

**BYLAWS AND CODE OF REGULATIONS**  
**OF THE**  
**PARENTS OF WRESTLERS ENCOURAGING RESULTS, INC.**  
**AN OHIO NON-PROFIT CORPORATION**  
**UNDER CHAPTER 1702 OF THE OHIO REVISED CODE**

**ARTICLE I – NAME; OFFICE**

**1.1. Name.** This entity shall be an Ohio not for profit Corporation, the name of which shall be the PARENTS OF WRESTLERS ENCOURAGING RESULTS, Inc., herein referred to as “POWER”.

**1.2. Offices.** The principal office of this Corporation in the State of Ohio shall have a mailing address of Marysville High School, 800 Amrine Mill Road, Marysville, Ohio 43040. The Corporation may have other offices as determined to be in the Corporation’s best interest by majority vote of the Executive Board.

**ARTICLE II – PURPOSE**

The purpose of the Corporation shall be as follows:

**2.1. Core Purpose.** The Corporation is organized under Chapter 1702 of the Ohio Revised Code exclusively for the charitable purposes of supporting the development of all wrestlers in Marysville. Such purpose comports with Section 1702.03 of the Ohio Revised Code, as amended. The organization works independently but in cooperation with the administration of the Marysville Exempted Village School District (MEVSD), the athletic director and the coaches of Marysville High School at MEVSD and works within the guidelines established by MEVSD, the Ohio High School Athletic Association (OSHAA), and the IRS for the fair and equitable treatment of students involved in interscholastic sports.

**2.2. Means to Effectuate Core Purpose.** The purpose of the Corporation will be reached by organizing the parents of players, alumni, and members of the community to provide volunteer and funding support for the wrestling programs in the Marysville area, including youth (ages less than 13) and middle and high school age wrestlers.

**2.3. Non-Profit, Tax-Exempt Status.** The Corporation is organized exclusively for charitable, educational, and religious purposes under Section 501(c)(3) of the Internal Revenue Code, as amended, or any successor provision(s) thereto. It is the Corporation’s express intention that donations to the Corporation qualify as tax-exempt under Section 501(c)(3), pursuant to Section 509(a)(2), and that the Corporation may properly and duly receive and administer funds for religious, educational, and charitable purposes within the meaning of Section 501(c)(3).

**2.3.1. Corporate Property and Assets.** The Corporation is empowered to hold any property, or any undivided interest therein, without restriction as to amount or value; to dispose of any such property; and to invest, reinvest, or allocate the principal or the income in such manner as, in the judgment of the Executive Board, will best promote the foregoing purposes of the Corporation, without limitation, except such restrictions, prohibitions, and provisions, if any, as may be contained in the instrument under which such property is received, the Articles of Incorporation, these Bylaws and Code of Regulations of the Corporation, or any applicable laws, including any and all restrictions or limitations imposed upon tax-exempt organizations set forth in Section 501(c)(3); and to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof; provided, however, that none of which is done for the pecuniary profit or financial gain of its directors, members, or officers, except as permitted under Ohio law and the Internal Revenue Code concerning tax-exempt, non-profit corporations.

**2.3.2. No Individual Benefit.** No part of the net earnings of the Corporation will inure to the benefit of any member, director, officer of the Corporation, or any private individual, and no member, director, officer of the Corporation, or any private individual will be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation, as set forth in further detail in Section 7 hereof.

**2.3.3. No Political Activity.** No substantial part of the activities of the Corporation will advance, promote, or facilitate propaganda, or otherwise attempt to influence legislation, and the Corporation will not participate in or intervene in, including the publication or distribution of statements, any political campaign on behalf of or in opposition to any candidate for public office.

**2.3.4. Dissolution.** Upon the dissolution of the Corporation or the winding up of its affairs as pursuant to Section 13, the assets of the Corporation will be distributed exclusively to one or more charitable, religious, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of will be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as the Court determines, which are organized and operated exclusively for such purposes.

### ARTICLE III – MEMBERSHIP

**3.1. Eligibility for Membership.** Any parent or guardian of a K-12 student participating in the current competition year of the Marysville wrestling program may voluntarily enroll on an annual basis to become a member or director of this Corporation, subject to the terms, provisions, restrictions, and limitations set forth in these Bylaws and Code of Regulations. Except as otherwise stated herein, the rights and privileges of all members/directors shall be equal and each member will be entitled to one vote.

