



**BY LAWS
OF**

CALIFORNIA USA WRESTLING, INC.

Established

October 22, 1994

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BYLAWS

OF

CALIFORNIA-USA WRESTLING, INCORPORATED

**ARTICLE I
OFFICES**

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation is located in the City of HOLLISTER, in the County of SAN BENITO, in the President/State Chairman of CALIFORNIA.

SECTION 2. CHANGE OF ADDRESS

The designation of the city, county, and President/State of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named President/State by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws

Hollister ,San Benito ,Ca Dated: October ,04, 2000
_____ Dated: _____, 20__
_____ Dated: _____, 20__

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without its President/State of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time designate.

**ARTICLE 2
NONPROFIT PURPOSES**

SECTION 1. IRC SECTION 501 (c) (3) PURPOSES

This corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code. SECTION 2.

SPECIFIC OBJECTIVES AND PURPOSES

The specific purpose of this corporation is to promote amateur wrestling in its many forms to Californians of all ages. CALIFORNIA-USA WRESTLING, INC., endeavors to educate the California public in both collegiate and international wrestling styles, make wrestling fun and exciting, provide well planned activities, and to improve the quality of California wrestling at the competitive level.

**ARTICLE 3
CALIFORNIA USA WRESTLING, INC. AND USA WRESTLING, INC.**

SECTION 1. RELATIONSHIP

California USA Wrestling Incorporated is an affiliate of USA Wrestling Incorporated in Colorado Springs, Colorado. We are the designated representative for USA Wrestling Incorporated in the President/State of California. It is our responsibility to carry out the guidelines and directives as set forth by USA Wrestling Incorporated in the administration of this President/State.

**ARTICLE 4
DIRECTORS**

SECTION 1. NUMBER

The corporation shall be comprised of President/State and local Association Directors collectively they shall be known as the Board of Directors.

SECTION 2. QUALIFICATIONS

Directors shall be of the age of majority in this President/State. Shall be members in good standing of the corporation and shall be residents of the President/State of California.

SECTION 3. JOB RESPONSIBILITIES

President/State Chairperson

The President/State Chairperson shall be the chief executive officer of the corporation and shall, subject to the consent of the Board of Directors, supervise and administer 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, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President/State Chairperson shall preside at all meetings of the Board of Directors and all meetings of the general membership. Except otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may be authorized by the Board of Directors.

Other duties shall include, but are not restricted to acting as Liaison to the National Office (USA Wrestling), California High Schools-California Interscholastic Federation (CIF) and California Wrestling Hall of Fame

Head of National Teams/Administrative Assistant

In the absence of the President/State Chairperson, or in the event of his or her inability or refusal to act, the Administrative Assistant shall perform all the duties of the President/State Chairperson, and when so acting shall have all the powers of, and be subject to all the restrictions on the President/State Chairperson. The Administrative Assistant shall have other responsibilities and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

Other duties shall include, but not restricted to: Assist the President/State Chairperson with the day-to-day administration of the corporation, act as liaison between the media and the corporation. Assume responsibility for state Tournaments, and state National Teams.

Chief Operating Officer

1. Certify and maintain at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.
2. Keep at the principal office of the corporation or such other place as the board may determine, a record of minutes of all meetings of the directors, and, if applicable, meetings of committees of the directors and of members, recording therein the time and place of holding, whether regular or special., how called, how notice is given, the names of those present or represented at the meeting, and the proceedings of said meeting.
3. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
4. Keep at the principal office of the corporation a record of the membership containing the names and addresses of each and any members, and, in the case where membership has been terminated, he or she shall record such fact in the membership record together with the date on which such membership ceased.
5. Exhibit at all reasonable times to any director of the corporation on request the Bylaws, the record of membership, and the minutes of the proceedings of the directors of the corporation.
6. Assist membership with insurance and any other general support information.
In general, perform all duties incident to the office of Chief Operating Officer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the President/State Chairperson and/or the Board of Directors.
7. Maintain California USA Wrestling Inc web site.
8. Assist the President/State Chairperson with the day-to-day administration of the corporation, act as liaison between the media and the corporation.

