

**OSSEO MAPLE GROVE YOUTH WRESTLING (OMGYW)
CONSTITUTION & BY-LAWS**

Updated September 2015

ARTICLE I

The legal name of this organization shall be the Osseo Maple Grove Youth Wrestling and hereafter referred to as "OMGYW."

ARTICLE II

OMGYW strives to provide a fun and competitive atmosphere for all kids, while instilling the character traits of self-discipline, courage, perseverance, and respect. We also aim to grow the sport of wrestling and enhance high school programs within the State of Minnesota. Registration membership is limited to youth in grades pre-K to 6th grade.

ARTICLE III

OMGYW practices an open door policy. Any athlete who pays dues or is registered through the use of scholarship funds and wishes to be part of our organization is invited to participate. Family members whose children participate in OMGYW are also considered part of our organization. OMGYW will abide by all tournament and dual meet requirements in which we participate in with regard to boundary and residence regulations.

ARTICLE IV

The registered address of OMGYW is PO Box 1832, Maple Grove, MN 55311.

ARTICLE V

OMGYW is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that are organized for charitable and educational purposes or qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VI

No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence, (including the publishing or distribution of statements) or any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal

Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under Section 170(c)(ii) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United State Internal Revenue Law).

ARTICLE VII

Upon the dissolution of the organization, the Officers shall, after paying or making provision for the payment of all the liabilities of the organization, dispose of all of the assets of the organization exclusively for the purposes of the organization in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Officers shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

Section 1 – Voting Board Membership Area

Voting Board Membership is open to all Minnesota residents, 18 years and older, who pass a background check through MN USA Wrestling and have been selected in a public board meeting by active members of OMGYW.

Section 2 – Voting

Family units who meet the requirements of Article VIII, Section 1 and who have paid a registration fee within the fiscal year between September 1st through August 31st will have one vote at the annual membership meeting. Each family unit will have one vote. Absentee voting and/or proxy votes will not be allowed under any circumstances at the annual membership meeting.

Section 3 – Method of Voting

Voting procedures at the annual membership meeting called by the OMGYW Board under the provisions outlined in Article XII, Section 4 shall be as follows.

ARTICLE IX

OMGYW shall be governed by its Constitution and By-laws as presently constituted or as these may from time to time be amended and/or altered. Any member may propose amendments or changes to the By-laws and Annual Budget. Changes to the By-laws and Annual Budget of OMGYW must be approved by a super majority vote, 4:1, of the voting members at either the Annual Meeting or at a special membership meeting outlined in Article XII.

ARTICLE X

The Board of Directors manages the affairs and business of the OMGYW. The Board shall consist of the elected officers: President, Treasurer, two Coaches, and two voting

Board Members. The voting positions are as follows: (1) Coach, (2) Coach, (3) Elected Board Member, (4) Elected Board Member, and (5) President.

Section 1 – Board Duties

The Board of Directors shall:

1. Transact all business or delegate authority to transact business.
2. Enforce the Budget, Operating Principles, By-laws and other rules of OMGYW.
3. Oversees club scholarships.
4. Make recommendations for amendments to the Constitution of OMGYW.
5. Have complete jurisdiction over OMGYW's finances and have exclusive power to make or authorize appropriations.
6. Shall make a report of the OMGYW's activities during the preceding year at the annual membership meeting and maintain a record of OMGYW activities throughout the year.
7. Construct and approve an annual budget and vote on amendments to that budget on an as needed basis.

Section 2 – Quorum

It is preferable for all voting board members to be present for all issues requiring resolution by vote. If at least 4 voting board members cannot cast a vote during a scheduled meeting, no issues can be voted upon. However, a voting member can cast a vote if absent through communication with the President.

Section 3 – Frequency of Board Meetings

The regular meetings of the Board will be held at a time and location established by the Board.

Section 4 – Conflict of Interest

Any Board member that may have a conflict of interest regarding any matter – financial or otherwise – that is under consideration by the Board for approval may excuse himself or herself from voting on any motion without penalty or prejudice. If this occurs, the Treasurer will become a voting member for that particular issue. Board member(s) who may be reimbursed or otherwise compensated for services directly related to the operation of the OMGYW shall abstain from voting on any relevant motion(s).

ARTICLE XI

Section 1 – Officers

The officers of OMGYW are the President and Treasurer.

Section 2 – Elections

Elections for all Board members will be held during the Annual Meeting. The current President will serve as the presiding officer over the Nominating Committee. Nominations for open voting positions will be voiced publicly and recorded by the presiding officer. After all nominations are finalized, each family unit will cast one vote for each open position on written ballot. The presiding officer and treasurer will tally all ballots at the annual membership meeting and make public the results. Ballots will be

made available for review for a period of 24 hours by members upon request. Election shall be by simple majority of the voting members (see Article VIII for definition of “voting members”). The terms of office begin the first board meeting following the Annual Meeting. All elected board members will serve a two-year term on an alternating schedule.

