

**By-Laws
Of
Stillwater Wrestling Booster Club, Inc.**

Mission Statement

The Stillwater Wrestling Booster Club was established in 1991 to promote the development of a quality, competitive level of wrestling in the St. Croix Valley area. This program is committed to the development of potential Stillwater Area High School wrestlers. The Booster Club was also created to pursue fund raising activities that will enhance and support all levels of wrestling within the community. Parental involvement in the Booster Club is highly encouraged. All wrestling and fundraising activities undertaken by the Booster Club and its members should be conducted in cooperation with, and by guidance from, the Stillwater Area High School wrestling coaching staff.

**ARTICLE I
OFFICES**

- 1.01 REGISTERED OFFICE.** The registered office of the club shall be established and maintained at Stillwater Wrestling Booster Club, C/O Stillwater Area High School Wrestling Coach, Stillwater Area High School, 5701 Stillwater Blvd, Stillwater, MN 55082.
- 1.02 OTHER OFFICES.** The club may have other offices within the State of Minnesota, at such places as the Board of Directors may from time to time appoint or the activities of the club may require.

**ARTICLE II
MEMBERSHIP**

- 2.01 CLASSES.** There shall be two (2) categories of membership as follows.
- a) Individual Members. Any person over eighteen (18) years of age who has an interest in amateur wrestling in Stillwater and substantially agrees with the purposes, objectives and rules of the club as set out in the articles of incorporation and by-laws shall be an individual member.
 - b) Organizational Members. Any non-profit corporation, association, or organization with offices in Stillwater, upon application to the membership committee, who has an interest in amateur wrestling and substantially agrees with the purposes, objectives and rules of the club as set out in the articles of incorporation and by-laws shall be an organizational member.
- 2.02 VOTING.** Each member, whether individual or organizational, shall be entitled to one (1) vote at the Annual Membership Meeting wherein a quorum is present. They must have been in attendance at four meetings in the past year to be eligible to vote. Attendance sheets will be kept from each meeting by the secretary as a record of the members present.
- 2.03 TERMS OF MEMBERSHIP.** Membership shall be based on the High School League calendar year for wrestling beginning at mid-November of the year.
- 2.04 PROPERTY RIGHTS.** No members shall have any right, title or interest in or to any property of this club.

**ARTICLE III
MEMBERSHIP MEETINGS**

- 3.01 PLACE AND DATE OF ANNUAL MEMBERSHIP MEETING.** The Annual Membership Meeting shall be the first Monday in October. The meeting shall be at a place designated by the board of directors and stated in the notice of the meeting.
- 3.02 VOTING.**
- a) **Power to vote.** At each Annual Membership meeting, the members shall elect a Board of Directors to hold office for a 2-year term and until their successors are elected and qualify. The members shall have no voting power other than the election of directors

- b) **Method of Voting.** Each member shall be entitled to cast one vote, in person and not by proxy, for each vacancy on the board of directors. Cumulative voting shall not be permitted. The number of directorships to be filled shall be filled by those candidates who receive the highest number of votes cast, without regard to the presence or absence of an absolute majority in any case.
- c) **Quorum.** Members holding ten percent (10%) of the votes to be cast at any meeting shall constitute a quorum at such meeting. If a Quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

3.03 NOTICE OF MEETINGS. Notice of annual or special meetings shall be given to all members entitled to vote. Notice to be given via web page and email of all known members.

3.04 SPECIAL MEETING. Any three (3) directors or the president of the club may call a special meeting of the members for the purpose of amending the by-laws.

ARTICLE IV

BOARD OF DIRECTORS AND OFFICERS

4.01 AUTHORITY. The affairs and property of the club and transactions of business shall be managed and controlled by its board of directors. The directors may exercise all such powers and do all such things as may be exercised or done by the club, subject to the provisions of the articles of incorporation, these by-laws and all applicable law.

4.02 TERM OF OFFICE. Directors shall be elected for two-year terms. As set forth by the initial board of directors, approximately one half (1/2) of the director positions are up for re-election each year.

4.03 ELIGIBILITY. In order to be elected as a member of the board of directors, a person must be a member of the club or a representative of an organizational member.

4.04 QUORUM. Two thirds (2/3) of the directors then in office shall constitute a quorum for the transaction of business at any regular or special meeting of the board of directors. If a quorum shall not be present at any meeting of the board of directors, a majority of the directors present may adjourn the meeting from time to time without further notice. The act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the board of directors, except as to any questions upon which any different or greater vote is required in the articles of incorporation, these by-laws or applicable laws.

4.05 VOTING BY DIRECTORS. Each member of the board of directors shall be entitled to one vote, regardless of the number of offices, if any, which he or she may hold.