Chief Financial Officer

In the absence of the both the President/State Chairperson and the Administrative Assistant, or in the event of their inability or refusal to act, the Chief Financial Officer shall perform all the duties of the President/State Chairperson, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President/State Chairperson. The Chief Financial Officer shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

1. 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.
2. Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

3. Disburse or cause to be disbursed the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers of such disbursements.
4. Keep and maintain adequate and correct accounts of the corporations' properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
5. Exhibit at all reasonable times the books of account and financial records to any director of the corporation upon request.
6. Render to the President/State Chairperson and directors, whenever requested, an accurate accounting of any or all of his or her transactions as Chief Financial Officer and of the financial condition of the corporation.
7. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial State Statements to be included in any required reports.
8. In general, perform all duties incident to the office of the Chief Financial Officer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the President/State Chairperson and/or Board of Directors.

Officials Director

1. Provide a medium of communication between the corporation and the State Mat Officials.
2. Coordinate with Association Directors and Association Head Officials and organize/supervise the necessary officials for State tournaments.
3. Coordinate weigh master operations and assign head officials at state championships.
4. Attend National Clinics.
5. Hold State clinics and give necessary training, testing, and support to the State Mat Officials.
6. Keep an activity record, and the USAW and California Referee Categories of all State officials. Coordinate with state office to remunerate per diem for officials at state championships.
7. Hold and/or work toward a National Category 1- Officials rating.
8. Act as a liaison to United President/State Wrestling Officials Association (USWOA).
9. Perform such other function and responsibilities as the President/State Chairperson and/or the Board of Directors may direct.

Open Director

1. Coordinate activities, exchanges and tournaments.
2. Communicate to all wrestlers of Regional, National, and International competitions
3. Work toward the development of a State Team
4. Coordinate with all college wrestling programs to provide clinicians for national team camps
5. Encourage wrestlers to work with younger age groups as coaches, officials, and put on clinics to improve California wrestling.
6. Work as a liaison to colleges and Regional Training Centers (RTC's)
7. Perform such other functions and responsibilities as the President/State Chairperson and/or the Board of Directors may direct.

Kids/Cadet Director

1. Develop activities to promote age group wrestling.
2. Communicate to all Association Directors on any activities regarding the Kids Division, especially those as reflected by the calendar of events
3. Organize a California Team to attend the USA Western Regional Tournament.
4. Perform such other functions and responsibilities as the President/State Chairperson and/or the Board of Directors may direct.

Cultural Exchange Director

1. Work with the President/State Chairperson in setting up all exchanges within the California or outside of the United States. ~~in or out of the President/State.~~
2. Work with the State Office in procuring all needs for exchanges within California or outside the United States. Responsible for financial Statements and any other administrative reporting for cultural exchanges in or out of California.
3. Coordinate and develop activities for a State Cultural Program(s). State Cultural Exchange Program(s) will not be restricted to one local area.
4. Make every effort to work with each Association in setting up a State Cultural Exchange Program.
5. Perform such other functions and responsibilities as the President/State Chairperson and/or the Board of Directors may direct.

Head Of Tournament Operations

1. Provide a medium of communication between the corporation and the State Pairing Officials.
2. Coordinate with Association Directors and ~~Regional Officials~~ Association Pairing Officials and supervise the necessary pairing officials for State tournaments.
3. Attend National Clinics.
4. Hold State clinics and give necessary training, testing, and support to the State Pairing Officials. Recruit, train and retain pairing officials for state tournament operations in conjunction with USAW membership systems.
5. Have a working knowledge of electronic bracketing systems.
6. Keep an activity record of all State Pairing officials.
7. Hold and/or work toward a National Category P1-Pairing Officials rating.
8. Act as a liaison to United Wrestling Officials Association (USWOA).
9. Perform such other function and responsibilities as the President/State Chairperson and/or the Board of Directors may direct.

Sports Medicine Program Director

1. Continue to develop a plan to ensure that all of our State Championships will have qualified Athletic Trainers and Physicians (whenever possible) working them.
2. In providing consistent quality care for our athletes, to help ensure wrestlers success on the mat.
3. Assist in sending Athletic Trainers with our National Teams. ~~Cadet and Junior-Regional teams, Cadet and Junior Duals Teams.~~
4. Develop an even larger pool of Athletic Trainers and interested physicians.
5. Coordinate with CFO and COO regarding specific needs and equipment needed for the program.
6. Maintain accurate records for compensation for certified medical personnel.

