

**COLORADO USA WRESTLING ASSOCIATION INC.
A COLORADO NON-PROFIT CORPORATION**

AMENDED AND RESTATED BY-LAWS (REV. 2014)

Article I

Name/Identity, Office, Registered Agent, Mission Statement and Purpose

1.1 Name/Identity/Affiliations

1.1.1 Name

The name of the corporation shall be: Colorado USA Wrestling Association Inc. (hereafter referred to as the “corporation” or “CUSAW”). In addition to the domestic entity name of the corporation as set forth in the Articles of Amendment filed July 27, 2005 (Document number 200551286344) with the Secretary of State of the State of Colorado, the corporation may conduct business under the trade name “CUSAW.” The corporation is a nonprofit corporation within the meaning of the Colorado Revised Nonprofit Corporation Act (the “Act”) and an exempt organization within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). Pursuant thereto, the corporation has received a 501(c)(3) determination letter from the Internal Revenue Service. The corporation shall comply with the requirements of Code section 501(c)(3), the regulations promulgated thereunder, and such determination letter.

1.1.2 Affiliations

CUSAW shall be affiliated with USA Wrestling, through the provisions and requirements contained within the USA Wrestling affiliate agreement. Upon approval of the corporation’s board of directors, the corporation shall, through its authorized agents, sign and deliver the USA Wrestling affiliate agreement. Shall there be any conflicts between any provision of the USA Wrestling affiliate agreement and/or the USA Wrestling bylaws, on one part, as applicable to the corporation, and the corporation’s bylaws, the USA Wrestling affiliate agreement and the USA Wrestling By-Laws shall supersede the corporation’s bylaws to the extent of such conflict and the corporation’s By-Laws shall be deemed amended accordingly.

1.2 Principal Office

The principal office of the corporation in the State of Colorado shall be at such location within the State of Colorado as the board of directors shall from time to time determine. In the absence of such determination by the board of directors, the principal office of the corporation shall be at the principal residence of the corporation’s secretary in the State of Colorado.

1.3 Registered Agent

The registered agent of the corporation in the State of Colorado shall be as determined by the board of directors from time to time. In the absence of such determination by the board of directors, the registered agent shall be the corporation’s secretary, provided that such person is over the age of 18 and their primary residence or usual place of business is in the State of Colorado. If the corporation’s secretary does not meet the foregoing criteria, and no contrary

board determination has been made, the registered agent shall be the corporation's most senior officer meeting the foregoing criteria.

1.4 Mission Statement

CUSAW shall provide an opportunity for all styles of amateur wrestling and athletes at every level and division to obtain their greatest possible human and athletic potential through advocating, promoting, coordinating, and training for local, state and national competition by utilizing athletic program services in affiliation with USA Wrestling.

1.5 Goals/Objectives

The goals of CUSAW association, incorporated shall include:

1.5.1 The development of responsible wrestling administrators from the ranks of the wrestling program at the local club, state, and national levels who will provide leadership and direction to their membership.

1.5.2 to develop an attitude of sincere concern among all coaches towards the improvement of all levels and aspects of wrestling from elementary through olympic levels of competition.

1.5.3 To provide channels of communication within Colorado and with the various other states, furthering the exchange of ideas and experience to the benefit of all wrestlers.

1.5.4 To develop an attitude of unity within the State of Colorado towards program development and achievement.

1.5.5 To increase the positive attitudes of educators, wrestlers, and the general public toward the art and science of wrestling.

1.5.6 To assist with those activities which can best be developed on a state-wide basis.

1.5.7 To provide a system for democratic representation of all competitors, coaches, and officials in local, state and national organizations and activities dedicated to the sport of wrestling.

1.5.8 To establish patterns of organization and objectives within the State of Colorado providing continuity of effort as wrestlers, coaches, and officials step forward from the elementary level to the most advanced and successful endeavors for which they may strive.

1.6 Purposes

The purposes of the corporation are:

1.6.1 To have a representative organization open to any individual or club, in order to assist, supervise, standardize, and regulate amateur wrestling, outside of the scholastic setting, in the State of Colorado.

1.6.2 To promote and advance the sport of amateur wrestling in the State of Colorado by setting up a formal structure to deal with matters of membership, coaching, competition, and officiating.

1.6.3 To improve the standard and appreciation of wrestling in the State of Colorado for men, women, boys and girls by providing training in wrestling skills, organizing competitions and tournaments, offering instruction in coaching and officiating, conducting of clinics, as well as, instructing athletes and parents in selection of proper equipment, and associating with wrestling associations and clubs in and outside the State of Colorado.

1.6.4 To maintain and execute any and all rules, regulations, and guidelines established by the national governing body for wrestling (USA Wrestling) and the State of Colorado so as to remain and to continue to be recognized as an organization and affiliate of the recognized national governing body for wrestling.

Article II

Membership

2.1 Members

Membership in CUSAW shall consist of two classes. Membership shall be open to every resident of the State of Colorado. Members shall be admitted to membership in the corporation at such time as an application for membership is received and all applicable fees (if any) are paid. The applicable fees for membership shall be established by the board of directors of the corporation from time to time. In the event that no fees have been established by the board of directors, the applicable fee shall be 200% of the fee, if any, established for such class of member by USA Wrestling.

2.2 Membership Classes

The two classes of members shall be: club/administrative and individual.

2.3 Club/Administrative

Club membership in the corporation shall be open to any organized wrestling club in the State of Colorado whose membership consists of residents of the State of Colorado.

Administrative membership in the corporation shall consist of the directors and officers of the corporation and shall otherwise be open to any wrestling official officiating at CUSAW sanctioned events and to any wrestling coach coaching not less than three (3) individual members of CUSAW who are then in good standing. A club is defined as a chartered club within the corporation and, to the extent provided in the affiliate agreement and bylaws of USA Wrestling, within USA Wrestling. Officers and directors shall be admitted to membership in the corporation at such time as they are elected or appointed to such position. Clubs, officials and coaches shall be admitted to membership in the corporation at such time as an application for membership is received and all applicable fees (if any) are paid. Subject to Section 2.1, the applicable fees for club/administrative membership shall be established by the board of directors of the corporation from time to time.

2.3.1 Registration

All club/administrative members other than directors or officers of the corporation must register and pay the appropriate fees to CUSAW and USA Wrestling through procedures

established by the board of directors to be recognized as a chartered club, official or coach and, to the extent applicable, through any procedures established by USA Wrestling. Administrative membership in CUSAW by coaches and officials shall be a prerequisite to participation in any CUSAW event or any USA Wrestling sanctioned event in Colorado.