4.06 OFFICERS AND DUTIES. There shall be six (6) officers of the board, consisting of a president, vice-president, secretary, treasurer, and the current Stillwater Area High School Head Wrestling Coaches. Officers may, but need not be, members of the board of directors. Board members may, but need not be, officers. Any person may hold two offices at the same time, except that the same person shall not at the same time hold the offices of (a) president and assistant president, or (b) president and secretary. The board of directors may elect two persons to any office. Except as otherwise provided in these by-laws, the board of directors shall fix the powers and duties of all officers. All officers shall hold office for the term of his or her election and until his or her successor shall have been duly elected and qualified, unless prior thereto he or she shall have resigned or been removed from office as hereinafter provided.

- a) **President.** The president shall be the chief executive officer of the club, shall preside over all meetings of the members of the club and of the board of directors, shall have general management of the business of the club, and shall see that all orders and resolutions of the board of directors are carried into effect. The president shall also have such other powers and perform such other duties as the board of directors may from time to time prescribe.

- b) **Vice President.** In the absence or disability of the president, the vice president may perform all of the duties of the president, and when so acting shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall also have such other powers and perform such other duties as the board of directors or the president may from time to time prescribe.
- c) **Treasurer.** The treasurer of the club shall have the care and custody of the funds of the club and shall disburse such funds only as he or she may be authorized from time to time by the board of directors. The treasurer shall keep full and accurate accounts of all receipts and disbursements in a book belonging to the club and shall have such other powers and perform such other duties as the board of directors may from time to time prescribe.
- d) **Secretary.** The secretary of the club shall attend all meetings of the board and record all votes and minutes of all proceedings of the board in a book to be kept for that purpose and shall have custody of all documents and records of the club, except those connected with the office of the treasurer of the club. The secretary of the club shall give or cause to be given notice of all meetings of the board of directors, and shall have such other powers and perform such other duties as the board of directors may from time to time prescribe.
- e) **Stillwater Area High School Boys Head Wrestling Coach.** A voting, ex-officio position and shall work closely with the board, in particular the president, to drive the missions of the booster club and the Stillwater wrestling program. The Head Coach is the link between the District 834 administration and the booster club.
- f) **Stillwater Area High School Girls Head Wrestling Coach.** A voting, ex-officio position and shall work closely with the board, in particular the president, to drive the missions of the booster club and the Stillwater wrestling program. The Head Coach is the link between the District 834 administration and the booster club.

4.07 BOARD OF DIRECTORS. The Board of Directors shall be elected at the annual membership meeting. The Board shall consist of no less than 5 persons and no more than 11. The current Board of Directors shall include:

- a) a parent or representative of the VAA,
- b) one representative to cover both Junior Highs,
- c) a representative of the MNUSA,
- d) and four (4) members At Large.

The representatives must be affiliated with the program they represent whenever possible.

4.08 RESIGNATIONS. Any director or other officer may resign at any time. Such resignation shall take effect at the time specified, and if no time is specified, at the time of receipt of notice by the president (President) or Secretary.

4.09 VACANCIES. NEWLY CREATED DIRECTORSHIPS. In case the office of any director becomes vacant, and in case of a newly created directorship resulting from any increase in the authorized number of directors, the remaining directors in office, by a majority vote may fill such vacancy or vacancies and such newly created directorship by electing any qualified person or persons who shall hold office for the unexpired term or until the next annual membership meeting, and until his or her successor or successors shall be duly chosen and shall qualify.

4.10 COMMITTEES. The board of directors shall appoint a membership committee and may appoint an executive committee and such other committees as it may from time to time deem appropriate. All committees shall have such powers and responsibilities as the board of directors may from time to time delegate to them.

4.11 REMOVAL. Any officer appointed by the board of directors may be removed at any regular or special meeting of the directors by a majority vote of all members of the board of directors, provided that the propose consideration of such removal is included in the written notice of the meeting given in accordance with these by-laws and that the officer or committee member in question is given a copy of

such notice 14 days in advance of such meeting, and that he or she is afforded an opportunity to be heard on the question.

- 4.12 REGULAR MEETINGS.** During any given 9-month school year, the board will hold monthly regular meetings, typically held the 1st Monday of each month, unless otherwise specified. The first meeting to be held in September and the last in May. All club members are encouraged to attend. Regular meetings shall be held at the registered office of the club or at such other places as the directors may determine.
- 4.13 SPECIAL MEETINGS.** Special meetings of the board of directors may be called by or at the request of the president or any three (3) directors, and shall be held at the registered office of the club or at such other places as the directors may determine. Notice of such meeting shall be written notice at least two (2) days prior to the special meeting. Notice of such meeting shall be deemed to be given when mailed, emailed or when personally delivered to such director.
- 4.14 ACTION IN WRITING.** Any action which might be taken at a meeting of the board of directors, or of any lawfully constituted committee, may be taken without a meeting if such action is taken in writing and signed by all of the directors then in office or by all of the members of such committee, as the case may be.