**3.2. Member's Rights to Corporate Assets.** The members shall have no right, title or interest in its income, property, or assets, nor will any portion of income, property or assets be distributed to any member under any circumstance, including any dissolution or winding up of this Corporation, as set forth herein, including, but not limited to, Section 2.3.4.

**3.3. Liability of Members.** No member shall be personally liable for the Corporation's debts, liabilities, or obligations, nor subject to any assessment, pursuant to Ohio law, including the limitations on liability afforded under Section 1702.55 of the Ohio Revised Code, as amended, or any successor provision under Ohio law.

**3.4. Resignation.** A member may withdraw from the Corporation after fulfilling all obligations to it by giving written notice of such intention to the Secretary, which notice shall be presented to the Executive Board by the Secretary at the first meeting after its receipt.

**3.5. Suspension.** A member may be suspended for a period or expelled for cause such as violation of any of the Bylaws or rules of the Corporation, or for conduct prejudicial to the best interests of the Corporation. Suspension or expulsion shall be by a two-thirds vote of the membership of the Executive Board, provided that a statement of the charges shall have been mailed by registered mail to the member under charges at his last recorded address at least 15 days before final action is taken thereon; this statement shall be accompanied by a notice of the time when and place where the Executive Board is to take action in the premises. The member shall be given an opportunity to present a defense at the time and place mentioned in such notice, prior to the Board taking any action.

**3.6. Non-voting Members.** The head coach(es), and the building and district athletic directors, shall automatically be non-voting ex-officio members of the organization and shall be members of the Executive Board. They shall provide guidance and leadership and act as a liaison between parents and school administration, and shall report pertinent information to the Corporation. The Executive Board shall have the authority to establish and define additional non-voting categories of membership.

#### ARTICLE IV – MEMBERSHIP MEETINGS

**4.1. Meetings.** The membership meeting of the Corporation shall be held as follows:

**4.1.1.** An annual meeting of voting members for the election of the Executive Board and the consideration of reports to be laid before such meeting shall be held annually in Marysville near or, if possible, contemporaneously with the Executive Board meeting(s), or such other time voted upon by majority vote of the members, as set forth in Ohio Revised Code Section 1702.16. Notice of such meetings shall be sent to all members of the Corporation no less than thirty days prior to the meeting. Notice of the meeting, signed by the Secretary, may be sent by electronic mail. The sending of the electronic mail message giving Notice of the meeting shall be conclusive proof of its receipt by the members to whom it was addressed. It shall be the responsibility of each member to ensure that the Secretary has a current electronic mail address for delivery of notices to that member.

**4.1.2.** Regular membership meetings shall be held as scheduled and directed by the Executive Board.

**4.1.3.** Additional programs and/or meetings may be scheduled at the discretion of the Executive Board.

**4.1.4.** A majority vote of those present and voting shall be necessary for action by the body unless a greater vote is required by these Bylaws and Code of Regulations.

**4.2. Special Meetings.** Special meetings may be called by the President or the Executive Board at his/her discretion. Upon the written request, the President or the Executive Board shall call a special meeting to consider a specific subject. Notice for any special meetings is to be given in the same manner as for the annual meeting. No business other than that specified in the notice of the meeting shall be transacted at any special meeting of the members of the Corporation.

**4.3. Waiver.** Notwithstanding the provisions of any of the foregoing sections, a meeting of the members of this Corporation may be held at any time and at any place designated by the Executive Board, and any action may be taken thereat, if notice is waived in writing by every member having the right to vote at the meeting.

**4.4. Voting.** If the manner of deciding any question has not otherwise been prescribed, it shall be decided by majority vote of the members present in person or by proxy.

**4.5. Quorum.** The presence in person or by proxy of two-thirds of the Executive Board shall constitute a quorum for the transaction of business.

**4.6. Proxies.** Every member of the Corporation entitled to vote at any meeting thereof may vote in proxy. A proxy shall be in writing and revocable at the pleasure of the member executing it. Unless the duration of the proxy is specified, it shall be invalid after 11 months from the date of its execution.