Coaches Certification Director

1. In conjunction with USAW keep a record of the Coaches Education containing the names and ~~addresses~~ contact information of each and any coach, that have attended and, completed coaches ~~clinics~~ certifications and category.
2. Act as a liaison to USA Wrestling.
3. Coordinate coaches check-in system at all state championships.
4. Perform such other function and responsibilities as the President/State Chairperson and/or the Board of Directors may direct.

Grappling Director

1. Work with President/State Chairman to develop State Qualifiers.
2. Be the Liaison to USA Grappling.
3. Develop activities to promote Grappling.
4. Communicate to all Regional Representatives on any activities regarding the Grappling Division, especially those reflected by the calendar of events.

Women's/Girls Director

1. Work with President/State Chairperson to develop State qualifiers.
2. Develop activities to promote Women/Girls age group wrestling.
3. Communicate to all Association Directors on any activities regarding the Women's Girls Division, especially those as reflected by the calendar of events
4. Develop, Coordinate and Oversee the Girls state dual teams and national championships.
5. Make every effort to be in attendance, at all National Conventions, with special emphasis upon the Women's National Convention
6. Perform such other functions and responsibilities as the President/State Chairperson and/or the Board of Directors may direct.

Director of Development

1. Connect with all national team projects to improve the efficiency of getting the most talented wrestlers to regional and national championships and world teams trials.
- ~~2.~~ To work closely with all national duals, regional and national team coaches to assist in getting the talented wrestlers on national teams.
3. Communicate with potential wrestlers, coaches and parents to discuss the opportunities for their wrestlers to be members of national and world teams.
4. Work with all national teams dual and individual championships coaches to develop a system of consistent coaching at all levels.

Association Chairperson/Representative

1. Major source of communication at the ~~regional~~ Association and State level.
2. Assist in organizing local tournaments.
3. Attend (personally or through designated representative), to the registration of membership at local events.
4. Coordinate with local Officials Director to recruit the necessary Officials for the scheduled tournaments.
5. Assist with local civic groups to establish, maintain, and set up tournaments.
6. Constantly recruit adults to assist in maintenance and growth of the CALIFORNIA USA WRESTLING, INC.
7. Responsible for the annual financial Statements and membership registration.
8. Responsible for Association Tournament Schedule.
9. Responsible for educating the Association Tournament Directors on proper risk management.
10. Responsible for ensuring that proper safety precautions are being observed in the physical set up at each of the Association's local tournaments. Ensuring that a proper financial statement in record to the President/State office by September 1st. Failure to have proper financial statement in record to the President/State office will be result in loss of voting right.

SECTION 4. POWERS

Subject to the provisions of the laws of this State and any limitations in the Articles of Incorporation and these Bylaws by the members, if any, of this corporation, 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.

SECTION 5. DUTIES

It shall be the duty of the directors to:

1. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
2. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;
3. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
4. Meet at such times and places as required by these Bylaws;
5. Register their addresses with the Chief Operating Officer or the corporation, and notices of meetings mailed, emailed or phoned to them at such addresses shall be valid notices thereof.

SECTION 6. TERM OF OFFICE

Each director (except Association Representative/Chairperson-see below) shall hold office for a period of THREE (3) years and/or until his or her successor is elected and qualifies.

Each year, one-third of the authorized number of directors (except Association Representative/Chairperson- see below) shall be elected to serve on the board of directors. Each director shall hold office until his or her successor is elected and qualifies.

If, at a meeting for the election of directors, more than one group of initial board members may be elected to serve for a first staggered term of office, then the Chief Operating Officer of the corporation shall assign each director to a numbered group and shall make a chance selection between or among the numbered groups (by selection among numbered lots or by some other chance selection procedure). The group corresponding to the number so chosen shall be subject to election to a staggered term at the meeting.

Association Representative/Chairpersons . Shall be elected to the State Board of Directors by their respective associations in accordance to their association's rules and Bylaws.

SECTION 7. COMPENSATION

Directors shall serve without compensation (See Exception: Section 7.1) except that a reasonable fee may be paid to directors for attending regular and special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

SECTION 7.1 CHIEF OPERATING OFFICER and CHIEF FINANCIAL OFFICER

The Chief Operating Officer and Chief Financial Officer shall be paid a salary, benefits, with expenses as set by the Board of Directors.

SECTION 8. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board.

SECTION 9. REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held once a year. To take place in fall.

