

**UNITED STATES OF AMERICA
WRESTLING ASSOCIATION -
KANSAS, INCORPORATED**

BYLAWS

Adopted 04/20/84
Amended 11/02/85
Amended 11/03/86
Amended 10/17/87
Amended 11/03/91
Amended 11/16/97
Amended 11/25/07

ARTICLE I OFFICE AND NAME

1.1 PRINCIPAL OFFICE ... The principal office of the corporation shall be located at the current address of the State Chairman. The corporation may have such other offices, within or without the state of Kansas, as the Board of Directors may determine from time to time.

1.2 REGISTRATION AGENT ... The Corporation shall appoint a registered agent upon whom service of process may be made against the Corporation. It will be the responsibility of the appointed agent of the Corporation to file with the Secretary of State of the State of Kansas, the proper documents to change the principal address of the Corporation, if a change of address takes place.

1.3. NAME ... In addition to the normal name of the Corporation specified above, the Corporation may conduct its affairs under such "Trade" name or names as may be approved by its Board of Directors, including without limitation "USAW- Kansas, Inc., or USAW - Kansas."

ARTICLE II MEMBER

2.1 MEMBERSHIP CLASSES ... The Corporation shall have three classes of members: competitor, coach and general.

2.2 COMPETITOR ... Competitor membership in the Corporation shall be open to any individual engaged in competitive amateur wrestling.

2.3 COACH ... Coach membership in the Corporation shall be open to any individual engaged in coaching amateur wrestling.

2.4 GENERAL ... General membership in the Corporation shall be open to any individual who is a USA Wrestling member and who is not engaged in competitive amateur wrestling or in the coaching of amateur wrestling.

2.5 HONORARY ... Life membership, sustaining membership, supporting membership and honorary membership in the Corporation shall be open to individuals on such terms, not involving the right to vote on Corporation matters, as shall be determined from time to time by the Board of Directors.

2.6 ELECTION OF A MEMBER ... Individuals shall, upon proper written application and payment of application dues, be entitled to election as a member of the Corporation.

2.6.1 Applications for competitor, coach and general memberships shall be in such form and on such terms as may be determined by the Board of Directors, and may be accepted by any officer of the Corporation.

ARTICLE III BOARD OF DIRECTORS

3.1 POWERS ... The Board of Directors shall be the governing body of the Corporation, and shall be responsible for managing the affairs of the Corporation. The Corporation shall be autonomous in the governance of amateur wrestling, in that the Board of Directors independently determines and controls

all matters central to such governance, does not delegate such determination and control and is free from outside restraint. The Board of Directors is divided into voting and non-voting membership. All members shall be voting members of the Board of Directors, with the exception of the State Chairman.

3.2 COMPOSITION ... The Board of Directors shall be selected without regard to race, color, religion, age, sex or national origin and shall be composed of those representatives active members as are appointed by them respectively, and of the additional persons specified in section 3.2.1 through 3.2.8.

3.2.1 The State Chairman to be appointed by the Board of Directors.

3.2.2 The Membership Director to be appointed by the Board of Directors.

3.2.3 The Directors of the Corporation's Kids, Junior, Cadet, Women, University, Cultural Exchange, , two (2) representatives of clubs organizations and four (4) District Directors to be elected or appointed by the state representatives within such respective divisions. In the event that there is not an organized vote within any of these divisions, the directors shall be selected by the State Chairman subject to confirmation by the Board of Directors at the next scheduled meeting.

3.2.4 The Director of Coaching Development to be appointed by the Board of Directors.

3.2.5 The Officials' Director to be selected by a majority vote of the Kansas USWOA registered officials.

3.2.5 The Tournament Operations Director to be appointed by the Board of Directors.

3.2.6 The At-Large Representative to be appointed by the Board of Directors.

3.2.7 The Secretary to be appointed by the State Chairman and approved by the Board of Directors.

3.2.8 The representative of the Kansas Wrestling Coaches' Association to be appointed by the Board of Directors.

3.3 TERMS AND TENURE

3.3.1 The Corporation shall reorganize a new Board of Directors at the annual meeting of the Corporation. At or prior to such meeting, each division member of the Board of Directors shall notify the State Chairman in writing of the names of its representative(s).

