



Bylaws of the North Branch Wrestling Association

Article I – Members

1. Annual Meeting

A meeting of the members shall be held annually for the election of officers and the transaction of other business on such date in year as may be determined by the members, but in no event later than 100 days after the anniversary of the date of incorporation.

2. Special Meetings

Special meetings may be called by the Officers with advanced written notice to the membership. Specific details for a special meeting will be outlined. No other association business other than outlined in a written notice will be considered.

3. Place of Meetings

Meetings of the members shall be held at such place within the State of Minnesota as may be fixed by the Officers. If no place is so fixed, such meetings shall be held at the principal office of the association. The location for said meetings will be held at the North Branch Fire Hall, North Branch, MN 55056. Notification of meeting location changes will be forwarded seven days in advance. Alternate meeting site to be the cafeteria at the North Branch High School.

4. Notice of Meetings

Notice of each meeting of the members shall be given in writing (via email) and shall state the place, date, and hour of the meeting and the purpose or purposes for which the meeting is called. Notice of a special meeting shall indicate that it is being issued by or at the direction of the person or persons calling or requesting the meeting. No paper mailings will be sent. It will be generally understood that notifications for meetings will be forwarded electronically.

When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting. If the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting. However, if after the adjournment the Officers fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given to each shareholder of record on the new record date entitled to notice under this Section 4.

5. List of Members at Meetings

A list of members as of the record date, certified by the Secretary or Assistant Secretary, shall be produced at any meeting of the Association upon the request, thereat or thereto of any

shareholder. If the right to vote at any meeting is challenged, the inspectors of election, or the person presiding thereat, shall require such list of the shareholders to be produced as evidence of the right of the persons challenged to vote at such meeting, and all persons who appear from such list to be members entitled to vote thereat may vote at such meeting.

6. Qualification of Voters

Every member of record shall be entitled at every meeting of the Association to one vote.

7. Quorum of Members

A quorum of members will be defined as a minimum of three Officers in attendance. All association decisions requiring a vote will need at least 3 officers present.

8. Proxies

No proxies will be granted. All officers and members must attend meetings to have votes registered.

9. Vote or Consent of Members

Officers, except as otherwise required by law, shall be elected by a plurality of the votes cast at a meeting of members to vote in the election.

Whenever any association action, other than the election of officers, is to be taken by vote of the members it shall, except as otherwise required by law, be authorized by a majority of the votes cast at a meeting of members.

ARTICLE II - ASSOCIATION OFFICERS

1. Power of Board and Qualification of Directors

The business of the Association shall be managed by the Elected Officers. Each officer shall be at least 21 years of age. The board of directors will be defined as the acting officers of the NBWA Association.

2. Number of Directors

The numbers of directors will be defined as those required to conduct association business. The current number will be as follows: President, Vice President, Secretary, Treasurer, and Assistant Secretary.

3. Election and Term of Officers

At each annual meeting of the association members, officers shall be elected to hold office until the next annual meeting and until their successors have been elected and qualified or until their death, resignation or removal in the manner hereinafter provided.

4. Resignations

Any officer of the association may resign at any time by giving written notice to the President or to the Secretary of the Association. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

5. Compensation of Directors

No officer or member of the association will receive any compensation for their respective involvement in Association activities.

ARTICLE III - OFFICERS

1. Election of Officers

At each annual meeting of association members, officers shall be elected to hold office until the next annual meeting and until their successor have been elected and qualified or until their death, resignation or removal in the manner hereinafter provided. Elections will be decided by majority vote.

2. Compensation

No officer or member of the association will receive any compensation for the respective involvement in Association activities.

3. Term of Office and Removal

At each annual meeting of association members, officers shall be elected to hold office until the next annual meeting and until their successor have been elected and qualified or until their death, resignation or removal in the manner hereinafter provided.

4. President

The President shall be the chief executive officer of the Association, shall have general and active management of the business of the Association and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall also preside at all meetings of the members.