The fall meeting is a open business meeting. Directors shall be elected or reelected by the Board of Directors every three years (See guidelines set forth in Article 4 Section 6. Closed meeting shall be convened whenever a personnel issue arises.

SECTION 10. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President/State Chairperson. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by President/State Chairperson.

SECTION 11. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

(a) Regular Meetings. At least one month notice shall be given by the Chief Operating Officer of the corporation to each director. (See Special Meeting on how notice will be given.)

(b) Special Meetings. At least one week prior notice shall be given by the Chief Operating Officer of the corporation to each director of each special meeting of the board. Such notice may be oral or written email, and may be given personally, and shall prescribe the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting.

SECTION 12. 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 shall be by majority vote of those present, and voting, a quorum being present. No voting by proxy shall be permitted. Each Director shall be entitled to one vote.

SECTION 13. CONDUCT OF BOARD MEETINGS

Conduct of the Board of Directors shall be presided over by the President/State Chairperson, or, if no such person has been designated or, in his or her absence, the Administrative Assistant of the corporation or, in his or her absence, by the Chief Financial Officer of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Chief Operating Officer of the corporation shall act as Chief Operating Officer of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Chief Operating Officer of the Meeting.

Meetings shall be governed by such procedures as may be approved from time to time by the Board of Directors.

SECTION 14. CONFLICTS OF INTEREST

No member of the corporation's Board of Directors shall participate in the discussion concerning, or vote on, any action from which the member or any organization in which the member has a vested interest, may directly or indirectly derive any material benefit. A violation of this rule by a member of the Board of Directors shall not invalidate the action taken by the Board or committee if, following disclosure of the adverse interest of such member, the Board or committee authorizes, ratifies or approves the action by a vote sufficient for the purpose, without counting the vote of such member.

SECTION 15. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the Chairperson of the Board or the Chief Operating Officer of the corporation, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the office of the Attorney General or other appropriate agency of this State.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this State.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by the approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

SECTION 16. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 17. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under law of this State.

SECTION 18. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation including a director, officer, employee or other agent of the corporation against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

**ARTICLE 5
COMMITTEES**

SECTION 1. APPOINTMENT

The President/State Chairperson may, at his or her discretion, designate by resolution of the Board of Directors a committee to work on various projects for the benefit of the corporation. The size of the committee shall vary depending on the magnitude and complexity of the project.

The committees shall be required to keep the President/State Chairperson (and the Board where applicable) updated on the progress of the project at a regular intervals as agreed upon between the President/State Chairperson and the committee.

**ARTICLE 6
EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, 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

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation.

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS

The Board of Directors may accept (upon recommendation from President/State Chairman) on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

ARTICLE 7 CORPORATE RECORDS AND REPORTS

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office:

1. Minutes of all meetings of directors, committees of the board and, if and when possible, of all meetings of the general membership, 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,

2. 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.
3. A record of its members indicating their names and addresses, class of membership held by each member and the termination date of any membership.
4. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of the corporation at all reasonable times during office hours.

SECTION 2. DIRECTORS' 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 and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions or these Bylaws, and provisions of law.

SECTION 3. PERIODIC REPORT

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state of this corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE 8

IRC 501 (c) (3) TAX EXEMPTION PROVISIONS

SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501 (h) of the Internal Revenue Code, and this corporation shall not participate in, or intervene in (including the publishing or distribution of State Statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exemption from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose of this corporation.

SECTION 3. DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a President/State or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this State.

ARTICLE 9 AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Subject to the power of the members, if any, of this corporation to adopt, amend or repeal the Bylaws of this corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

**ARTICLE 10
CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of this President/State Chairman and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1993 as amended from time to time, or to corresponding provisions of any future federal tax code.

**ARTICLE 11
MEMBERSHIP**

SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

The corporation shall have five classes of members. Any member may hold more than one type of membership in the corporation.

SECTION 2. QUALIFICATIONS OF MEMBERS

Any person who desires to promote California Wrestling either through action, word, or deed.

SECTION 3. TYPES OF MEMBERSHIPS

Athlete Competitive Membership

This is a competitive Californian of any age or gender.

2-Year Athlete Competitive Membership.

This is a competitive Californian of any age or gender.

Leadership Membership

An individual at least 18 years of age that desires to work with the competitive membership in a Coaching capacity. Any individual meeting the membership requirements of the USWOA as a Mat Official and/or Pairing Official.