3.3.2 Persons shall be entitled to serve on the Board of Directors of the Corporation for the tenure of their active participation in the Corporation, or specified terms of each division of the Corporation, and can be replaced by unanimous vote of the Board of Directors.

3.4 DUTIES ... The duties of the respective Board of Directors shall be:

- 3.4.1 The State Chairman shall preside at all meetings of the Board of Directors and shall be the principal executive officer of the Corporation and shall perform such duties as shall be assigned him by the Board of Directors.
- 3.4.2 In the absence of the State Chairman the order to preside at meetings of the Board of Directors shall be the next senior director in order of tenure and shall perform such duties as shall be assigned him by the Board of Directors. In the event of a tie in seniority, the birthday of the oldest tied member will prevail.
- 3.4.3 Duties of other directors ...

3.5 MEETINGS ... The Board of Directors shall meet at least once annually

- 3.5.1 The annual meeting of the Corporation shall be held within three months after the close of the fiscal year of the Corporation, at such location within or without the State of Kansas, and at such time as the State Chairman shall determine.
- 3.5.2 Special meetings of the Board of Directors shall be held upon call of the State Chairman or upon written request of not less than 25% of the Board of Directors. Such meeting shall be held at such location within or without the State of Kansas, as at such time as shall be specified in the notice of the meeting.
- 3.5.3 Notice of a meeting of the Board of Directors shall be sent to each Board Member in writing by the State Chairman by mail or email at least thirty (30) days in advance of the annual meeting and at least fifteen (15) days in advance of a special meeting.
- 3.5.4 Business may be conducted by the Board of Directors via email, provided that votes are received from at least 75% of all members. The annual meeting will not be conducted via email.
- 3.5.5 Meetings of the Board of Directors shall be open to the public unless the Board of Directors votes to meet in executive session. Executive session voting is prohibited.

3.6 QUORUM AND VOTING ... A quorum of the Board of Directors shall consist of a majority of its members, but if less than a quorum is present at a meeting, those present may adjourn the meeting from time to time without further notice. Unless otherwise provided herein, all action to be taken by the Board of Directors shall be authorized by a majority vote of those present and voting, a quorum being present. Voting by proxy shall be permitted when that member has notified the State Chairman of the name of the person who will be acting as his proxy prior to the start of the meeting. A current member of the Board of Directors may not act as proxy for another member. Each director shall be entitled to one vote, except for the State Chairman.

3.7 VACANCIES ... If a Board member resigns or is otherwise unable to serve, his successor shall promptly be named by the organization or body which named or elected him a director, or by the State Chairman, and approved by the Board of Directors.

ARTICLE IV COMMITTEES

4.1 COMPOSITION ... Unless otherwise determined by the Board of Directors, the size, composition and term of any committee shall be determined by the State Chairman with the approval of the Board of Directors. The members of the committee and its chairman shall be named by the State Chairman and approved by the Board of Directors. In making and approving such appointments due regard shall be given to:

- 4.1.1 The specific background and expertise of each proposed member, and
- 4.1.2 The desirability of naming active wrestlers as members of the committee, and
- 4.1.3 The desirability of naming members of the Board of Directors as members of the committee for expertise or liaison purposes, and
- 4.1.4 The desirability of naming members from diverse or concentrated geographic areas of the state as members of the committee to enhance the impact of the committee on wrestling across the state.

4.2 INTERIM COMMITTEES ... From time to time it may be necessary for the State Chairman to appoint an interim committee to function in the interest of wrestling before it is practical to have a meeting of the Board of Directors. In such cases the State Chairman must notify the Board of Directors of the committee's existence, its members and purpose by mail or email, sent not less than 10 days after the committee's formation. No committee thus formed may be extended powers beyond those normally delegated to the State Chairman by the Board of Directors or these bylaws. The State Chairman shall exercise complete fiduciary control over any such committee until full approval of the Board of Directors is obtained at the next meeting. Fiduciary control shall include, but is not limited to, financial and policy control.