- The President and Treasurer will serve on alternating election terms. The first election year for a new President will be 2011. The first election year for a new Treasurer will be 2012.
- The two coaching voting positions will serve on alternating election terms. The first election year for the first coaching voting position will be 2011. The first election year for the second coaching voting position will be 2012. Coaches will be selected by the voting members of the board on an as needed basis determined through vote and upheld by super majority vote, 4:1, of the voting members.
- The two elected board members will serve on alternating election terms. The first election year for the first elected board member position will be 2011. The first election year for the second elected board member position will be 2012.

Section 3 – Removal From Office

An elected board member of this organization shall be removed from office by a super majority vote, 4:1, of the voting members at a special emergency meeting convened pursuant to Article X, Section 4. An elected board member of this organization can also be removed by a simple majority of the voting members who may be convened at an annual meeting or a special meeting of the general membership pursuant to Article X. Any elected board member or appointed director who requests removal of an elected board member or appointed director must provide a written report to the full Board, 72 hours prior to the beginning of the meeting outlining specific reason(s) for requesting removal from office. This report shall also be available to any OMGYW member upon request. The elected board member or appointed director who would be removed under this provision shall also be provided a copy of the report prior to the beginning of the meeting and shall have an opportunity to present his or her rebuttal prior to any vote to remove him or her from office.

Section 4 – Vacancies

In the event that a vacancy occurs in any office, the Board shall fill the vacancy within one-month or as soon as possible. A special Board meeting will be called to fill a vacancy, where a super majority vote, 4:1 of the Board is needed. This vacancy of an elected member of the Board, must be affirmed by the voting members at the next annual meeting.

Section 5 – General Operating Guidelines

OMGYW shall develop and maintain General Operating Principles that describes policies and procedures required by USA Wrestling, MYAS, and NYWA and policies and procedures for the operation of OMGYW.

Section 6 – Duties of Elected and Appointed Positions

President: The President shall preside at Board meetings and the Annual Meeting. The President shall designate standing committees and appoint members to these committees. The President shall enforce the regulations of OMGYW. He/she also will have the power to call special Board meetings. The President is an ex-officio member of all committees. He/she acts as the primary liaison with the Community Education, MN/USA, NYWA, and MYAS personnel. The President is also ultimately responsible for all official OMGYW functions or events.

Treasurer: The Treasurer shall be responsible for keeping the bank accounts of OMGYW in satisfactory order according to commonly accepted business practices and also be responsible for the disbursement of funds as authorized by the Board and/or the voting membership. The Treasurer shall report the financial status of OMGYW to the Board at Board meetings and to the voting membership at the Annual Meeting. The Treasurer also will be responsible for a short and long-range financial plan, forecast, and the complete budget process.

Coaches: The Coaches will be the parties responsible for the physical and mental development of the kids in the sport of wrestling. They will be responsible to plan and conduct all practices, dual meets, and tournaments. They will also direct the scheduling of dual meets and tournaments for the club. They must ensure that OMGYW's mission, operating principles, by-laws, and regulations are followed in everything they do. Since coaches have the most interaction with the kids, they must serve as positive role models for all participants.

Voting Board Members: The Voting Board Members shall serve as the primary liaisons between the board and parents. They should represent not only their preference within board meetings, but also the preferences of the majority of members within OMGYW. Voting Board Members have an obligation to speak up publicly at board meetings if there is dissention within the parents or issues with any conduct of the board, wrestling club, or its members. It is critical that Voting Board Members commit themselves to the mission, operating principles, by-laws, and regulations of OMGYW.

Appointed Director: Appointed Directors are responsible to lead activities to which they are selected or assigned. Examples of appointed directors may include roles like: Tournament Director, Director of Apparel, Director of Activities, Registration Director, etc. An Appointed Director is responsible to report progress to the board and allow the board the ability to allocate resources to assist in the successful execution of activities. Appointed Directors must ensure that OMGYW's mission, operating principles, by-laws, and regulations are applied in the event or activity in which they lead.

ARTICLE XII

The annual meeting shall take place each year during April at a time and place designated by the Board. The Board will present a report outlining previous year's operations. The voting members will then have a chance to comment and make recommendations.

ARTICLE XIII

The Board prior to use must approve any logos and symbolic representations sold or used by OMGYW by any OMGYW team and/or member.

ARTICLE XIV

Any individual representing OYW, its Board of Directors, or teams playing under the auspices of OMGYW may solicit sponsorship or contributions from businesses or other organizations. OMGYW may adopt operating guidelines that allow the Board to prohibit sponsorship and/or contributions that are deemed to be inappropriate. OMGYW shall have the ultimate authority on all decisions regarding sponsorships and/or contributions.