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BYLAWS

OF

CALIFORNIA-USA WRESTLING, INCORPORATED

**ARTICLE I
OFFICES**

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation is located in the City of HOLLISTER, in the County of SAN BENITO, in the State of CALIFORNIA.

SECTION 2. CHANGE OF ADDRESS

The designation of the city, county, and state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named state by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws

<u>Hollister ,San Benito ,Ca</u>	Dated: <u>October ,04, 2000</u>
_____	Dated: _____, 19__
_____	Dated: _____, 19__

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time designate.

SECTION 2. QUALIFICATIONS

Directors shall be of the age of majority in this state. Shall be members in good standing of the corporation and shall be residents of the state of California.

SECTION 3. JOB RESPONSIBILITIES

State Chairperson

The State Chairperson shall be the chief executive officer of the corporation and shall, subject to the consent of the Board of Directors, supervise and administer the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The State Chairperson shall preside at all meetings of the Board of Directors and all meetings of the general membership. Except otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may be authorized by the Board of Directors.

Other duties shall include, but are not restricted to acting as Liaison to the National Office (USA Wrestling) ,California High Schools California Interscholastic Federation Association (CIF) and California Hall of Fame

Head of National Teams/ Administrative Assistant

In the absence of the State Chairperson, or in the event of his or her inability or refusal to act, the Administrative Assistant shall perform all the duties of the State Chairperson, and when so acting shall have all the powers of, and be subject to all the restrictions on the State Chairperson. The Administrative Assistant shall have other responsibilities and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

Other duties shall include, but not restricted to: Assist the State Chairperson with the day-to-day administration of the corporation, act as liaison between the media and the corporation. Assume responsibility for State USA Wrestling, Inc. Tournaments, and State National Teams.

SECTION 14. CONFLICTS OF INTEREST

No member of the corporation's Board of Directors shall participate in the discussion concerning, or vote on, any action from which the member or any organization in which the member has a vested interest, may directly or indirectly derive any material benefit. A violation of this rule by a member of the Board of Directors 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.

SECTION 15. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the Chairperson of the Board or the Secretary of the corporation, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by the approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

SECTION 16. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 17. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under law of this state.

SECTION 18. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation including a director, officer, employee or other agent of the corporation against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

**ARTICLE 5
COMMITTEES**

SECTION 1. APPOINTMENT

The State Chairperson may, at his or her discretion, designate by resolution of the Board of Directors a committee to work on various projects for the benefit of the corporation. The size of the committee shall vary depending on the magnitude and complexity of the project.

The committees shall be required to keep the State Chairperson (and the Board where applicable) updated on the progress of the project at a regular intervals as agreed upon between the State Chairperson and the committee.

**ARTICLE 6
EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount

**ARTICLE 10
CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1993 as amended from time to time, or to corresponding provisions of any future federal tax code.

**ARTICLE I I
MEMBERSHIP**

SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

The corporation shall have five classes of members. Any member may hold more than one type of membership in the corporation.

SECTION 2. QUALIFICATIONS OF MEMBERS

Any person who desires to promote California wrestling either through action, word, or deed.

as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made within a reasonable time after the demand is received by the Secretary of the corporation or after the date specified therein as of which the list is to be compiled.

3. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the Secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 12. NEW CLUB AND ASSOCIATION MEMBERSHIP

Any group of persons meeting the qualifications for individual membership as set forth in these Bylaws may create a new club. Any new club must apply for membership through their respective Association to the State.

Any new Association must apply for membership through the State Board of Directors. Application going through the State Secretary.

ARTICLE 12 INTERNAL GRIEVANCE PROCEDURE

SECTION 1. GRIEVANCE

Any member of the corporation may file a written grievance with the State Chairperson pertaining to any matter within the jurisdiction of the corporation and alleging a violation of any provision of these Bylaws and/or Articles of Incorporation.

SECTION 2. TERMS

Any grievance shall be signed under 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.

SECTION 3. REFERRAL OF GRIEVANCE

Upon receipt of a grievance, the State Chairperson shall take whatever steps necessary he or she feels to address this grievance(s).

SECTION 4. HEARING

If the grievance is referred to the Board of Directors by the State Chairperson, or in the event 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. The Board's determination of the matter shall be final.

AMENDMENTS TO BY LAWS

October 22, 1994

October 21, 1995

Page 10 Section 12

An Association will send their Chairman or prior to the meeting notify the State of the designated representative.

October 12, 1996

Page 9 Section 9

Section 9 of the By Laws regarding Spring meeting be eliminated

October 12, 1996

Page 5 Section 3

Dissolve the Espoir Director position.

Coaches Certification Director be established.