4.3 COMMITTEE FINANCING AND REPORTING ... No committee shall be empowered to expend corporation funds beyond those specifically granted to it by the Board of Directors at a regular meeting or the State Chairman from funds entrusted to him by the Board of Directors or these bylaws. All committees shall provide to the State Chairman and the Board of Directors such progress reports as deemed necessary by the State Chairman or the Board. At least one written report disclosing all financial transactions shall be provided to the Membership Director within 30 days of the close of the fiscal year.

ARTICLE V STATE CHAIRMAN

5.1 MONIES ... The State Chairman shall have supervision over monies generated for the use of the Corporation, or entrusted by the National Governing Body, and funds designated by the Board of Directors from time to time.

5.2 TAXES ... The State Chairman shall have the responsibility of generating data and information from the various state accounts to formulate and file a Federal Income Tax Return on an annual basis. The Corporation will surrender financial assistance to complete this task, if the Board of Directors orders an audit.

5.3 CORPORATE SEAL ... The State Chairman shall have the responsibility of filing Corporation papers annually with the Secretary of State of the State of Kansas.

5.4 CONTRACTS ... Subject to any limitation adopted by the Board of Directors, the State Chairman shall be entitled to execute contracts and other legal instruments on behalf of the Corporation.

5.5 MEETINGS ... The State Chairman shall be invited to attend all meetings of the Board of Directors, and committee meetings provided by the will of each division director of the Corporation.

ARTICLE VII CLUBS

7.1 LOCAL CLUBS ... The Corporation shall conduct its affairs on the local basis in Kansas, through recognized organizations (hereinafter call "Clubs") which are formed to foster the purposes and carry out the programs of the Corporation in a geographically defined area.

7.2 CONTINUED RECOGNITION ... Any organization or group wishing to be recognized as a constituent club of this Corporation shall be required to:

- 7.2.1 Pay to the Membership Director any charter fee set by the Board of Directors and/or the national office of United States of America Wrestling Association, Inc., hereinafter referred to as the National Office, and
- 7.2.2 Pay any other dues set by the individual divisions of sport programs in the State of Kansas, and
- 7.2.3 Follow all bylaws of the individual divisions and comply with other provisions as may be prescribed by the Board of Directors of the Corporation.

7.3 DISPUTES ... Any disputes with or among clubs shall be resolved within the individual sport division or by the Board of Directors.

ARTICLE VIII SANCTIONS

8.1 The sanctioning policy of the Corporation for individual club sponsored wrestling competitions shall be as follows: if the Corporation does not determine by clear and convincing evidence that holding or sponsoring an amateur wrestling competition would be detrimental to the best interest of the sport, the Corporation shall promptly grant a sanction requested by a club.

- 8.1.1 To hold a sanctioned amateur wrestling competition, a club,

- A. Pays to the Membership Director any sanctioning fee set by the Board of Directors and/or the national office, if such fee is applicable and nondiscriminatory;
- B. Demonstrates that
 - 1. Appropriate measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition, and
 - 2. Appropriate provision has been made for the validation of records which may be established prior to competition, and
 - 3. Due regard has been given to any state or national amateur wrestling requirements specifically applicable to the competition, and
 - 4. Proper medical supervision will be provided for athletes who will participate in the competition, and
 - 5. Proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition; and
- C. Submits the sanction request at least thirty (30) days prior to the competition for signature by the State Chairman.

