

BUFFALO WRESTLING CLUB BYLAWS

Adopted April 12, 2017

Revised July 10, 2018

Revised May 14, 2019

ARTICLE I – NAME, PURPOSE

Section 1. Name. The name of the organization shall be Buffalo Wrestling Club.

Section 2. Purpose. Buffalo Wrestling Club was formed to make a positive difference in the lives of athletes that participate in the Buffalo wrestling program by providing support and funding to enhance their athletic experiences through the promotion of sportsmanship, citizenship, and community involvement. Buffalo Wrestling Club will ensure that Buffalo wrestling prospers through fundraising and volunteering time so that all participants have the opportunity to experience the benefits of the wrestling program.

ARTICLE II – MEMBERSHIP

Section 1. Members. The corporation's members shall consist of the Board of Directors ("Board Members or Board").

ARTICLE III – BOARD OF DIRECTORS AND ELECTION

Section 1. Board Role, Size, Composition. The Board is responsible for overall policy and direction of the corporation, and delegates responsibility for day-to-day operations to the corporation's President, staff and committees. The Board shall be made up of no fewer than four (4) Board Members and to the extent practicable shall consist of an odd number of Board Members. Board Members shall be the voting members of record to the official business of Buffalo Wrestling Club. Board Members shall receive no compensation other than reimbursement for reasonable expenses.

Section 2. Meetings and Notice. The Board shall meet regularly and not less than 4 times a year, at an agreed time and place. An official board meeting requires that each of the Board Members have notice at least one week in advance. Notice shall be sent by mail or electronic means to each Board Member by an officer or any Board Member. The notice must include the date, time and place of the meeting; and, except where said meeting is called to consider an amendment to the Articles or Bylaws of the corporation, or when a special meeting is to be held, the notice need not state the purpose of the

meeting. Notwithstanding the foregoing, no notice need be given if the day or date, time, and place of a board meeting has been announced at a previous regular meeting of the board. Further, any Board Member may waive notice of any meeting, whether waiver of notice is given before, at, or after the meeting, and whether given in writing, orally, by electronic communication, or by attendance; provided, however, a Board Member shall not be deemed to waive notice where a Board Member attends a meeting for the express purpose of objecting to the transaction of any business because the Board Member believes the meeting has not been lawfully called or convened.

Section 3. Terms. All Board Members' terms shall be the following:

- President: 2 year term 2019-2020, 2020-2022, etc.
- Vice President: 2 year term 2019-2021, 2021-2023, etc.
- Secretary: 2 year term 2019-2020, 2020-2022, etc.
- Treasurer: 2 year term 2019-2020, 2020-2022, etc.
- Member at Large: 2 year term 2019-2021, 2021-2023, etc.

Section 4. Board Elections. Elections for all Board Members will be held during the annual meeting. At least one month prior to the annual meeting, all positions available to be filled will be made public. Nominations from the floor will be accepted. Election shall be by simple majority of the voting members. The terms of office begin the first board meeting following the annual meeting. An elected Board Member can serve more than one consecutive term. Spouses and significant others are not allowed to serve on the Board during the same term. All Board Members are expected to attend at least 75% of regularly scheduled meetings.

Section 5. Election Procedures. A nomination may be made by any person in attendance at the regularly scheduled meeting whereby elections are held. In addition, any current Board Member can nominate a candidate to the slate of nominees.

Section 6. Quorum. A quorum must consist of at least forty percent of the Board Members to allow business to be transacted or motions passed. If a quorum is present when a duly called or held meeting is convened, the Board Members present may continue to transact business until adjournment, even though the withdrawal of a number of Board Members originally present leaves less than the proportion or number otherwise required for a quorum.

Section 7. 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 may be called to fill a vacancy. A simple majority vote of the Board is sufficient. If the

vacancy was for an elected member of the Board, the voting members at the next annual meeting must affirm the vacancy.

Section 8. Resignation, Termination, Absences and Removal. Resignation from the Board must be in writing and received by a Board Member. Any one or all of the Board Members may be removed at any time, with or without cause, by the affirmative vote of two-thirds of the Board Members entitled to vote at an election of Board Member. A Board Member may be removed for excess absences from the Board meetings. Notwithstanding Section 8, a new Board Member may be elected at a meeting at which a Board Member is removed.

Section 9. Special Meetings. Special meetings of the Board shall be called upon the request of the President or one-third of the Board Members. Notices of special meetings shall be sent out by the Secretary or any Board Member to each Board Member at least three days in advance of the meeting.

Section 10. Action Without a Meeting. An action required or permitted to be taken at a Board meeting may be taken and effective upon documented approval of a quorum of the Board Members. The written action may be effectuated via electronic communication.

Section 11. Electronic Communications.