Page 6 Section 6

Rename the Junior Director to Junior/Junior World Director

February 3, 1998

Page 2 Article 4 Section 1

The Corporation shall have no less than TWENTY (20) directors and collectively they shall be known as the Board of Directors. (Previously called State Council)

November 4 , 2002

Page 3 Article 4 Section 3

Addition of duties for State Chairman, to act as a liaison to California Hall of Fame

November 4 , 2002

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation is located in the City of HOLLISTER, in the County of SAN BENITO, in the State of CALIFORNIA.

November 4 , 2002

Section 3 Page 7-Addition of Pairing Officials Director

November 4 , 2002

Section 3 Page 7-Addition of Sports Medicine Director

November 4 , 2002

Section 3 Page 7-Addition of Coaches Certification Director

November 4 , 2002

Dissolve the Junior Fila Director position.

Section 3 Page 8-rename as Women's Director

November 4, 2002

Section 3 Page 7-Addition of Web Master

November 4, 2002

Section 3 Page 8

Dissolve the At Large member position.

November 4 , 2002

Page 17 Article II Section 3-Addition of Partner Member

November 15, 2003

Page 19 Section 5.Membership Fees

Athlete cards increase to \$30.00 coaches increase to \$30.00

Page 19 Section 10 Lost or Uncounted membership cards

(Approved by California Board of Directors October 2002. Each Association is now liable for the payment of lost or unaccounted cards.

Page 19 SECTION 11 DEADLINE TO RETURN ALL USED OR PAID MEMBERSHIP

All Used cards and paid membership, must be in on or before Aug 1.

October 7 , 2006

Section 3 Page 7-Sports Medicine Director, to become a voted position

Section 3 Page 3 Administrative Assistant, combined with Head of National teams-
Become a voted position

October 6, 2007

SECTION 2. Bylaws, Page 8. Rename Pairing Director, to -Head Of Tournament Operations.

SECTION 2. Bylaws, Page 7. Grappling Director to become a voted position

September 19,2009

SECTION 5. MEMBERSHIP FEES

Fees Updated ;

Athletes \$35.00-online plus fees. (Only bought on line only!)

Coaches \$35.00-(Only bought on line only! Plus \$17.00 for a background check.

(This only needs to be done, every other year Background check is good for two years.)
Club \$55.00 -(Only bought on line only!
Additional Insured/Certificate Holders \$20.00 (Only bought on line only!)
Event sanction is \$40.00 (Only bought on line only!)

September 19, 2009

Deleted

SECTION 5. MEMBERSHIP FEES

The following fee shall be charged for making application for membership to USA WRESTLING, which gives the member automatic membership to CALIFORNIA-USA WRESTLING, INC. in such amount as may be specified from time to time by resolution of the Board of Directors charged for, and payable with, the application for membership. Each association is responsible for any cards not returned or accounted for in the California USA Wrestling Data Base, the Association is now liable for the payment of that card or cards.

SECTION 10 LOST OR UNACCOUNTED FOR CARDS

(Approved by California Board of Directors October 2002. Each Association is now liable for the payment of lost or unaccounted cards

SECTION 11 DEADLINE TO RETURN ALL USED OR PAID MEMBERSHIP

All Used cards and paid membership, must be in on or before Aug 1.

September 14, 2012

Added

SECTION 5. DUTIES

Association Chairperson/Representative Ensuring that a proper financial Statement in record to the state office September 1. Failure to have proper financial Statement in record to the state office will be result in loss of voting right.

Bylaws, Page 8

September 14th, 2019

Changed

SECTION 3. TYPES OF MEMBERSHIPS

Coaches & Officials changed to Wrestling Leader.

September 14th, 2019

Changed

SECTION 6. TERM OF OFFICE

Dissolve the Association SDWA- San Diego Wrestling Assoc

October 10th, 2020

Article 4. Removed THIRTY 30 and added State and local Association Directors collectively

SECTION 1. NUMBER

The corporation shall be comprised of State and local Association Directors collectively they shall be known as the Board of Directors (Previously called State Council.).

October 10th, 2020

SECTION 9. REGULAR MEETINGS

The fall meeting is a closed business meeting. Directors shall be elected or reelected by the Board of Directors every three years (See guidelines set forth in Article 4 Section 6.

1. Work with State Chairperson to develop State qualifiers.
2. Develop activities to promote Grappling
3. Communicate to all Regional Representatives on any activities regarding the Grappling Division, especially those as reflected by the calendar of events
4. Attend the USA Regional Tournament
5. Liaison to USA Grappling

October 10th, 2020

Page 19 Section 5. Updated Membership Fees
Membership: Athletes \$50.00-online plus fees
Membership: Open Athletes \$55.00-online plus fees
2 Year Membership: Athletes \$90.00-online plus fees
Wrestling Leader: \$55.00-online plus fees)
Plus \$17.00 background check.
Club \$80.00
Additional Insured/Certificate Holders \$30.00
Event sanction \$65.00