8.1.2 To hold an international amateur wrestling competition, if such amateur wrestling club,

- A. Pays to the national office any required sanctioning fees, if such fee is reasonable and nondiscriminatory;
- B. Demonstrates that
 - 1. Appropriate measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur wrestling competition, and
 - 2. Appropriate provision has been made for the validation of records which may be established prior to competition, during the competition, and after competition, and
 - 3. Due regard has been given to any international amateur wrestling requirements specifically applicable to the competition, and
 - 4. The competition will be conducted by qualified officials, and

5. Proper medical supervision will be provided for athletes who will participate in ,the competition, and
 6. Proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition; and
- C. Submits to the national office an audited or notarized financial report of similar events, if any, conducted by an amateur wrestling club(s), or individual.

8.1.3 To sponsor United States amateur athletes to compete in international amateur wrestling competition held outside the United States, if such amateur wrestling club,

- A. Pays to the national office any required sanction fee, if such fee is reasonable and nondiscriminatory:
- B. Demonstrates that,
1. Appropriate measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur wrestling competition, and
 2. Appropriate provision has been made for the validation of records which may be established prior to competition, during the competition, and after competition, and
 3. Due regard has been given to any international amateur wrestling requirements and protocol specifically applicable to the competition, and
 4. The competition will be conducted by qualified officials, and
 5. Proper medical supervision will be provided for athletes who will participate in the competition, and
 6. Proper safety precautions have been taken to protect the personal welfare of ,the athletes and spectators at the competition; and
- C. Submits to the national office an audited or notarized financial report or similar events, if any, conducted by an amateur wrestling club(s) or individual.

8.1.4 The Corporation will yield the rights to market all television, broadcasting or motion pictures of international amateur wrestling competition involving competitions specified in subsection 8.1.5., to the national office.

8.2 Subject to the provisions of section 8.1., if an active member of the Corporation proposes to sponsor an amateur wrestling competition (international or domestic) to be held in the United States, and has certified in writing and demonstrated to the Corporation that it has and will conform to the standards set forth in subsection 8.1.3,

- A. It shall, upon notifying the Corporation or its designee in writing about such proposed competitions, be entitled to a sanction by the Corporation for such competition without further submission, subject to coordination of scheduling of competitions through the National Office unless the Corporation determines, by clear and convincing evidence, it is not in the best interest of the sport.

8.3 If an amateur wrestling club or individual proposes to sponsor United States athletes in international amateur wrestling competitions to be held outside the United States, or to sponsor amateur athletic competition to be held in the United States other than that referred to in section 8.2, it shall seek and obtain a sanction from the National Office pursuant to the provisions of section 8.1.

8.4 Notwithstanding the foregoing, any amateur sports club or individual which conducts amateur competition, participation in which is restricted to a specific class of amateur athlete(s) (such as high school or college students, members of the armed forces or similar groups or categories), herein called "Restricted Competition", shall have exclusive jurisdiction over such competition. If, however, such an amateur sports club or individual wishes to conduct international amateur wrestling competition, it shall seek and obtain a sanction pursuant to section 8.1.

ARTICLE IX OPPORTUNITY TO PARTICIPATE IN CERTAIN INTERNATIONAL AMATEUR WRESTLING COMPETITIONS

9.1 All rights granted to amateur wrestlers under article XI, section 11.1 through 11.3, of the bylaws of the National Office shall apply to the bylaws of the United States of America Wrestling - Kansas, Inc. and will be notified if those rights are invalid or being challenged.

9.2 The rights granted to amateur wrestling under article XI, Section 11.1 through 11.3, of the bylaws of the National Office shall apply equally to any coach, trainer, manager, administrator or official seeking to participate in the conduct of any of the international amateur athletic competitions designated, or referred to, section 11 .1, and will be notified if those rights are invalid or being challenged.

ARTICLE X NOTICE AND HEARING ON MATTERS OF ELIGIBILITY

10.1 NOTICE ... Before declaring any amateur athlete, coach, trainer, manager, administrator or official ineligible to participate in any amateur athletic competition in wrestling, the Corporation shall provide the affected individual with written notice of the alleged ground of ineligibility and of the individual's right to a hearing on the matter.

10.2 HEARING ... Unless the State Chairman determines that a hearing before the Board of Directors would result in unnecessary delay, the hearing shall be held before the Board of Directors at its next scheduled meeting.