- (a) A conference among Board Members by any means of communication through which the Board Members may simultaneously hear each other during the conference constitutes a Board meeting, if the same notice is given of the conference as would be required by Article III, Section 2 for a meeting, and if the number of Board Members participating in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.
- (b) A Board Member may participate in a board meeting not described in paragraph (a) by any means of communication through which the Board Member, other Board Members so participating, and all Board Members physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

ARTICLE IV – DUTIES OF OFFICERS

Section 1. Officers and Duties. There shall be officers of the Board consisting of a President, Vice-President, Secretary, Treasurer and Member(s) at Large. The Vice-President may also be elected to assume the secretary responsibilities. The officers will be elected for terms as described in Article III, Section 3. Unless prohibited by the articles or these Bylaws or by a resolution approved by the affirmative vote of a majority of the Board Members present, an officer elected or appointed by the Board may, without the approval of the Board, delegate some or all of the duties and powers of an office to other persons. An officer who delegates the duties or powers of an office remains subject to the standard of conduct for an officer with respect to the discharge of all duties and powers delegated. All officers shall use the shared electronic data and communication system (Google Drive, Mail, etc.) for official club business as much as reasonably possible, while refraining from the use of personal contact information for official business.

Section 2. Duties of the President. The President shall preside at Board meetings and the annual meeting, setting agendas as needed. The President shall designate standing committees and appoint members to these committees. S/he also will have the power to call special board meetings. The President is an ex-officio member of all committees.

Section 3. Duties of the Vice-President. The Vice President shall perform all duties and exercise all the powers of the President during his/her absence or incapacity. The Vice President is responsible for ensuring each Board meeting is run according to Robert's Rules of Order and maintain the Bylaws.

Section 4. Duties of the Secretary. The Secretary shall keep the minutes for all board meetings. S/he will assist with data collection and record keeping as needed.

Section 5. Duties of the Treasurer. The Treasurer shall be responsible for keeping the bank accounts of Buffalo Wrestling Club 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 in writing via electronic means the detailed financial status ledger of Buffalo Wrestling Club to the Board at Board meetings and to the voting membership at the annual meeting. With goal-setting input from the Board, the Treasurer also will be responsible for producing short and long range financial plans and forecasts. Exceptions will be identified when establishing fund raising projects.

Section 6. Duties of the Member at Large. The Member at Large shall serve as a coach liaison to the Board and/or fulfill other duties as needed.

ARTICLE V – COACH AND ATHLETE POLICIES

Section 1. Participant Policies. Coach, Athlete and Parent/Guardian policies shall be documented and available upon request to all participants of Buffalo wrestling.

ARTICLE VI – COMMITTEES

Section 1. Committees and Committee Minutes. The Board may create committees as needed. Minutes, if any, of committee meetings shall be made available upon request to members of the committee and to any Board Members.

ARTICLE VII – AMENDMENTS

Section 1. Amendment. These Bylaws may be amended from time to time by a two-thirds majority of the Board. Proposed amendments must be submitted to a Board Member in writing in sufficient time to be sent out with regular Board notice and/or announcements.

ARTICLE VIII – CORPORATE FUNDS

Section 1. Corporate Funds. The funds of the corporation shall be deposited in such bank or trust company as the Board Members shall designate and shall, to the extent there are sufficient funds, be withdrawn upon the check or order of the President, Treasurer, or designated Board Members.

ARTICLE VIX – CONFLICT OF INTEREST

Section 1. Conflict of Interest. Attached to these Bylaws as Appendix A is the Conflict of Interest policy of the corporation.

CERTIFICATION

As President of the Corporation, I hereby certify that the foregoing Bylaws are the complete Bylaws of the corporation, as adopted by the Board of Directors on the 12th day of April, 2017, revised on the 10th day of July, 2018, and revised on the 14th day of May, 2019.

Board President

**BUFFALO WRESTLING CLUB
CONFLICT OF INTEREST POLICY
APPENDIX A**

SECTION I. PURPOSE

There exists between Buffalo Wrestling Club and its board, officers, and management employees and the public a fiduciary duty. The board, officers, and management employees have the responsibility of administering the affairs of Buffalo Wrestling Club honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of Buffalo Wrestling Club and the members it serves. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with Buffalo Wrestling Club or knowledge gained therefrom for their personal benefit. The interests of the organization must be the first priority in all decisions and actions. This policy must comply with all applicable Minnesota law, including Minnesota Statutes §§ 317A.255 and 317A.361.

A director, officer, or management employee of Buffalo Wrestling Club, or a member of such a person's immediate family, may enter into a contract or other transaction with Buffalo Wrestling Club, only if: (a) the material facts as to the contract or transaction and as to the director's, officer's, or management employee's interest are fully disclosed to the Board in the form and manner acceptable to the Board; (b) such person does not participate in the deliberations or approval of the contract or transaction; and (c) the Board authorizes, approves or ratifies the contract or transaction in good faith by a majority of the Board, not counting any vote that the interested director might otherwise have, and not counting the director in determining the presence of a quorum.

SECTION II. PERSONS CONCERNED

This statement is directed not only to directors and officers, but also to all employees who can influence the actions of Buffalo Wrestling Club ("management employees"). For example, this would include all who make purchasing decisions and all persons who might be described as management personnel.