2.3.2 Voting Rights

Subject to the next sentence of this Section 2.3.2 and Section 2.5, each chartered club within the corporation and each administrative member (directors, officers, officials and coaches) shall have one vote at all open (annual general membership) meetings of the corporation on the election of directors only; provided that such administrative member shall be 18 years or age or older, except for officials, who must be 14 years of age or older. Only coaches and officials that are members, and clubs chartered by the corporation that are members, in each case in good standing at least 120 days prior to the date for holding an open meeting of the members and continuously thereafter until the date for holding such meeting, shall have voting rights at such meeting.

2.4 Individuals

Individual membership in the corporation shall be open to any individual engaged in competitive amateur wrestling, including but not limited to competitors of all ages (coaches and officials shall be administrative members). Individuals shall be admitted to membership in the corporation at such time as an application for membership is received and all applicable fees (if any) are paid. Subject to Section 2.1, the applicable fees for individual membership shall be established by the board of directors of the corporation from time to time.

2.4.1 Registration

Each individual must register and pay the appropriate fees to CUSAW and USA Wrestling through procedures established by the board of directors to be recognized as an individual member of the corporation for any given membership year. Individual membership in CUSAW shall be a prerequisite to participation in any CUSAW event or any USA Wrestling sanctioned event in Colorado.

2.4.2 Voting Rights

Each individual member shall have one vote at all open (annual general membership) meetings of the corporation on the election of directors only; provided that such administrative member shall be 18 years or age or older.

2.5 Other Voting Discretionary

Except as provided in Sections 2.3.2 or 2.4.2, as expressly required by the Act, members shall have no voting rights and all decisions on behalf of the corporation shall be made by the board of directors. Notwithstanding the foregoing, in the sole and absolute discretion of the board of directors, the board of directors may submit a matter to a vote of the members, which vote may be advisory or binding, as determined by the board of directors in submitting the matter to a vote of the members.

2.6 Payments

Membership fees shall be payable as designated by CUSAW at the time the individual, club or administrative member joins USA Wrestling and CUSAW on a basis no less frequently than annually. CUSAW is obligated to send to USA Wrestling all USA Wrestling designated fees and associated forms and applications on a basis established by USA Wrestling, to be no more frequently than monthly.

2.7 Non-Payment

No member shall be allowed to participate in any CUSAW activities or USA Wrestling activities in Colorado unless the membership fees are paid in full prior to the activity.

2.8 Obligations

Applications for each class of membership in the corporation shall constitute an understanding and agreement of the applicant that, upon membership in CUSAW, such member shall be bound to, abide by and observe all applicable provisions of these By-Laws, the bylaws of USA Wrestling and the operating rules, policies and procedures of the corporation and USA Wrestling in effect from time to time.

2.9 Non-Discriminatory Statement

Membership in CUSAW and participation in CUSAW activities shall take place without improper discrimination on the basis of race, color, religion, sex or national origin.

2.10 Suspension or Termination of Membership; Sanctions

2.10.1 Provisions for Suspension or Termination of Membership

Any member may be suspended or have their membership in the corporation terminated for violation of these By-Laws, the bylaws of USA Wrestling, or any rules, policies or procedures of the corporation or USA Wrestling in effect from time to time. Before suspension or termination, a member shall be given written notice of the proposed suspension or termination and the reasons therefor. Such notice shall be given within a reasonable time prior to the proposed date for suspension or termination. Absent a contrary determination of the board of directors, no such notice need be given more than ten (10) days prior to the proposed date for suspension or termination. Written notice must be given to the member in the manner and to the address provided by the member for receipt of notices by such member, including through registration with the corporation. If more than one address has been provided by the member for notices from the corporation, the corporation may use the last address of the member shown on the corporation's records for such purpose. Unless otherwise determined by the board of directors based on the basis for proposed suspension or termination (including as provided in the corporation's rules, policies and procedures in effect from time to time), the member shall have an opportunity to be heard by the board of directors at its next scheduled meeting before a suspension or termination shall take effect; provided, however, that at the discretion of the board of directors, it may prior to its next scheduled meeting conduct a hearing on such proposed suspension or termination on an expedited basis. Procedures for a hearing by the board of directors shall be the same as are provided for in Section 8.4 of these By-Laws.

2.10.2 Provisions for Sanctions, Probation and Revocation of Membership

In addition to suspension or termination pursuant to Section 2.10.1, in the event a member or elected officer of CUSAW participates in any activity that is detrimental to the health and welfare of athletes or to the stated purposes of the corporation, or that otherwise violates any provision of the rules, policies or procedures of the corporation, that member or officer shall be subject to sanction and probation to include; but not limited to the revocation of membership in CUSAW.

2.11 Rules of Order

The rules contained in the then-current edition of Robert's Rules of Order Newly Revised (or its successor) shall govern the proceedings of the corporation in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the board of directors or officers of the corporation may adopt.

2.12 Meetings

2.12.1 Annual General Meeting

Unless otherwise designated by the board of directors, the annual meeting of the general membership shall be held at 4:00 p.m. Mountain Time on the third Sunday in September of each year. If the day fixed for the annual meeting shall be a legal holiday in the State of Colorado, such meeting shall be held on the next date within the month of September that is not a legal holiday in the State of Colorado. If the board of directors changes the date for the annual meeting of the general membership, the board shall provide notice thereof to the members not less than 120 days prior to the date for such meeting absent such change.

The purpose of the annual general membership meeting shall be for the election of directors and for the transaction of such other business as may be designated by the board of directors. Current members of the board of directors must make notification to the board of directors thirty (30) days prior to the annual general membership meeting, each year their position is up for re-election if they intend to stand for election as a director. To stand for election as a director, a member must provide written notice thereof to the board of directors not more than ninety (90) nor less than thirty (30) days prior to the date set for the annual general membership meeting.

2.12.2 Other Meetings

Special meetings of the members, for any purpose or purposes, may be called in one of the following ways: (a) by the president or chair of the corporation; (b) by the board of directors at a meeting or by a written consent of a majority of the members of the board of directors; or (c) by a written request signed by one-tenth (1/10th) of the administrative members who are at least 18 years of age. Only coaches and officials that are members, and clubs chartered by the corporation that are members, in each case in good standing at least 120 days prior to the date for requesting a meeting of the members and continuously thereafter until the date for requesting such meeting, shall be entitled to request a meeting.

The time and place of any special meeting of the members shall be determined by the corporation's chair within five (5) days from the date of receipt of a proper request therefor,

which meeting date shall be not less than ten (10) nor more than sixty (60) days after the date of receipt of such request. The corporation shall provide notice pursuant to Section 2.14.

2.13 Director Elections

The election of directors will occur at the annual general membership meeting each year. Directors shall be elected by based on nominees having a plurality of the votes cast for director in accordance with this section. Cumulative voting by directors for the election of directors shall not be permitted. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each member and director shall cast one vote, with voting being by ballot only.