10.2.1 The affected individual shall be notified of the time and place of the hearing, his right to appear personally and/or through an attorney, and his right to present evidence and argument relating to his eligibility. The Corporation also shall have the right to present evidence and argument at the hearing, either through the State Chairman or his designee.

10.2.2 The hearing shall be informal, with all parties' written testimony, to examine the pertinent evidence and to exchange views. At the request and expense of the affected individual, a transcript of the proceedings may be taken by a certified court reporter; otherwise, the director of the division from whence the grievance has emanated shall keep minutes of the meeting.

10.2.3 Following the close of the hearing, the State Chairman shall render its written decision, citing the principal grounds therefore, and a copy thereof shall be provided the affected individual. There shall be no right of an appeal within the Corporation from the decision of the Board of Directors.

10.3 HEARING OFFICER ... If the State Chairman determines that a hearing before the Board of Directors would result in unnecessary delay, he shall promptly appoint, from among the members of the Board of Directors, a disinterested hearing officer to conduct the initial eligibility hearing. The same hearing procedures set forth in section 10.2 shall apply to a hearing before the hearing officer, except that he, rather than the division director, shall keep the minutes of the hearing. If the decision of the hearing officer is adverse to the affected individual, he shall have the right to appeal to the Board of Directors at its next scheduled meeting. Such an appeal shall consist of a De Novo proceeding as provided in said section 10.2., except that the transcript or minutes of the hearing before the hearing officer shall automatically be included in the evidence before the Board of Directors.

ARTICLE XI INTERNAL GRIEVANCE PROCEDURE

11.1 GRIEVANCE ... Any member of the Corporation may file a written grievance with the Board of Directors pertaining to any matter within the cognizance of the Corporation and alleging a violation of any provision of these bylaws, of the amateur sports act of 1978, or of the constitution of the National Office or the bylaws of the United States of America Wrestling Association - Kansas, Inc.

11.2 TERMS ... Any grievance shall be signed under oath 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 an alleged violation occurred. The factual allegations shall be set forth in numbered paragraphs, each paragraph containing a single factual allegation.

11.3 REFERRAL OF GRIEVANCE ... Upon receipt of a grievance, the State Chairman shall refer it to the Board of Directors. In the case of a grievance referred to the State Chairman, he shall make an effort to resolve the grievance himself through informal means.

11.4 HEARING ... If the grievance is referred to the Board of Directors, or in the event that the member filing a grievance is not satisfied with the resolution of the matter reached by informal methods, the matter shall be entitled to be heard before the Board of Directors at its next scheduled meeting. Procedures for hearing of the grievance shall be the same as are set forth in section 10.2 of these bylaws. The Board of Directors' determination of the matter shall be final.

ARTICLE XII FISCAL YEAR

12.1 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 XIII DUES

13.1 ANNUAL DUES ... The annual membership dues of the Corporation shall be:

- Competitor..... As determined
- Coach As determined
- General..... As determined

ARTICLE XIV AMENDMENTS TO THE ARTICLE OR BYLAWS

14.1 NOTICE AND VOTING ... The articles of incorporation or bylaws may be amended at the first meeting of the Board of Directors and thereafter at any annual meeting of the Board of Directors, upon the affirmative vote or two-thirds of the members of the Board present and voting, a quorum being present. Subject to the exception contained in section 14.2, proposed amendments shall be submitted to the Corporation's State Chairman at least forty-five (45) days prior to the meeting at which time the amendments are to be considered. The State Chairman shall mail a copy of any proposed amendments to the membership of the Board of Directors not later than thirty (30) days preceding any annual meeting.

14.2 CHANGES IN PROPOSED AMENDMENTS ... It shall not be improper for the Board of Directors, in considering and acting upon proposed amendments to the articles or bylaws, to approve changes therein, which go to form and not to substance, and where more than one amendment has been proposed on the same subject matter, to approve an amendment which represents a substantive compromise between or among the competing proposals.