**4.7. Order of Business.** The order of business shall be as follows at all the meetings of the Corporation, Executive Board, and any Committee meetings:

- (a) Reading of the previous minutes.
- (b) Reports of officers.
- (c) Reports of committees.
- (d) Unfinished business.
- (e) New business.

Any question as to priority of business shall be decided by the President without debate.

This order of business may be altered or suspended at any meeting by a majority vote of the members present.

## ARTICLE V – OFFICERS

**5.1. Officers.** The elected Officers of the Corporation shall be Past President, President, Vice President, Secretary, and Treasurer. Any officer shall be a member in good standing. Any two or more offices may be held by the same person pursuant to Ohio Revised Code Section 1704.34(A), as amended, or as required by any successor provision under Ohio law. School District officials, including coaches and athletic director(s), and lines of direct legitimate authority above them, shall not hold an officer position.

**5.2. Past President.** The Past President shall serve as a non-voting member in an advisory

role to the Executive Board and shall assist in the annual transition of Officers.

**5.3. President.** The President shall:

- Vote only in case of a tie at meetings and has the authority to block approval by veto if required to ensure regulatory compliance,
- Supervise the fundraising activities of the Corporation,
- Determine the need for committees subject to the approval of the Officers and appoint a chair to oversee each committee,
- Assist in carrying out the policies determined by the Executive Board,
- Promote the purposes of the Corporation,
- Make recommendations to the Executive Board,
- Preside over all Corporation meetings,
- Enter into legal agreements on behalf of the Corporation,
- Be authorized to sign checks and authorize credit purchases on behalf of the Corporation in the absence of the Treasurer,
- Facilitate the annual transition of Officers,
- Serve as the business records custodian,
- Act as the Corporation's spokesperson or designate another person to do so,
- Promote regulatory compliance in filings and all operations,
- Attend, or appoint a designated representative of the Corporation to attend, Marysville Athletic Association (MAA) Meetings on behalf of the Corporation and share meeting updates and minutes with the Executive Board and Membership, and
- Perform any other duties prescribed by the Executive Board.

**5.4. Vice President.** The Vice President shall assist the President in carrying out the duties of that office, work under the direction of the President, preside in the absence of or at the request of the President, be authorized to sign checks and authorize credit purchases on behalf of the Corporation in the absence of the Treasurer, be responsible for reviewing these Bylaws on an annual basis, and succeed to the office of President in the event of the death, incapacity or resignation of the President.

**5.5. Secretary.** The Secretary shall keep an accurate record of the proceedings of all meetings of the Executive Board and membership meetings, and answer correspondence(s) as directed by the Executive Board. It shall be the duty of the Secretary to give notice of and all meetings of the Corporation and to distribute the meeting minutes to the members. The Secretary shall monitor the Corporation email account and respond or redirect messages as appropriate.

**5.6. Treasurer.** The Treasurer shall facilitate the annual Balanced Budget development process which shall be presented annually to the membership for approval, maintain accounting records of all receipts and expenditures of the Corporation and deposit all funds in the Corporation bank account in a timely manner, pay bills upon receipt of documentation and approval from the Executive Board, be authorized to sign checks and authorize credit purchases on behalf of the Corporation, provide a monthly report, hold an audit event at the end of each year, secure "Surety Bond Insurance" for the organization and its volunteers, and be responsible for all required tax returns in a timely manner and any other filings required by Federal, State, and local governments to maintain status as a recognized tax-exempt non-profit.

**5.7. Vacancies.** All vacancies in any office shall be filled by the Executive Board without

undue delay, at its regular meeting, or at a meeting specially called for that purpose, except for that of Vice President which may remain vacant at the direction of the Officers.

**5.8. Method of Election.** Officers for the next competition year shall be elected by the current year's members, except that the current Vice President shall automatically become President unless the Vice President chooses to decline such office, in which case an election of the President shall occur in accordance with these Bylaws. A majority of the members present shall be necessary to constitute an election. The vote shall be held at the annual end of the season meeting in April. The election of the Officers shall be made by a show of hands when the candidate is running unopposed. Voting shall be by secret written ballot, organized by the current Executive Board, if two or more candidates seek the same officer position. The Executive Board may forego the secret ballot and call for election by a show of hands if the current President deems the membership is in favor of such a procedure.