Club Membership

Any number or combination of the above membership may get together and apply to become a sanctioned club of USA Wrestling, Inc.

High School Membership

Open to only wrestlers (Boys & Girls) in grades 9-12 enrolled at the high school.

Special Note: Membership

All person who is 18 years and older and is serving in the capacity as a volunteer, coach, official or tournament operation person and are in the immediate presence of minors must be USAW Certified, through a background check and Safe Sport Training along with USAW Membership card.

SECTION 4. ADMISSION OF MEMBERS

Applicants shall be admitted to membership on making application in writing and upon approval of the application by the membership committee of the respective sanctioned club of CALIFORNIA-USA WRESTLING, INC. and upon payment of the annual fee as specified in the following sections of this bylaw.

Membership registration is the responsibility of each Association Chairperson or his/her appointee. New Membership registration shall be mailed under the criteria given in the General Guidelines, this form plus the appropriate fee must be sent to the state Chief Operating Officer.

SECTION 5. MEMBERSHIP FEES

The following fee shall be charged for making application for membership to USA WRESTLING, which gives the member automatic membership to CALIFORNIA-USA WRESTLING, INC.

Membership: Athletes \$65.00-online plus fees

Membership: Open Athletes \$100.00-online plus fees

2 Year Membership: Athletes \$105.00-online plus
fees

Wrestling Leader: \$65.00-online plus fees) plus
background and Safe Sport Authorization.

Club \$100.00

Additional Insured/Certificate Holders \$30.00

Event sanction \$100.00

SECTION 6. DURATION OF MEMBERSHIP

The membership shall be renewed annually based on the actions outlined in Section 4 of these Bylaws.

SECTION 7. NON-LIABILITY OF MEMBERS

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

SECTION 8. NON-TRANSFERABILITY OF MEMBERSHIP

No member may transfer a membership or any privilege arising there from. All privileges of membership cease upon the member's death.

SECTION 9. TERMINATION OF MEMBERSHIP

The membership of a member shall terminate upon the occurrence of any of the following events:

1. All CALIFORNIA-USA WRESTLING, INC. wrestlers are expected to compete and behave in a sportsman like manner. Flagrant violations may result in the loss of membership.
2. All CALIFORNIA-USA WRESTLING, INC. non-wrestling members are expected to behave in a courteous and sportsman like manner. Flagrant violations may result in the loss of membership.
3. Upon failure to renew his or her membership by paying the appropriate fees on or before their due date, such termination to be effective day after the due date.
4. After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the State Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation.

SECTION 10. MEMBERSHIP QUORUM AND VOTING

1. Each Association is responsible for setting the rules and regulations governing each club's procedure of quorum and voting for their membership.
2. Each Club shall elect a President who will have one vote in all matters involving their Association.
3. Each Association shall have a Chairperson elected by their respective clubs' president.
4. Each Association Chairperson shall automatically become upon their election a member of the State Board of Directors. They are entitled to one vote each.

SECTION 11. MEMBERS INSPECTION RIGHTS

1.. Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

2. To Inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon written demand on the Chief Operating Officer of the corporation, which demand shall state the purpose for which the inspection rights are requested.
3. To obtain from the Chief Operating Officer of the corporation, upon written demand on, and payment of a reasonable charge to, the Chief Operating Officer of the corporation, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors

as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made within a reasonable time after the demand is received by the Chief Operating Officer of the corporation or after the date specified therein as of which the list is to be compiled.

4. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the Chief Operating Officer of the corporation by the member, for a purpose reasonably related to such person's interests as a member.

5. Members shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and pro-visions of law.

SECTION 12. NEW CLUB AND ASSOCIATION MEMBERSHIP

Any group of persons meeting the qualifications for individual membership as set forth in these Bylaws may create a new club. Any new club must apply for membership through their respective Association to the State.

Any new Association must apply for membership through the State Board of Directors. Application going through the Chief Operating Officer.

ARTICLE 12 INTERNAL GRIEVANCE PROCEDURE

SECTION 1. GRIEVANCE

Any member of the corporation may file a written grievance with the President/State Chairperson pertaining to any matter within the jurisdiction of the corporation and alleging a violation of any provision of these Bylaws and/or Articles of Incorporation.

SECTION 2. TERMS

Any grievance shall be signed under 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 the alleged violation occurred.