SECTION III. AREAS IN WHICH CONFLICT MAY ARISE

Conflicts of interest may arise in the relations of directors, officers, and management employees with any of the following third parties:

1. Persons and firms supplying goods and services to Buffalo Wrestling Club.
2. Persons and firms from whom Buffalo Wrestling Club leases property and

- equipment.
3. Persons and firms with whom Buffalo Wrestling Club is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property.
 4. Competing or affinity organizations.
 5. Donors and others supporting Buffalo Wrestling Club.
 6. Agencies, organizations, and associations which affect the operations of Buffalo Wrestling Club.
 7. Family members, friends, and other employees.

SECTION IV. NATURE OF CONFLICTING INTEREST

A conflicting interest may be defined as an interest, direct or indirect, with any persons or firms mentioned in Section 3. Such an interest might arise through:

1. Owning stock or holding debt or other proprietary interests in any third party dealing with Buffalo Wrestling Club.
2. Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) with any third party dealing with Buffalo Wrestling Club.
3. Receiving remuneration for services with respect to individual transactions involving Buffalo Wrestling Club.
4. Using Buffalo Wrestling Club's time, personnel, equipment, supplies, or good will for other than Buffalo Wrestling Club -approved activities, programs, and purposes.
5. Receiving personal gifts or loans from third parties dealing or competing with Buffalo Wrestling Club. Receipt of any gift is disapproved except gifts of a value less than \$50, which could not be refused without discourtesy. No personal gift of money should ever be accepted.

For this purpose, an indirect interest includes an interest held through a family member, an entity or an arrangement that provides a financial interest other than by direct ownership. A family member includes a husband, wife, father, mother, son, daughter, stepchild, spouse of a child, brother, sister, or spouse of a brother or sister, whether by blood or adoption.

SECTION V. INTERPRETATION OF THIS STATEMENT OF POLICY

The areas of conflicting interest listed in Section III, and the relations in those areas which may give rise to conflict, as listed in Section IV, are not exhaustive. Conflicts

might arise in other areas or through other relations. It is assumed that the directors, officers, and management employees will recognize such areas and relation by analogy.

The fact that one of the interests described in Section IV exists does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances it is necessarily adverse to the interests of Buffalo Wrestling Club.

However, it is the policy of the board that the existence of any of the interests described in Section IV shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of the board, officers, and management employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

SECTION VI. DISCLOSURE POLICY AND PROCEDURE

Transactions with parties with whom a conflicting interest exists may be undertaken only if all of the following are observed:

1. The conflicting interest is fully disclosed;
2. The person with the conflict of interest is excluded from the discussion and approval of such transaction, including the determination of whether a conflict of interest exists; and
3. The board has determined that the transaction is in the best interest of Buffalo Wrestling Club.

All material facts as to the contract or transaction and as to the director's, officer's, or management employee's interest must be fully disclosed to the Board. Disclosure in the organization should be made to the chief executive officer (or if she or he is the one with the conflict, then to the board president), who shall bring the matter to the attention of the board. Disclosure involving directors should be made to the board chair (or if she or he is the one with the conflict, then to the board vice-president) who shall bring these matters to the board.

The board shall determine whether a conflict exists and in the case of an existing conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to Buffalo Wrestling Club. The decision of the board on these matters will rest in their sole discretion, and their concern must be the welfare of Buffalo Wrestling Club and the advancement of its purpose.

SECTION VII. GIFT POLICY AND DISCLOSURE FORM

As part of its conflict of interest policy, Buffalo Wrestling Club requires that directors, officers and management employees decline to accept certain gifts, consideration or remuneration from individuals or companies that seek to do business with Buffalo Wrestling Club or are a competitor of it. This policy and disclosure form is intended to implement that prohibition on gifts.

1. "Responsible Person" is any person serving as an officer, management employee or a member of the board of directors of Buffalo Wrestling Club.
2. "Family Member" is a spouse, parent, child or spouse of a child, or a brother, sister, or spouse of a brother or sister, of a Responsible Person.
3. "Contract or Transaction" is any agreement or relationship involving the sale or purchase of goods, services or rights of any kind, receipt of a loan or grant, or the establishment of any other pecuniary relationship. The making of a gift to Buffalo Wrestling Club is not a "contract" or "transaction."
4. Prohibited gifts, gratuities and entertainment. Except as approved by the President of the Board or his/her designee or for gifts of a value less than \$50 which could not be refused without discourtesy, no Responsible Person or Family Member shall accept gifts, entertainment or other favors from any person or entity which:
 1. Does or seeks to do business with Buffalo Wrestling Club or,
 2. Does or seeks to compete with Buffalo Wrestling Club or,
 3. Has received, is receiving, or is seeking to receive a Contract or Transaction with Buffalo Wrestling Club.

Buffalo Wrestling Club
Conflict of Interest Policy Certificate

CERTIFICATE

The undersigned Board Member serving on behalf of Buffalo Wrestling Club (the “Corporation”) hereby certifies that he or she has received a copy of the applicable Conflict of Interest Policy (“Policy”) for the Corporation, has read and understands the Policy, and agrees to be bound by the terms of that Policy.

Dated

Board Member