2.14 Notice

Meetings shall be held at such time and at such location as specified in the notice of meeting. No notice shall be required for the annual general meeting held on the date provided in the first sentence of Section 2.12.1. Subject to the foregoing, notice of meetings shall be sent by or at the direction of the secretary of the corporation to each member in writing or electronic mail or by modern telecommunication systems at least ten (10) days prior to the meeting and such notice shall be posted on the corporation's website. Each member acknowledges and agrees that such notice is fair and reasonable.

2.15 Quorum

Ten percent (10%) of the members' votes entitled to be cast on any matter constitutes a quorum for action on that matter. In the absence of a quorum at any meeting, a majority of the voting members present may adjourn the meeting from time to time for a period not to exceed sixty (60) days without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The voting members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal during such meeting of that number of members whose absence would cause there to be less than a quorum.

2.16 Minutes

Minutes of each meeting of members shall be sent to every officer and director and shall be made available to each other administrative member, club member and individual member, in each case within five (5) days after the meeting. Such minutes shall be posted on the corporation's website in a manner accessible to members, and such posting shall constitute making the minutes available to members.

2.17 Financial Report

A financial report of the corporation shall be presented to the voting members present at any general membership meeting of the corporation.

2.18 Meeting Chair

The President shall be the chair of all general meetings of the corporation. In his or her absence, the vice chairperson shall act as the chair of the meeting. If both the President and the vice

chairperson are unable to attend the meeting, President shall designate one of the other directors or officers of the corporation to chair the meeting.

2.19 Meeting of All Members

If all of the members which are entitled to vote on a matter shall meet at any time and place, either within or outside the State of Colorado and consent to the holding of a meeting at such time and place, such meeting shall be valid without call or notice, and at such meeting any corporate action authorized to be taken by such members at a meeting may be taken.

Members may act without a meeting as provided in Section 7-127-109 of the Act, but members may not act by written ballot as provided in Section 7-127-109 of the Act.

2.20 Manner of Acting

If a quorum is present, the affirmative vote of the majority of the members represented at the meeting and entitled to vote on the subject matter shall be the vote of such members.

2.21 Voting

Each voting member shall have one (1) vote. There shall be no dual voting; thus, no person acting in more than one (1) capacity (*e.g.*, a coach who is also a club representative) may have no more than one vote in total.

For the purposes of the section, voting generally, and/or the purposes of calling a special meeting, a new club or a new member (including new coaches or officials, must have been registered for 120 days prior to the annual general membership meeting to be eligible to vote or participate and be counted toward the requirements for calling a special meeting of the members, with the exception of members, clubs, coaches, officials, or board members renewing their membership.

2.22 Votes by Ballot; No Proxies

There shall be no proxy votes accepted for members. Voting on any matter submitted to a vote of members (other than the election of directors) may be by voice, unless the presiding officer shall order or any member shall demand that voting be by ballot, and voting on election of directors will be by ballot (which may include electronic ballots in a form approved by the board of directors).

Any or all of the members may participate in an annual, regular, or special meeting of the members by, or the meeting may be conducted through the use of, any means of communication by which all persons participating in the meeting may hear each other during the meeting. A member participating in a meeting by this means is deemed to be present in person at the meeting.

Article III

Board of Directors

3.1 General powers

Subject to the provisions of the Act and any limitations in the corporation's Articles of Incorporation (as amended) and these By-Laws relating to action required or permitted to be taken or approved by the members, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors. The board of directors shall be responsible for exercise by the corporation of the duties contained in these By-Laws, the conditions of the USA Wrestling affiliate agreement, and any policies, rules or regulations as prescribed by USA Wrestling. The corporation in the State of Colorado shall be autonomous in the governance of amateur wrestling, in that the board of directors independently shall determine and control all matters central to such governance, shall not delegate such determination and control except to authorized officers of the corporation acting under the supervision of the board of directors, and shall be free from outside restraint.

3.2 Performance of Duties

3.2.1 Duties

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation (as amended), or by these By-Laws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these By-Laws, prescribe the duties and fix the compensation, if any, of the officers, agents, and employees of the corporation;
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these By-Laws;
- (e) Register their addresses with the Secretary of the corporation and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

3.2.2 Budget

The budget for a fiscal period shall be approved by a majority of the board of directors on or before the annual general meeting of the corporation and ratified at the same meeting by a vote of the members.

3.3 Number and Qualifications

The corporation shall have not less than seven (7) nor more than eleven (11) directors and collectively they shall be known as the board of directors. The exact number of directors, within limits specified in the preceding sentence, shall be fixed by the board of directors. The minimum and maximum number of directors may be changed by amendment of this By-Law, or by repeal of this By-Law and adoption of a new By-Law, as provided in these By-Laws. Notwithstanding the foregoing but subject to the right to remove any director pursuant to the Articles of Incorporation, these By-Laws and the Act, no reduction in the authorized number of directors shall effect a removal of any director prior to the expiration of such director's term of office.

In addition to the requirements set forth below with respect to specific director positions, to be eligible for election or appointment as a director, an individual person must have been involved with CUSAW activities for a minimum of three (3) consecutive years prior to nomination, must have reasonable knowledge of the duties and responsibilities of a corporate director position, and must have been a member in good standing with CUSAW for at least 120 consecutive days prior to nomination. The board of directors shall use its reasonable best efforts (including through the adoption of nomination procedures) to nominate directors so that at least one director represents each of the following divisions or responsibilities recognized by the corporation: (1) kids' division, (2) cadet division, (3) junior division, (4) women's division, (5) folkstyle division, (6) mat officials, (7) pairings officials, (8) coaches, (9) events and (10) equipment.

To serve as chairperson or vice chairperson, a nominee must have served on the CUSAW board of director's for a minimum of three (3) consecutive years prior to nomination.

3.3 Nominations

Nominations of persons for election to the board of directors, which shall take place at an annual meeting of members, shall be made (a) by or at direction of the board of directors from nominees approved by the board of directors following the recommendation of the nominating committee of the board of directors and (b) pursuant to the corporation's notice of such meeting.

Members may suggest persons for consideration by the corporation's nominating committee by giving timely notice thereof in writing to the secretary of the corporation. To be timely, a member's notice must be delivered to the secretary at the registered office of the corporation for service of process not later than the close of business on the ninetieth (90th) day nor earlier than the close of business on the one hundred twentieth (120th) day prior to the first anniversary of the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is more than thirty (30) days before or more than sixty (60) days after such anniversary date, notice by the stockholder to be timely must be so delivered not earlier than the close of business on the ninetieth (90th) day prior to such annual meeting and not later than the close of business on the later of the sixtieth (60th) day prior to such annual meeting or the close of business on the tenth (10th) day following the day on which public announcement of the date of such meeting is first made by the corporation. Such notice shall set forth as to each person whom the member recommends to the nominating committee for nomination as a director all information relating to such person that is set forth in the corporation's policies for nomination of directors as in effect from time to time, including such person's written consent to being named in the meeting notice as a nominee and to serving as a director if elected.