SECTION 3. REFERRAL OF GRIEVANCE

Upon receipt of a grievance, the President/State Chairperson shall take whatever steps necessary he or she feels to address this grievance(s).

SECTION 4. HEARING

If the grievance is referred to the Board of Directors by the President/State Chairperson, or in the event 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.

AMENDMENTS TO BY LAWS

October 22, 1994

October 21, 1995

Page 10 Section 12

An Association will send their Chairman or prior to the meeting notify the President/State of the designated representative.

October 12, 1996

Page 9 Section 9

Section 9 of the By Laws regarding Spring meeting be eliminated

October 12, 1996

Page 5 Section 3

Dissolve the Espoir Director position.

Coaches Certification Director be established.

Page 6 Section 6

Rename the Junior Director to Junior/Junior World Director

February 3, 1998

Page 2 Article 4 Section 1

The Corporation shall have no less than TWENTY (20) directors and collectively they shall be known as the Board of Directors. (Previously called President/State Council)

November 4 , 2002

Page 3 Article 4 Section 3

Addition of duties for President/President/President/State Chairman, to act as a liaison to California Hall of Fame

November 4 , 2002

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation is located in the City of HOLLISTER, in the County of SAN BENITO, in the President/State of CALIFORNIA.

November 4 , 2002

Section 3 Page 7-Addition of Pairing Officials Director

November 4 , 2002

Section 3 Page 7-Addition of Sports Medicine Director

November 4 , 2002

Section 3 Page 7-Addition of Coaches Certification Director

November 4 , 2002

Dissolve the Junior Fila Director position.

Section 3 Page 8-rename as Women's Director

November 4, 2002

Section 3 Page 7-Addition of Web Master

November 4, 2002

Section 3 Page 8

Dissolve the At Large member position.

November 4 , 2002

Page 17 Article II Section 3-Addition of Partner Member

November 15, 2003

Page 19 Section 5.Membership Fees

Athlete cards increase to \$30.00 coaches increase to \$30.00

Page 19 Section 10 Lost or Uncounted membership cards

(Approved by California Board of Directors October 2002. Each Association is now liable for the payment of lost or unaccounted cards.

Page 19 SECTION 11 DEADLINE TO RETURN ALL USED OR PAID MEMBERSHIP

All Used cards and paid membership, must be in on or before Aug 1.

October 7 , 2006

Section 3 Page 7-Sports Medicine Director, to become a voted position

Section 3 Page 3 Administrative Assistant, combined with Head of National teams-
Become a voted position

October 6, 2007

SECTION 2. Bylaws, Page 8. Rename Pairing Director, to -Head Of Tournament Operations.

SECTION 2. Bylaws, Page 7. Grappling Director to become a voted position

September 19,2009

SECTION 5. MEMBERSHIP FEES

Fees Updated ;

Athletes \$35.00-online plus fees. (Only bought on line only!)

Coaches \$35.00-(Only bought on line only! Plus \$17.00 for a background check.

(This only needs to be done, every other year Background check is good for two years.)
Club \$55.00 -(Only bought on line only!
Additional Insured/Certificate Holders \$20.00 (Only bought on line only!)
Event sanction is \$40.00 (Only bought on line only!)

September 19, 2009

Deleted

SECTION 5. MEMBERSHIP FEES

The following fee shall be charged for making application for membership to USA WRESTLING, which gives the member automatic membership to CALIFORNIA-USA WRESTLING, INC. in such amount as may be specified from time to time by resolution of the Board of Directors charged for, and payable with, the application for membership. Each association is responsible for any cards not returned or accounted for in the California USA Wrestling Data Base, the Association is now liable for the payment of that card or cards.

SECTION 10 LOST OR UNACCOUNTED FOR CARDS

(Approved by California Board of Directors October 2002. Each Association is now liable for the payment of lost or unaccounted cards

SECTION 11 DEADLINE TO RETURN ALL USED OR PAID MEMBERSHIP

All Used cards and paid membership, must be in on or before Aug 1.

September 14, 2012

Added

SECTION 5. DUTIES

Association Chairperson/Representative Ensuring that a proper financial President/Statement in record to the President/State office September 1. Failure to have proper financial President/Statement in record to the President/State office will be result in loss of voting right.
Bylaws, Page 8

September 14th, 2019

Changed

SECTION 3. TYPES OF MEMBERSHIPS

Coaches & Officials changed to Wrestling Leader.