5. Vice Presidents

The Vice Presidents, in the order designated by the Board of Directors or in the absence of any designation, then in the order of their election, during the absence or disability of the refusal to act by the President, shall perform the duties and execute the powers of the President and shall perform such other duties as the members shall prescribe.

6. Secretary and Assistant Secretary

The Secretary shall attend all meetings of the Officers and all meetings of the members and record all the proceedings of the meetings of the Association and of the Board of Directors in a book to be kept for that purpose. The Secretary shall have custody of the corporate seal of the Association and the Secretary, or an Assistant Secretary shall have authority to affix the same to

any instrument requiring it and when so affixed, it may be attested by the Secretary's signature or by the signature of such Assistant Secretary

7. Treasurer and Assistant Treasurers

The Treasurer shall have the custody of the corporate funds and securities; shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association; and shall deposit all moneys and other valuable effects in the name and to the credit of the Association and such depositories as maybe designated by the Board of Directors.

The Treasurer shall disperse the funds as maybe ordered by the officers, taking proper vouchers for such disbursements, and shall render to the President and the members at its regular meetings an accounting of all the transactions as Treasurer and of the financial condition of the Association.

8. Books and Records

The Association shall keep: (a) correct and complete books and records of account; (b) minutes of the proceedings of the members and any committees of officers; and (c) a current list of the members and officers and their residence address. The Association shall also keep at its office in the State of Minnesota or at the office of its transfer agent or registrar in the State of Minnesota, if any, a record containing the names and addresses of all shareholders, the number and class of shares held by each and the dates when they respectively became the owners of record thereof.

9. Checks, Notes, etc.

All checks and drafts on, and withdrawals from the Association's accounts with banks or other financial institutions, and all bills of exchange, notes and other instruments for the payment of money, drawn, made, endorsed, or accepted by the Association, shall be signed on its behalf by the person or persons thereunto authorized by, or pursuant to resolution of, the Officers.

ARTICLE IV - CERTIFICATES AND TRANSFERS OF SHARES

1. Forms of Share Certificates

The share of the Association shall be represented by certificates, in such forms as the Board of Directors may prescribe, signed by the President or a Vice President and the Secretary or an Assistant Secretary or the Treasurer or an Assistant Treasurer. The shares may be sealed with the seal of the Association or a facsimile thereof. The signatures of the officers upon a certificate may be facsimile if the certificate is countersigned by a transfer agent or registered by a registrar other than the Association or its employee. In case any officer who has signed or who has facsimile has been placed upon a certificate shall have ceased to the such officer before such certificate is issued, it may be issued by the Association with the same effect as if he were such officer at the date of issue.

Each certificate representing shares issued by the Association shall set forth upon the face or back of the certificate, or shall state that the Association will furnish to any shareholder upon request and without charge, a full statement of the designation, relative rights, preferences and

limitations of the shares of each class of shares, if more than one, authorized to be issued and the designation, relative rights, preferences and limitations of each series of any class of preferred shares authorized to be issued so far as the same have been fixed, and the authority of the officers designate and fix the relative rights, preferences and limitations of other series.

Each certificate representing shares shall state upon the face thereof: (a) that the Association is formed under the laws of the State of Minnesota; (b) the name of the person or persons to whom issued; and (c) the number and class of shares; and the designation of the series, if any, which such certificate represents.

ARTICLE V – OTHER MATTERS

1. Corporate Seal

The Board of Directors may adopt a corporate seal, alter such seal at pleasure, and authorize it to be used by causing it or a facsimile to be affixed or impressed or reproduced in any other manner.

2. Fiscal Year

The fiscal year of the Association shall be the twelve month ending December 31st, or such other period as may be fixed by the Board of Directors.

3. Amendments

Bylaws of the Association may be adopted, amended or repealed by vote of the holders of the shares at the time entitled to vote in the election of any directors. Bylaws may also be adopted, amended or repealed by the membership.

If any bylaw regulating and impending election of directors is adopted, amended or repealed by the shareholders, there shall be set forth in the notice of the next meeting of shareholders for the election of directors the bylaw so adopted, amended or repealed, together with a conscious statement of the changes made.