ARTICLE V

CONTRACTS, LOANS, CHECKS AND DEPOSITS

- 5.01 CONTRACTS.** The board of directors may authorize any officer or officers, agent or agents to enter in to any contract or execute and deliver any instrument in the name of and on behalf of the club, and such authority may be general or confined to specific instances, provided that any such contract or instrument is consonant with the stated purpose of the club.
- 5.02 LOANS.** No loans shall be contracted on behalf of the club and no evidence of indebtedness shall be issued in its name unless authorized by a specific resolution of the board of directors. Such authority may be general or confined to particular instances.
- 5.03 CHECKS.** All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the club shall be signed by two designated officers if over \$1000 value, and in such a manner as shall from time to time be determined by resolution of the board of directors. In line with Stillwater Activities Handbook, at no time will a paid coach have check writing authority.
- 5.04 DEPOSITS.** All funds of the club, not otherwise employed for its purpose shall be deposited from time to time to the credit of the club in such banks, trust companies or other depositories that the board of directors may from time to time select.

ARTICLE VI

MISCELLANEOUS

- 6.01 FISCAL YEAR.** The Club shall operate, and shall close its annual books of account on a fiscal year basis commencing January 1st and ending December 31st.
- 6.02 AMENDMENTS.** These by-laws may be amended by a two thirds (2/3) vote of all directors then in office at a regular or special meeting. Notice of the meeting and of the proposed amendments shall be given in accordance with the provisions of these by-laws. Any amendment to these by-laws by members of the club shall be by a two thirds (2/3) vote of all members, provided that the proposed consideration of such amendments is included in written notice of meeting of members in accordance with Article III, Section 3 hereof.

- 6.03 INDEMNIFICATION.** This club shall indemnify to the full extent authorized or permitted by law, including the payment of reasonable attorney's fees, any person made, or threatened to be made, party to an action, suit or proceeding (whether civil, criminal , administrative or investigative) by reason of the fact that he or she, or his or her testator on intestate, is or was a director, officer, agent of employee of the club, if, in the judgment of the board of directors, such person acted in such capacity in good faith and diligently and faithfully discharged the duties of such office.
- 6.04 CORPORATE SEAL.** The club shall have no corporate seal.
- 6.05 BOOKS AND RECORDS.** The share register and all other books and records which the club is required by law to maintain shall be kept at the registered office unless otherwise determined by the board of directors.
- 6.06 FUNDRAISING.** All fundraising activity must be approved by the board of directors. Fundraising activities can be presented at any board meeting and must include the following: Is any money needed to promote the program. How much money is expected to be raised. What is the money raised to be used for.

ARTICLE VII

CODE OF CONDUCT FOR MEMBERS

- 7.01 BOARD POLICY:** Code of Conduct for Members of the Stillwater Wrestling Booster Club; Coaches, Participants and Spectators.
- 7.02 STATEMENT OF PHILOSOPHY:** The Stillwater Wrestling Booster Club has established policies and standards which will cultivate the ideals of good sportsmanship, justice, honesty, responsibility and beneficence/producing good. It shall be the responsibility of the board of directors to ensure that all individuals directly associated with the Stillwater Wrestling Booster Club conduct themselves in an appropriate manner consistent with these ideals. Each booster club member is considered a representative of the club and it is their responsibility to follow the code of conduct.

A member will be in violation of the code of conduct standards established by the Stillwater Wrestling Booster Club by:

- a) Making critical or degrading remarks about officials, coaches or participants during or after a contact either in the facility of the contest or outside of the wrestling environment. By verbal, written or any public news media.
- b) Arguing with supervisors, contest officials, opponents, spectators or coaches in a public display of dissent or criticism, making negative comments or applying blame. Using unsportsmanlike gestures, profanity, crowd booing or foot stomping.
- c) Detaining any officials following the contest to request a ruling or explanation of actions taken by the official or tournament officials.
- d) Being ejected from any contest.
- e) Using drugs, alcohol or tobacco on school property or in an irresponsible manner which models negative behavior for student participants.
- f) Using ethnic, disability or sexist jokes, racial or religious slurs or any action which demeans any individual or group.

Penalties for violation of these standards may include, but are not limited to, reprimand, fines or other actions as deemed appropriate by the board of directors.

The following moral guidelines are drawn from the principles of sportsmanship, justice, honesty, and beneficence/producing good. These principles will help members decide which are the appropriate ends to pursue.

- Sportsmanship: Modeling positive sports ethics
- Justice: Fairness of treatment, opportunities, benefits and policies; being impartial; having integrity.
- Honesty: Being truthful and trustworthy in dealing with others; character; integrity; dealing fairly, obligated to follow the rules.
- Responsibility: Being accountable for your actions; capable of determining one's own actions.
- Beneficence/producing good: Doing no harm, preventing harm, removing harm and doing good; the act of giving to another above and beyond the requirement of the rules; the act of civility.