## ARTICLE VI – EXECUTIVE BOARD

**6.1. Number.** The property, affairs, activities, and concerns of the Corporation shall be vested in an Executive Board. As stated in Section 3.1., the number of members of the Executive Board, who shall be known as either a Director or Executive Board Member, shall be at least three (3) in accord with Ohio Revised Code Section 1702.27(A)(1), as amended, or as required by any successor provision under Ohio law. The members of the Board shall consist of the elected Officers and ex-officio members. The installation of the Officers shall be effective at the first meeting in May, with transition time between the election and the effective date. The Executive Board shall continue in office until their successors shall be duly elected and qualified.

**6.2. Election of Executive Board and Term.** At each annual meeting held in April at the end of the competition season, any director may be elected or reelected as set forth herein. A majority vote of the quorum present at an annual meeting of the members shall be sufficient to elect a member of the Executive Board.

**6.3. Duties of the Executive Board.** The Executive Board may: (1) hold meetings at such times and places as it thinks proper; (2) admit members and suspend or expel them by ballot; (3) appoint committees on particular subjects from the members of the Board, or from other members of the Corporation; (4) audit bills and disburse the funds of the Corporation; (5) print and circulate documents and publish articles; (6) carry on correspondence and communicate with other associations with similar interests; (7) employ agents; and (8) devise and carry into execution such other measures as it deems proper and expedient to promote the objects of the Corporation and to best protect the interests and welfare of the members.

**6.4. Meetings of Board.** Regular meetings of the Executive Board shall be held immediately succeeding the annual election in April each year, or more frequently as the Board elects. These meetings will be held at an agreed upon time and place. Meetings of the Board may be held via teleconference or other electronic means. Notice of the meeting shall either be sent via electronic mail to the address as provided to the Secretary, or mailed to the last recorded address of each member, at least fourteen days before the time appointed for the meeting. The President may, when he/she deems necessary, or the Secretary shall, at the request in writing of three members of the Board, issue a call for a special meeting of the Board, and only five days' notice shall be required for such special meetings.

**6.5. Quorum.** A majority of the Executive Board shall constitute a quorum for the transaction of business. In the absence of the President and Vice President, the quorum present may choose a Chairman for the meeting. If a quorum is not present, a lesser number may adjourn the meeting to a later day, not more than ten days later. The Secretary shall give written notice of the adjourned date to all members of the Executive Board.

**6.6. Committees.** The Executive Board will establish committees each year to further the goals of the Corporation. These committees may vary from year-to-year and may include without limitation the following: Concessions, Team Tables, Fundraising, and Team Activities. Committee Chairs will be selected at the beginning of each calendar competition year from the current membership. The Committee Chairs shall keep a record of activities that can be passed down from year to year.

**6.7. Absence.** Should any member of the Executive Board absent him/herself unreasonably from three consecutive meetings of the Board without sending a communication to the President or Secretary stating his/her reason for so doing, and if his/her excuse should not be accepted by the members of the Board, his/her seat on the Board may be declared vacant. The seat shall be filled as set forth in Section 5 of these Bylaws.

**6.8. Vacancies.** Whenever any vacancy occurs in the Executive Board by death, resignation, or otherwise, it shall be filled without undue delay by a majority vote by ballot of the remaining members of the Board at a special meeting which shall be called for that purpose. The election shall be within 60 days after the occurrence of the vacancy. The person so chosen shall hold office until the next annual meeting, or until his/her successor shall have been chosen at a special meeting of the members.

**6.9. Removal of Directors.** Any one or more of the directors may be removed either with or without cause, at any time, by a vote of two-thirds (2/3) of the remaining directors present at any special meeting called for that purpose. The Director whose removal is sought shall be notified in writing of such action and the reasons for such action and be given an opportunity to be heard by the Executive Board prior to a vote on removal. If removed, such Director's position and the office said Director held shall be declared vacant and be filled as provided for in these Bylaws.

**6.10. Non-voting Members.** The head coach, and the building and district athletic director(s), shall automatically be non-voting ex-officio members of the organization and shall be members of the Executive Board.