Notwithstanding anything in the preceding paragraph to the contrary, in the event that the number of directors to be elected to the board of directors of the corporation is increased and there is no public announcement by the corporation naming all of the nominees for director or specifying the size of the increased board of directors at least seventy (70) days prior to the first anniversary of the preceding year's annual meeting (or, if the annual meeting is held more than thirty (30) days before or sixty (60) days after such anniversary date, at least seventy (70) days prior to such annual meeting), a stockholder's notice required by this Section 3.3 shall also be considered timely, but only with respect to recommendations for nominees for any new positions created by such increase, if it shall be delivered to the secretary of the corporation as provided above not later than the close of business on the tenth (10th) day following the day on which such public announcement is first made by the corporation.

Only such persons who are nominated in accordance with the procedures set forth in this Section 3.3 shall be eligible to serve as directors. Except as otherwise provided by law or these bylaws, the chair of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in this Section 3.3 and, if any proposed nomination is not in compliance herewith, to declare that such defective nomination shall be disregarded.

3.4 Term of Office; Classification

Each director shall hold office until his or her successor shall have been appointed or elected or they resign. Directors must be residents of the State of Colorado.

Directors shall be divided into two classes, with as equal a number of directors in each class as possible. Each director shall serve a two-year (2-year) term, with Class I directors being elected in odd years (the “Odd-Year Cycle”) and Class II directors being elected in even years (opposite cycle as Class I directors) (the “Even-Year Cycle”).

Upon adoption of these By-Laws, the President shall divide the existing directors into two classes, with the Class II directors standing for election in 2014 and the Class I directors standing for election in 2015. The President shall attempt to divide the classes as nearly as possible as follows, based on the respective representation of each standing director: Class I – kids’ division, cadet division, junior division, folkstyle division, and equipment and Class II – coaches, events, women’s division, mat officials, and pairing officials.

3.5 Regular Meetings

Regular meetings of the board of directors may be held at such places, within or without the State of Colorado, and at such times as the board of directors may from time to time determine. Notice of regular meetings need not be given if the date, times and places thereof are fixed by resolution of the board of directors.

3.6 Special Meetings; Notice

Special meetings of the board of directors may be called by the chairperson (President) or a majority of the members of the board of directors then in office and may be held at any time, date or place, within or without the State of Colorado, as the person or persons calling the meeting shall fix. Notice of the time, date and place of such meeting shall be given, orally or in writing, by the person or persons calling the meeting to all directors at least four (4) days before the meeting if the notice is mailed, or at least forty-eight (48) hours before the meeting if such notice is given by electronic mail, electronic facsimile, telephone, hand delivery, telegram, telex, mailgram, or similar communication method. Unless otherwise indicated in the notice, any and all business may be transacted at a special meeting.

Any director may waive the notice of one or more meetings and any director may consent to notice of meetings by electronic means of communication (*e.g.*, text or e-mail notification), upon which consent such electronic notice shall satisfy this section. The attendance of a director at any meeting shall constitute a waiver of notice purpose of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not properly called or convened. Neither the business to be transacted at, nor the purpose of, any regular business meeting or special business meeting of the board of directors

need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these By-Laws.

3.7 Quorum

One-half (1/2) of the number of directors then in office shall constitute a quorum for the transaction of business at any meeting of the board of directors, but if less than such number is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

3.8 Conduct of Meetings

Unless another person is specifically appointed as chairperson of a meeting of the board of directors, meetings of the board of directors shall be presided over by the President, or, if no such person has been so designated or, in his or her absence, the vice chairperson of the corporation or, in his or her absence, by the Vice President of the corporation holding the most seniority in office or, in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board of directors, provided that, on his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting. Except as otherwise required by law or by the Articles of Incorporation of the corporation (as amended), the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

All meetings of the board of directors shall observe simple parliamentary procedure as approved by the chairperson. The rules contained in the then-current edition of Robert's Rules of Order Newly Revised (or its successor) shall govern the proceedings of the board of directors in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the board of directors may adopt.

3.9 Executive Session

Without limitation on any authority of the board of directors or any committee thereof to conduct executive session at any time that it determined by the chair of such meeting or a majority of the members thereof present at such meeting that such executive session is necessary or appropriate, specific issues of business may be addressed in an executive session of the board of directors or a committee thereof. Executive session may be requested by any one (1) director and shall be held if approved by the chair of such meeting or the vote of a majority of the board of directors or committee members present. Without limitation on any other right to all and hold executive session, executive sessions called for any one of the following reasons shall be held at the direction of the chair of the respective meeting: the confidential consultation of the directors with the corporation or regarding legal matters of a sensitive nature; the reviewing of confidential information that is personal or generally not known; the confirming of contracts or bidding purchases of the corporation; or the handling of disciplinary matters or rules violations by the corporation's members or board members.

3.10 Informal Action by Directors

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all members of the board of directors shall consent in writing to such action. For the purposes of this section only, "all members of the board of

directors” shall not include any “interested director” as defined in the Act. Such written consent or consents shall be filed with the minutes of the proceedings of the board of directors. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the By-Laws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

3.11 Participation by Electronic Means

Subject to Section 3.12, any member of the board of directors or any committee designated by such board may participate in a meeting of the board of directors or committee by means of electronic communications by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

3.12 Attendance

Any member of the board of directors (a) not in attendance for (i) three (3) consecutive meetings of the board of directors or a committee thereof on which such person serves or (ii) two-thirds ($2/3$) of all meetings of the board of directors or a committee thereof on which such person serves during a 180-day period or (b) not in attendance in person for (i) five (5) consecutive meetings of the board of directors or a committee thereof on which such person serves or (ii) three-fourths ($3/4$) of all meetings of the board of directors or a committee thereof on which such person serves during a 180-day period may be removed from the board of directors by action of the President, acting within the President’s discretion.

3.13 Election

The voting members shall elect the class of directors standing for election at each annual general meeting of the members. If the election of the class of directors is not held at such meeting, the board of directors shall call for a meeting to elect directors as soon thereafter as practicable.

3.14 Vacancies

Any vacancy occurring in the board of directors because of death, resignation, removal, disqualification or otherwise may be filled by appointment by the remaining board of directors or by vote of the members at a special meeting called for such purpose. A director appointed to fill a vacancy shall serve the full unexpired term of his or her predecessor in office and until his successor is elected following the expiration of the term, unless earlier removal by vote of the members.

