Committee. The President may also specify the timing for the issuance of a written decision by the Hearing Officer or Sport Committee.
- 12.6 **Procedure for Hearing.**
- 12.6.1.1 The affected individual shall be notified of the time and place of the hearing, his right to appear personally and/or through an attorney, and his right to present evidence and argument relating to his eligibility. The corporation also shall have the right to present evidence and argument at the hearing, either through the Executive Director or his designee. The hearing may, in the discretion of the Sport Committee, be held by means of conference telephone or similar communications equipment by which all persons participating in the hearing can hear each other at the same time.
- 12.6.2 The hearing shall be informal, with all parties being given reasonable opportunity to present oral or written testimony, to examine the pertinent evidence and to exchange views. At the request and expense of the affected individual, a transcript of the proceedings may be taken by a certified court reporter; otherwise the Secretary shall keep minutes of the hearing.
- 12.6.3 Following the close of the hearing, the appropriate Sport Committee shall render its written decision, citing the principal grounds therefore, and a copy thereof shall be provided the affected individual.
- 12.7 **Hearing Officer.** If the President determines that a hearing before the appropriate Sport Committee would result in unnecessary delay, he shall promptly appoint, from among the members of the Board, a disinterested Hearing Officer to conduct the initial eligibility hearing. The same hearing procedures set forth in Section 12.3 shall apply to a hearing before the Hearing Officer, except that he, rather than the Secretary, shall keep the minutes of the hearing. If the decision of the hearing officer is adverse to the affected individual, he shall have the right to appeal to the appropriate Sport Committee at its next scheduled meeting. Such an appeal shall consist of a *de novo* proceeding as provided in said Section 12.3, except that the transcript or minutes of the hearing before the Hearing Officer shall automatically be included in the evidence before the Committee.

- 12.8 **No Suspension Prior to Exhaustion of Appeal.** If a hearing takes place before an appointed Hearing Officer and the decision of the Hearing Officer is adverse to the affected individual, the individual may not be suspended until the appeals process before the appropriate Sport Committee has been exhausted.
- 12.9 **Final and Binding Decision.** The Sport Committee's decision on the matter of eligibility is final and binding within USA Wrestling.

**Article XIII
Internal Grievance Procedure**

- 13.1 **Grievance.** Any member of the corporation may file a written grievance with the Executive Director pertaining to any matter within the cognizance of the corporation and alleging a violation of any provision of these By-Laws, of the Ted Stevens Olympic and Amateur Sports Act, or of the Constitution, By-Laws or general rules of the United State Olympic Committee.
- 13.2 **Terms.** Any grievance shall be signed under oath and shall allege with particularity the nature of the grievance and each claimed violation of the aforementioned documents by reference to specific sections thereof, stating in concise language how, when and where the alleged violation occurred. The factual allegations shall be set forth in numbered paragraphs, each paragraph containing a single factual allegation.
- 13.3 **Referral of Grievance.** Upon receipt of a grievance, the Executive Director shall refer it to the President or, in the case of more generalized grievances, to the Board of Directors. In the case of a grievance referred to the President, the President shall make an effort to resolve the grievance himself, through informal means.
- 13.4 **Hearing.** If the grievance is referred to the Board of Directors, or in the event that the member filing a grievance is not satisfied with the resolution of the matter by informal methods, the member shall be entitled to be heard before the Board of Directors at its next scheduled meeting. Procedures for hearing of the grievance shall be the same as are set forth Section 12.3 of these By-Laws. The Board's determination of the matter shall be final.

**Article XIV
Binding Arbitration**

- 14.1 In accordance with Article IV, Section 4(C)(3) of the USOC Constitution, the corporation shall submit to binding arbitration involving:
- (a) its recognition as a national governing body, as provided in Article VIII of the USOC Constitution, upon demand of the USOC; and
 - (b) the opportunity of any amateur athlete, coach, trainer, manager, administrator or official to participate in amateur athletic competition in wrestling, as provided in Article IX of the USOC Constitution,

conducted in accordance with the Commercial Rules of the American Association, as may be modified in accordance with Section 220522(a)(4)(B) of the Ted Stevens Olympic and Amateur Sports Act.

**Article XV
Fiscal Year**

15.1 The fiscal year of the corporation shall begin on the first day of September and end on the last day of August in each.