**6.11. Term.** Officers shall serve for one year and may stand for re-election. An individual shall serve no more than 3 consecutive years as an Officer or Director.

**6.12. Restrictions.** Executive Board members shall not concurrently serve as an Executive Board member for the Corporation and another booster organization associated with MEVSD.

## ARTICLE VII – FINANCIAL STRUCTURE

**7.1. Role of Treasurer.** The Treasurer shall be defined as the receiver and dispenser of funds, as set forth in more detail in Section 5.5.

**7.2. Disbursement of Funds.** A. Each year, the membership will vote to approve a budget; a simple majority approval is needed of those in attendance at the meeting. Expenses not in the approved budget or above the individual budget line items shall be brought back to the membership and voted on individually; a simple majority approval is needed of those in attendance at the meeting.

**7.3. Actions Prohibited.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, Executive Board, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in the furtherance of the goals and purposes of the Corporation.

**7.4. Gifts and Donations.** In order to assist the Corporation in its purpose, the Executive Board shall have the authority to accept and receive funds or other property donated for the Corporation's purpose. Furthermore, the Executive Board shall so govern the acceptance of donations and the application of funds or property donated as to insure the charitable nature thereof; and shall neither receive nor apply funds or property so as to violate those rules and regulations of the State of Ohio or Treasury Department of the United States granting tax exemption or tax benefits to the use of and donation of property for charitable purposes.

## ARTICLE VIII – INDEMNIFICATION

**8.1. Indemnification.** The Corporation, as a non-profit Corporation, hereby agrees to indemnify and hold harmless the Executive Board, officers, employees, agents, and servants from any and all liabilities that said persons may incur as a result of carrying out their duties and obligations to the Corporation, except for willful and malicious injuries to persons or property. This broad warrant of indemnification shall be deemed to supplement and not supersede the indemnification provisions contained in Ohio Revised Code Section 1702.12, all of which the Corporation expressly adopts.

## ARTICLE IX - FISCAL YEAR

**9.1. Fiscal Year.** The fiscal year of the Corporation shall begin on the first day of September and end on the last day of August in each year.

## ARTICLE X – AMENDMENTS

**10.1 Amendments.** Amendments to these Bylaws and Code of Regulations may be proposed in writing by the Executive Board, or by petition of at least twenty-five percent (25%) of the members in good standing. Proposed amendments shall include the exact wording and rationale for the proposal. The proposal shall be submitted in writing to the Secretary at least twenty (20) days prior to the annual membership meeting.

**10.2. Voting.** Proposed amendments shall be voted upon by every member. A two-thirds (2/3) vote of ballots received shall be required for adoption. An adopted amendment shall take effect at the close of the membership meeting unless otherwise stipulated in the proposal.

**ARTICLE XI – NON-PROFIT STATUS**

**11.1. Tax-Exempt Status.** The Corporation shall operate solely for charitable purposes as provided in Section 501(c)(3) of the Internal Revenue Code and shall limit its activities as required by a Corporation exempt under this Section of the Code. Specifically, the Corporation shall receive a substantial part of its financial support in the form of contributions from the general public and all receipts shall be related to its exempt functions pursuant to Section 509(a)(1) of the Code.

**ARTICLE XII – DISSOLUTION**

**12.1. Dissolution.** In the event of the dissolution of this Corporation, all funds and tangible assets, or revenue from the sale of such assets, shall be distributed at the direction of the Executive Board to a Corporation or Corporations exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, or as set forth in Section 2.3.4.

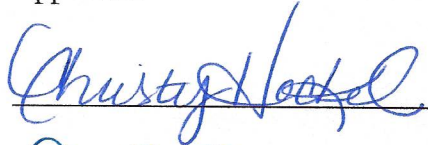
**ARTICLE XIII – CONFLICT OF INTEREST POLICY**

**13.1. Conflict of Interest Policy.** The Corporation shall have and maintain a Conflict of Interest Policy at all times. The current version of the Corporation’s Conflict of Interest Policy is attached hereto as “Exhibit A” and incorporated herein by reference. Such Policy is expressly adopted by the Corporation through its Executive Board and may be amended by a majority vote thereof.


Made effective as of the 5 day of October, 2021.

By:   
Amber O’Neal,  
President

Approved:

  
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