3.15 Resignation

Any director of the corporation may resign at any time by giving written notice to the chairperson, vice chairperson or the Secretary of the corporation, or by giving written or oral notice of resignation directly to the board at a meeting of the board of directors. The resignation of any director shall take effect immediately upon receipt of notice thereof or at such later time as shall be specified in any written notice; and, unless otherwise specified therein, the acceptance of such resignation, shall not be necessary to make it effective.

3.16 Removal

Any director or directors may be removed at any time by vote of the board of directors (not counting the director being removed), upon a determination by the board of directors (as evidenced by such vote to remove) that the director engaged in fraudulent or dishonest conduct or gross abuse of authority or discretion with respect to the corporation, or that the director violated a duty set forth in Part 4 of Article 128 of the Act (Sections 7-128-401 to 7-128-403).

3.17 Committees Generally

The board of directors may, by vote of directors at a meeting or by written consent, create one or more committees, each consisting of one or more of directors (who may also be serving as officers of the corporation), to serve at the pleasure of the board of directors. The board of directors may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting of the committee. The board of directors may delegate to such committees any of the powers and authority of the board of directors in the management of the business and affairs of the corporation, except with respect to:

- (a) The approval of any action which the Act (Sec. 7-128-206(4)) provides cannot be taken by a committee.
- (b) The fixing of compensation of the directors for serving on the board of directors or on any committee.
- (c) The amendment or repeal of By-Laws or the adoption of new By-Laws.
- (d) The amendment or repeal or any resolution of the board of directors which by its express terms is not so amendable or repealable.
- (e) The appointment of committees of the board of directors or the members thereof.
- (f) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.

By vote of the board of directors, it may at any time revoke or modify any or all of the authority so delegated to any such committee, increase or decrease the number of its members, and fill vacancies therein from the members of the board of directors. Each committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board of directors from time to time as the board of directors may require.

3.18 Meetings and Actions of Committees

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these By-Laws concerning meetings of the board of directors, with such changes in the context of such By-Law provisions as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the board of directors or by the committee. The time for special meetings of committees may also be fixed by the board of directors. The board of directors may also adopt rules and regulations

pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these By-Laws.

3.19 Standing Committees

Standing committees of the corporation shall have the following responsibilities as set forth below:

3.19.1 Steering Committee

Steering committee in cooperation of the chairperson and vice chairperson shall prepare and recommend to the board of directors a plan which includes long-term objectives, policies and programs by which the corporation may achieve its mission on a continuous basis, as needed in keeping current with long range planning

3.19.2 Finance & Budget Committee

In cooperation with the Treasurer and chairperson, the finance committee shall be responsible for preparation and recommending of the annual budget for the business operations of the corporation, as well as, making appropriate recommendations for the investment of excess operation funds and make recommendations of the allocation of funds to specific programs. The financial committee shall regularly review in detail CUSAW revenues and expenditures through internal audits, as well as, ensure the preparation of an annual independent audit and review audited/unaudited financial statements of the corporation in obligation of meeting the yearly reporting requirements of the Colorado Solicitations Act and IRS form 990.

3.19.3 Nominating Committee

There shall be nominating committee for the purpose of identifying persons qualified and willing to serve as directors of the corporation. The members of the nominating committee shall be selected by the chairperson.

3.19.4 Coaches Selection Committee

There shall be an individual coach selection committee for all age divisions and styles or competition. The director representing coaches shall serve as the committee chairperson. Each coach selection committee shall consist of, at a minimum, the director representing coaches, the age-group representative director, and the mat officials representative director.

3.19.5 Grant & Fundraising Committee

The grant and fundraising committee shall seek grants and fundraising programs, recommend to the board such by which the objectives of the mission statement and short-term and long-term goals of the corporation may be additionally funded.

3.19.6 By-Laws, Job Descriptions, Policies & Procedures Committee

The bylaws, job descriptions, policies & procedures committee shall review on a yearly basis and make recommendations to the board of directors for amendments if and when necessary.

3.20 Compensation/Salary

The directors, as such, shall not receive any stated salaries for their services; but, by resolution of the board of directors, a fixed sum and expenses of attendance at each meeting may be paid for attendance at each meeting of the board of directors; but nothing herein shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor. Direct and indirect remuneration at will as gifts or favors that are not substantial.

3.21 Bonds

If the board of directors by resolution shall so require, any officer or agent of the corporation shall give bond to the corporation in such amount and with such surety as the board of directors may deem sufficient, conditioned upon the faithful performance of their respective duties and offices.

3.22 Presumption of Assent

A director of the corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the Secretary by registered mail immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

3.23 Conflict of Interest

Each director is aware of the restrictions relating to conflicting interest transactions under the Act. Specifically, Section 7-128-501 of the Act provides as follows:

7-128-501. Conflicting interest transaction

(1) As used in this section, “conflicting interest transaction” means: A contract, transaction, or other financial relationship between a nonprofit corporation and a director of the nonprofit corporation, or between the nonprofit corporation and a party related to a director, or between the nonprofit corporation and an entity in which a director of the nonprofit corporation is a director or officer or has a financial interest.

(2) No loans shall be made by a corporation to its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until the repayment thereof.

(3) No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a member or by or in the right of the nonprofit corporation, solely because the conflicting interest transaction involves a director of the nonprofit corporation or a party related to a director or an entity in which a director of the nonprofit corporation is a director or officer or has a financial interest or solely because the director is present at or participates in the meeting of the nonprofit corporation’s

board of directors or of the committee of the board of directors that authorizes, approves, or ratifies the conflicting interest transaction or solely because the director's vote is counted for such purpose if:

(a) The material facts as to the director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the board of directors or the committee, and the board of directors or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or

(b) The material facts as to the director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the members entitled to vote thereon, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members entitled to vote thereon; or

(c) The conflicting interest transaction is fair as to the nonprofit corporation.

(4) Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which authorizes, approves, or ratifies the conflicting interest transaction.

(5) For purposes of this section, a "party related to a director" shall mean a spouse, a descendent, an ancestor, a sibling, the spouse or descendent of a sibling, an estate or trust in which the director or a party related to a director has a beneficial interest, or an entity in which a party related to a director is a director, officer, or has a financial interest.

3.23.1 Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

3.23.2 Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the termination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3.23.3 Addressing the Conflict of Interest

An interested person may make a presentation at a board or committee meeting, but after presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The President or chairperson of the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the board shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

3.23.4 Violations of the Conflicts of Interest Policy

If the board of directors has reasonable cause to believe a director has failed to disclose actual or possible conflicts of interest, it shall inform the director of the basis for such belief and afford the director an opportunity to explain the alleged failure to disclose.

If, after hearing the director's response and after making further investigation as warranted by the circumstances, the board of directors determines the appropriate corrective action.