**Article XVI
Dues**

16.1	Annual Dues. The annual membership dues of the corporation shall be:	
	Active, per vote	\$350.00
	<i>The amount of dues is equal to the Per Vote fee multiplied by the number of votes appearing in Appendix A.</i>	
	Allied	\$100.00
	Individual	As Determined

16.2 **Failure to Pay Dues.** In the event an Active or Allied member shall fail to pay annual dues on or before September 1, after notice by the corporation, the Executive Director shall promptly mail the member by registered mail a notice of non-payment. If dues are not received by the corporation within thirty (30) days thereafter, the membership of the organization in question shall be terminated (along with the right of its representatives to act as directors or officers of the corporation), provided that if the Board of Directors or Executive Committee, prior to such termination, determines that some lesser sanction should be imposed for non-payment of dues, then that determination shall operate on the basis of extenuating circumstances.

**Article XVII
Amendments To The Articles Or By-Laws**

17.1 **Notice and Voting.** The Articles of Incorporation or By-Laws may be amended at any meeting of the Board of Directors, upon the affirmative vote of two-thirds of the members of the Board present and voting, a quorum being present. Proposed amendments shall be submitted to the Governance Committee at least forty-five (45) days prior to the meeting at which the amendments are to be considered. The Chairman of the Governance Committee shall cause any proposed amendments to be mailed to the members of the Board of Directors not later than thirty (30) days preceding any such meeting.

17.2 **Changes in Proposed Amendments.** It shall not be improper for the Board, in considering and acting upon proposed amendments to the Articles or By-Laws, to approve changes therein which go to form and not to substance, and where more than one amendment has been proposed on the same subject matter, to approve an amendment which represents a substantive compromise between or among the competing proposals.

**Appendix A
Composition of the Board of Directors**

<i>Officers</i>	Number of Votes
Immediate Past President, if any	1
President	1
First Vice President	
Second Vice President	
Secretary	
Treasurer	
 <i>Members At Large</i>	
Member At Large # 1	1
Member At Large # 2	1
Member At Large # 3	1
Member At Large # 4	1
Member At Large # 5	1
Member At Large # 6	1
Member At Large # 7	1
Member At Large # 8	1
 <i>Active Members</i>	
Armed Forces Sports Council	2
National Association of Intercollegiate Athletics	2
National Collegiate Athletic Association	2
National Federation of State High School Associations	1
National Junior College Athletic Association	1
National Junior College Wrestling Coaches Association	1
National Wrestling Coaches Association	1
 <i>Divisions of the Corporation</i>	
Kids Division	2
Junior Division	1
FILA Junior World/University Division	1
Women's Age Group Division	1
Chairman of the State Chairmen's National Council	1
United States Federation of Wrestling Clubs	1
Coaches Council	2
United States Wrestling Officials Council	2
 <i>Committees</i>	
Chairman of the Freestyle Committee	1
Chairman of the Greco Roman Committee	1
Chairman of the Women's Committee	1
 <i>Other</i>	
National Wrestling Hall of Fame and Museum Representative	1
 <i>Active Athletes</i>	 20%
 <i>Honorary Members</i>	 0

Appendix B Indemnification

(a) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that said individual is or was a member of the Board, Officer, employee, committee member or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the individual in connection with such action, suit or proceeding if the individual acted in good faith and in a manner in which the individual reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe said conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, or itself, create a presumption that the person did not act in good faith and in a manner that the individual reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that said conduct was unlawful.

(b) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the individual is or was member of the board, Officer, employee, committee member or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another association, corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by the individual in connection with the defense or settlement of such action or suit if the individual reasonable believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of said duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(c) To the extent that a board member, Officer, employee, committee member or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (a) or (b) in the defense of any claim, issue or matter therein, the individual shall be indemnified against expenses (including attorneys' fees) actually and reasonable incurred by said party in connection therewith.

(d) Any indemnification under paragraphs (a) or (b), unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the Board member, Officer, employee, committee member or agent is proper in the circumstances because the individual has met the applicable standards of conduct set forth in paragraphs (a) or (b). Such determination shall be made (1) by the Board by a majority vote of a quorum consisting of members who were not parties to such action, suit or proceeding, or (2) if such quorum is not obtainable, or, even if obtainable if a quorum of disinterested board members so directs, by independent legal counsel in a written opinion.

(e) Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in paragraph (d) upon receipt of an undertaking by or on behalf of the board member, Officer, employee, committee member or agent to repay such amount unless it shall ultimately be determined that said individual is entitled to be indemnified by the corporation as authorized in this section.

(f) The indemnification provided by this section shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of members or disinterested

board members or otherwise both as to action in the individual's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a board member, officer, employee, committee member or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

(g) The corporation may purchase and maintain insurance of behalf of any person who is or was a board member, Officer, employee, committee member or agent of the corporation, or is or was serving at the request of the corporation as a member of the board, director, officer, employee or agent of another association, corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the individual and incurred by the corporation in any such capacity or arising out of the individual's status as such, whether or not the corporation would have the power to indemnify said individual against such liability under the provisions of this Section.