3.23.5 Record of proceedings

The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, a record of any votes taken in connection with the proceedings, and the board of directors' decision as to whether a conflict of interest in fact existed shall be recorded in the records of the corporation by the Secretary.

Article IV

Officers

4.1 Designation

The officers of the corporation shall be a President, who shall be designated as chairperson, a vice chairperson, a Secretary and a chief financial officer who shall be designated the Treasurer. The corporation may also have, as determined by the board of directors, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President.

4.2 Qualification, Election, Term of Office

Subject to the qualifications for chairperson (President) and vice chairperson set forth in Article III above and the qualifications for secretary and treasurer set forth below, any individual person

may serve as an officer of this corporation; provided that the President and vice chairperson shall be directors of the corporation.

To serve as secretary, a person must have been involved with CUSAW activities for a minimum of three (3) consecutive years prior to appointment and must have access independently of CUSAW to basic office equipment that such person can utilize without charge to CUSAW. To serve as treasurer, a person must have been involved with CUSAW activities for a minimum of three (3) consecutive years prior to nomination and must have a working knowledge of bookkeeping and must be eligible to become bonded at reasonable cost if deemed necessary by the board of directors, with all bonding fees to be paid by CUSAW.

Officers shall be elected by the board of directors, at any time, and, except as provided in this section, each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Subject to earlier resignation, removal or disqualification, or until his or her successor shall be elected and qualified, whichever occurs first, the President (chairperson) shall serve a two-year (2-year) term commencing at the annual general meeting held in odd years (the "Odd-Year Cycle") and the vice chairperson shall serve a two-year (2-year) term commencing at the annual general meeting held in even years (opposite cycle as state chairperson) (the "Even-Year Cycle"). The Secretary shall serve a two-year (2-year) term on the Odd-Year Cycle and the Treasurer shall serve a two-year (2-year) term on the Even-Year Cycle.

Appointment of an officer or agent shall not of itself create contract rights. Any officer or agent may resign at any time provided the resignation is stated in writing with date, time and signature of officer or agent.

4.3 Subordinate Offices

The board of directors may appoint such other officers as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the board of directors.

4.4 Removal and Resignation

Any officer may be removed, either with or without cause, by the board of directors, at any time. Any officer may resign at any time by giving written notice to the board of directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the board of directors relating to the employment of any officer of the corporation.

4.5 Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board of directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the board of directors shall fill the vacancy. Vacancies occurring in offices

appointed at the discretion of the board of directors may or may not be filled as the board of directors shall determine.

4.6 Duties of the President

The President shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation (as amended), or by these By-Laws, or which may be prescribed from time to time by the board of directors. Unless another person is specifically appointed as chairperson of a meeting of the board of directors, the President shall preside at all meetings of the board of directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these By-Laws, he or she may, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors specifically or by class, nature or other characteristics.

4.7 Duties of the Vice Chairperson

The vice chairperson shall be the chief operating officer of the corporation and shall, subject to the control of the board of directors and the President, supervise and control the day to day operations of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation (as amended), or by these By-Laws, or which may be prescribed from time to time by the board of directors or the President within his or her authority under the Articles of Incorporation of this corporation (as amended), these By-Laws, or action of the board of directors. In the absence of the President, or in the event of his or her inability or refusal to act, the vice chairperson shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. Except as otherwise expressly provided by law, by the Articles of Incorporation of the corporation (as amended), or by these By-Laws, he or she may, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors specifically or by class, nature or other characteristics.

4.8 Duties of Vice Presidents

In the absence of the President and the vice chairperson (with respect to the President) or the vice chairperson (with respect to the vice chairperson), or in the event of his, her or their inability or refusal to act (as applicable), the Vice President or Vice Presidents shall perform all the duties of the President or the vice chairperson, as applicable, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President or the vice chairperson, as applicable. The Vice Presidents shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation of the corporation (as amended), or by these By-Laws, or as may be prescribed by the board of directors.

4.9 Duties of the Secretary

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these By-Laws as amended or otherwise altered to from time to time.

Keep at the principal office of the corporation or at such other place as the board of directors may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law.

Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these By-Laws.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the By-Laws and the minutes of the proceedings of the directors of the corporation.

In general, perform all the duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of the corporation (as amended), or by these By-Laws, or which may be assigned to him or her from time to time by the board of directors.

4.10 Duties of the Treasurer

Subject to the provisions of these By-Laws relating to the “Audits; Execution of Instruments, Deposits, and Funds,” the Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board of directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation’s properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation (as amended), or by these By-Laws, or which may be assigned to him or her from time to time by the board of directors.

4.11 Compensation

The salaries of the officers, if any, shall be fixed from time to time by resolution of the board of directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation, provided, however, that such compensation paid a director for serving as an officer of this corporation shall only be allowed if permitted under the provisions of Article 3 of these By-Laws. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered for the corporation which relate to the performance of the charitable purposes of this corporation.

4.12 Other Non-Employee Advisors

The board of directors shall appoint the following advisors to provide advice and recommendations to the board of directors and officers of the corporation as requested from time to time: a parliamentarian; a website facilitator; a membership/marketing advisor; a senior level athlete over the age of seventeen (17) and who has competed in wrestling within four (4) years from the beginning on his/her term; and a league representative (who shall be a CUSAW member).

Article V

Audits; Execution of Instruments, Deposits, and Funds

5.1 Audits

Internal financial audits may be performed at any time at the request of the board of directors or the finance committee. An external full financial audit provided by an independent certified public accountant and corporate record audit will be performed yearly following the closing of the corporation's books for that year. Legal audits of corporate record shall be performed yearly by the Secretary.

5.2 Execution of Instruments

The board of directors, except as otherwise provided in these By-Laws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

5.3 Loans

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

5.4 Checks, Drafts, etc.

Except as otherwise specifically determined by resolution of the board of directors as provided below, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President or vice chairperson of the corporation.

The board of directors may determine by resolution who shall be authorized from time to time on the corporation's behalf: to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

5.5 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time upon receipt to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

5.6 Gifts

The board of directors may accept on behalf of the corporation on contribution, gift, bequest or devise for the general purposes of or for any special purposes of the corporation.

Article VI

Indemnity

6.1 No Liability

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation and the liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permitted under Colorado law.

6.2 Indemnification

(1) The corporation shall indemnify a person who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the person was a party because the person is or was a director, against reasonable expenses incurred by the person in connection with the proceeding. Except as provided in subsection (4) of this Section, the corporation shall also indemnify any person made a party to a proceeding because the person is or was a director of the corporation against liability incurred in the proceeding if: (a) the person's conduct was in good faith; and (b) the person reasonably believed: (I) in the case of conduct in an official capacity with the corporation, that the conduct was in the corporation's best interests; and (II) in all other cases, that the conduct was at least not opposed to the nonprofit corporation's best interests; and (c) in the case of any criminal proceeding, the person had no reasonable cause to believe the conduct was unlawful.

(2) A director's conduct with respect to an employee benefit plan for a purpose the director reasonably believed to be in the interests of the participants in or beneficiaries of the plan is conduct that satisfies the requirement of subparagraph (II) of paragraph (b) of subsection (1) of this Section. A director's conduct with respect to an employee benefit plan for a purpose that the

director did not reasonably believe to be in the interests of the participants in or beneficiaries of the plan shall be deemed not to satisfy the requirements of paragraph (a) of subsection (1) of this Section.

(3) The termination of a proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct described in this section.

(4) The corporation may not indemnify a director of the corporation under this Section: (a) in connection with a proceeding by or in the right of the corporation in which the director was adjudged liable to the corporation; or (b) in connection with any other proceeding charging that the director derived an improper personal benefit, whether or not involving action in an official capacity, in which proceeding the director was adjudged liable on the basis that the director derived an improper personal benefit.

(5) Indemnification permitted under this section in connection with a proceeding by or in the right of the corporation is limited to reasonable expenses incurred in connection with the proceeding.

(6) Terms used in this Section shall have the meanings, if any, ascribed thereto in Section 7-129-101 of the Act.

6.3 Advancement of Expenses

(1) The corporation shall pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if: (a) the director furnishes to the corporation a written affirmation of the director's good-faith belief that the director has met the standard of conduct described in Section 6.2; (b) the director furnishes to the corporation a written undertaking, executed personally or on the director's behalf, to repay the advance if it is ultimately determined that the director did not meet the standard of conduct; and (c) a determination is made that the facts then known to those making the determination would not preclude indemnification under Article 129 of the Act.

(2) The undertaking required by paragraph (b) of subsection (1) of this Section shall be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment.

(3) Determinations and authorizations of payments under this section shall be made in the manner specified in Section 6.4.

6.4 Determination of Indemnification and Advancement

(1) The corporation may not indemnify a director under Section 6.2 unless authorized in the specific case after a determination has been made that indemnification of the director is permissible in the circumstances because the director has met the standard of conduct set forth in Section 6.2. The corporation shall not advance expenses to a director under Section 6.3 unless authorized in the specific case after the written affirmation and undertaking required by that Section are received and the determination required by Section 6.3 has been made.

(2) The determinations required by subsection (1) of this section shall be made: (a) by the board of directors by a majority vote of those present at a meeting at which a quorum is present, and

only those directors not parties to the proceeding shall be counted in satisfying the quorum; or (b) if a quorum cannot be obtained, by a majority vote of a committee of the board of directors designated by the board of directors, which committee shall consist of two or more directors not parties to the proceeding; except that directors who are parties to the proceeding may participate in the designation of directors for the committee.

(3) If a quorum cannot be obtained as contemplated in paragraph (a) of subsection (2) of this Section, and a committee cannot be established under paragraph (b) of subsection (2) of this Section, or, even if a quorum is obtained or a committee is designated, if a majority of the directors constituting such quorum or such committee so directs, the determination required to be made by subsection (1) of this section shall be made: (a) by independent legal counsel selected by a vote of the board of directors or the committee in the manner specified in paragraph (a) or (b) of subsection (2) of this Section or, if a quorum of the full board cannot be obtained and a committee cannot be established, by independent legal counsel selected by a majority vote of the full board of directors; or (b) by the voting members, but voting members who are also directors and who are at the time seeking indemnification may not vote on the determination.

(4) Authorization of indemnification and advance of expenses shall be made in the same manner as the determination that indemnification or advance of expenses is permissible; except that, if the determination that indemnification or advance of expenses is permissible is made by independent legal counsel, authorization of indemnification and advance of expenses shall be made by the body that selected such counsel.

6.5 Indemnification of Officers, Employees, Fiduciaries, and Agents

(1) The corporation shall indemnify a person who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the person was a party because the person is or was an officer of the corporation, against reasonable expenses incurred by the person in connection with the proceeding.

(2) The corporation shall indemnify and advance expenses to an officer of the corporation to the fullest extent permitted under law, and in no event less than the extent to which the corporation indemnifies directors.

(3) The corporation may indemnify and advance expenses to other employees, fiduciaries, or agents of the corporation to the same extent as to officers.

(4) To the extent that any agent of the corporation is by reason of such position, or a position with another entity at the request of the corporation, a witness in any proceeding, he or she shall be indemnified against all costs and expenses actually and reasonably incurred by him or her on his or her behalf in connection therewith.

6.6 Limitations

Each provision of this Article VI is valid only to the extent the provision is not inconsistent with Sections 7-129-101 to 7-129-108 of the Act. The foregoing shall not limit the corporation's power to pay or reimburse expenses incurred by a director in connection with an appearance as a witness in a proceeding at a time when the director has not been made a named defendant or respondent in the proceeding.

If the corporation indemnifies or advances expenses to a director under this Article VI in connection with a proceeding by or in the right of the corporation, the corporation shall give written notice of the indemnification or advance to the voting members with or before the notice of the next voting members' meeting. If the next voting member action is taken without a meeting at the instigation of the board of directors, such notice shall be given to the voting members at or before the time the first voting member signs a writing consenting to such action.

In no case shall the corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Code. Further, if at any time the corporation is deemed to be a private foundation within the meaning of Section 509 of the Code then, during such time, no payment shall be made under this Article 3 if such payment should constitute an act of self-dealing or a taxable expenditure, as defined in Sections 4941(d) or 4945(d), respectively, of the Code.

6.7 Insurance

CUSAW will purchase and maintain, if available and reasonable in cost, insurance on behalf of a person who is or was a director, officer, employee, fiduciary, or agent of the corporation, or who, while a director, officer, employee, fiduciary, or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, member, manager, trustee, employee, fiduciary, or agent of any domestic or foreign entity or of any employee benefit plan, against liability asserted against or incurred by the person in that capacity or arising from the person's status as a director, officer, employee, fiduciary, or agent, whether or not the corporation would have power to indemnify the person against the same liability under this Article VI or Sections 7-129-102, 7-129-103, or 7-129-107 of the Act. Any such insurance may be procured from any insurance company designated by the board of directors, whether such insurance company is formed under the law of this state or any other jurisdiction, including any insurance company in which the corporation has an equity or any other interest through stock ownership or otherwise.

6.8 Non-Exclusivity of Rights

The right to indemnification provided by this Article VI shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, bylaw, agreement, vote of disinterested directors or otherwise.

6.9 Indemnity Agreements

The corporation may enter into agreements with any agent of the corporation providing for indemnification to the fullest extent permissible under Colorado law and the corporation's Articles of Incorporation (as amended).

6.10 Separability

Each and every paragraph, sentence, term, and provision of this Article VI is separate and distinct so that if any paragraph, sentence, term, or provision hereof shall be held to be invalid or unenforceable for any reason, such invalidity or unenforceability shall not affect the validity or unenforceability of any other paragraph, sentence, term, or provision hereof. To the extent required, any paragraph, sentence, term, or provision of this Article VI may be modified by a court of competent jurisdiction to preserve its validity and to provide the claimant with, subject

to the limitations set forth in this Article VI and any agreement between the corporation and claimant, the broadest possible indemnification permitted under applicable law.

6.11 Effect of Repeal or Modification

Any repeal or modification of this Article VI shall not adversely affect any right of indemnification of a director, officer or agent existing at the time of such repeal or modification with respect to any action or omission occurring prior to such repeal or modification.

Article VII

Non-Discrimination

7.1 Non-Discrimination

The officers, directors, committee members, employees and persons served by this corporation shall be selected entirely on a basis that does not discriminate illegally on the basis of age, sex, race, religion, national origin, and sexual orientation.

Article VIII

Internal Grievance

8.1 Grievance

Any member of the corporation may file a written grievance with the President or board of directors pertaining to any matter within the organization of the corporation and/or alleging a violation of any provisions of these Colorado USA Wrestling By-Laws, USA Wrestling bylaws, USA Wrestling policy, or the USA Wrestling affiliate agreement.

8.2 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 there, stating in concise language how, when, and where the alleged violation occurred. The factual allegations shall be set forth in numbered paragraphs, each paragraph containing a single factual allegation. The grievance shall state on its face, the USA Wrestling card number of the grieving member.

8.3 Referral of grievance

Upon receipt of a grievance, the President shall refer it to the vice-chairperson or in the case of more generalized grievances, to the board of directors. In the case of a grievance referred to the vice-chairperson, the vice-chairperson shall make an effort to resolve the grievance himself/herself, through informal means.

8.4 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 by informal methods, the member shall be entitled to be heard before the board of directors at its next scheduled meeting. The board's determination of the matter shall be final.

Article IX

Conduct of Membership

9.1 Membership

All members, parents/guardians, officers, officials, directors and wrestlers are responsible for their conduct at all and any functions which are associated with CUSAW and USA Wrestling and the adherence of that conduct to the By-Laws of the corporation, the bylaws of USA Wrestling, and the rules, policies and procedures of the corporation and USA Wrestling in effect from time to time.

9.2 Complaints

Complaints about members' conduct can be filed and given to any member of CUSAW board, reference CUSAW policies and procedure.

Article X

Website

10.1 Website

The website of CUSAW shall be maintained by an individual appointed by the board of directors. The website will be used exclusively to promote the mission and services of CUSAW and is not be utilized to endorse or advertise the services or products of for-profit corporations, associations, leagues, or clubs; except for the sponsoring of the website through board-approved paid advertising.

Article XI

Policies & Procedures

11.1 Policies & Procedures

CUSAW shall keep and maintain a current compilation (which may be electronic) containing the rules, regulations, requirements, responsibilities, policies, and procedures of the corporation and its members.

At no time will the corporation's policies and procedures supersede CUSAW's By-Laws.

Article XII

Fiscal year

12.1 Fiscal Year

The fiscal year of the corporation shall end on the last day of August in each calendar year to coincide with USA Wrestling's fiscal year.

Article XIII

Corporate Records, Reports and Seal

13.1 Maintenance of Corporate Records

The corporation shall keep at its principal office in the State of Colorado:

- (a) Minutes of all meetings of directors, committees of the board of directors indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A copy of the corporation's Articles of Incorporation and By-Laws as amended to date.

13.2 Corporate Seal

The board of directors may adopt use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any instrument.

13.3 Director Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation. Any such inspection may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

13.4 Annual Report

The board of directors shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year; and
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

Article XIV

Waiver of Notice

14.1 Waiver of Notice

Whenever any notice is required to be given under the provisions of these By-Laws or under the provisions of the Articles of Incorporation (as amended) or under the provisions of the Act, or otherwise, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the event or other circumstance requiring such notice, shall be deemed equivalent to the giving of such notice.

Article XV

Amendments

15.1 Amendments

These By-Laws may be altered, amended or repealed and new By-Laws adopted by approval of the Board of Directors.

Article VI

Emergency By-Laws

16.1 Emergency By-Laws

The Emergency By-Laws provided in this Article shall be operative during any emergency in the conduct of the business of the corporation resulting from a national disaster or declared emergency, notwithstanding any different provision in the preceding Articles of the By-Laws or in the Articles of Incorporation of the corporation (as amended) or in the Act. To the extent not inconsistent with the provisions of this Article, the By-Laws provided in the preceding Articles shall remain in effect during such emergency and upon its termination the Emergency By-Laws shall cease to be operative.

During any such emergency:

- (1) A meeting of the board of directors may called by any officer or director of the corporation. Notice of the time and place of the meeting shall be given by the person calling the meeting to such of the directors as it may be feasible to reach by any available means of communication. Such notice shall be given at such time in advance of the meeting as circumstances permit in the judgment of the person calling the meeting.
- (2) At any such meeting of the board of directors, a quorum shall consist of the number of directors in attendance at such meeting.
- (3) The board of directors, either before or during any such emergency, may be effective in the emergency, change the principal office or designate several alternative principal offices or regional offices, or authorize the officers so to do.
- (4) The board of directors, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such an emergency any or

all officers or agents of the corporation shall for any reason be rendered incapable of discharging their duties.

No officer, director or employee acting in accordance with any Emergency By-Laws shall be liable except for willful misconduct. These Emergency By-Laws shall be subject to repeal or change by further action of the board of directors, but no such repeal or change shall modify the provisions of the next preceding paragraph with regard to action taken prior to the time of such repeal or change. Any amendment of these Emergency By-Laws may make any further or different provision that may be practical and necessary for the circumstances of the emergency.

Article XVII

Articles of Dissolution

17.1 Articles of dissolution

CUSAW, upon dissolution of the entity will convey all assets and holdings to USA Wrestling Association located at 6155 Lehman Drive, Colorado Springs, Colorado 80918. USA Wrestling Association is the national governing body for amateur wrestling in the United States and will hold all assets of Colorado USA Wrestling until an ad-hoc committee is appointed to reinstate a new entity replacing CUSAW.

Adopted by the board of directors of the corporation as of January __, 2014.

Certificate

I hereby certify that the foregoing By-Laws, consisting of thirty-one (31) pages plus this page, constitute the Amended and Restated By-Laws of Colorado USA Wrestling Association Inc., adopted by the board of directors of the corporation effective as of January __, 2014.

Secretary