September 14th, 2019

Changed

SECTION 6. TERM OF OFFICE

Dissolve the Association SDWA- San Diego Wrestling Assoc

Article 4. Removed THIRTY 30 and added President/State and local Association Directors collectively

SECTION 1. NUMBER

The corporation shall be comprised of President/State and local Association Directors collectively they shall be known as the Board of Directors (Previously called President/State Council.)

October 10th, 2020

Section 2. Grappling Director: Added Liaison to USA Grappling

1. Work with President/State Chairperson to develop President/State qualifiers.
2. Develop activities to promote Grappling
3. Communicate to all Regional Representatives on any activities regarding the Grappling Division, especially those as reflected by the calendar of events
4. Attend the USA Regional Tournament
5. Liaison to USA Grappling

October 10th, 2020

Section 2. Dissolve the Web Master: Maintain California USA Wrestling Inc web site. Assist the President/State Chairperson with the day-to-day administration of the corporation, act as liaison between the media and the corporation. Chief Operating Officer will now handle the maintenance of the website and social media.

October 10th, 2020

SECTION 9. REGULAR MEETINGS: Removed "CLOSED"

The fall meeting is a closed business meeting. Directors shall be elected or reelected by the Board of Directors every three years (See guidelines set forth in Article 4 Section 6.

October 20th, 2020

SECTION 11. NOTICE OF MEETINGS: Update and removed fax machines.

(b) Special Meetings. At least one-week prior notice shall be given by the Chief Operating Officer of the corporation to each director of each special meeting of the board. Such notice may be oral or written email, and may be given personally, and shall President/State the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting.

Updated and removed "Shall be signed by the Chief Financial Officer and countersigned by the President/President/President/State Chairman of the Corporation

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation.

October 10th, 2020

SECTION 3. TYPES OF MEMBERSHIPS. Updated to Current membership options .

Athlete Competitive Membership

This is a competitive Californian of any age or gender.

2-Year Athlete Competitive Membership.

This is a competitive Californian of any age or gender.

Leadership Membership

An individual at least 18 years of age that desires to work with the competitive membership in a coaching capacity. Any individual meeting the membership requirements of the USWOA as a Mat Official and/or Pairing Official.

Club Membership

Any number or combination of the above membership may get together and apply to become a sanctioned club of USA Wrestling, Inc.

High School Membership

Open to only wrestlers (Boys & Girls) in grades 9-12 enrolled at the school .

October 10th, 2020

Page 19 Section 5. Updated Membership Fees

Membership: Athletes \$50.00-online plus fees

Membership: Open Athletes \$55.00-online plus fees

2 Year Membership: Athletes \$90.00-online plus fees Wrestling Leader: \$55.00-online plus fees)

Plus \$17.00 background check.

Club \$80.00

Additional Insured/Certificate Holders \$30.00 Event sanction \$65.00

September 10, 2022

- The title of State Chairman is changed to President/State Chairman
- The title of Secretary has been changed to Chief Operating Officer (COO)
- The title of Treasurer has been changed to Chief Financial Officer (CFO)
- SECTION 7.1 CHIEF OPERATING OFFICER and CHIEF FINANCIAL OFFICER
The Chief Operating Officer and Chief Financial Officer shall be paid a salary, benefits, with expenses as set by the Board of Directors.
- The Director of Development has been added
- SECTION 9. REGULAR MEETINGS
Regular meetings of the Board of Directors shall be held once a year. To take place in fall.
The fall meeting is a open business meeting. Directors shall be elected or reelected by the Board of Directors every three years (See guidelines set forth in Article 4 Section 6. Closed meeting shall be convened whenever a personnel issue arises.

Policies passed:

- Hotel Rooms for Officials at State Championships will be capped at 15 rooms.
- Automatic qualifiers to Cadet/Junior Nationals:
Cadet and Juniors BFS-Top 2, BGR-Top 3, BGR-Champions get FS spot
Cadet and Juniors GFS-Top 3

August 26, 2023

Bylaws Amended:

Membership: Athletes \$65.00-online plus fees

Membership: Open Athletes \$100.00-online plus fees
2 Year Membership: Athletes \$105.00-online plus fees

Wrestling Leader: \$65.00-online plus fees) plus

background and Safe Sport Authorization.

Special Note: Membership

All person who is 18 years and older and is serving in the capacity as a volunteer, coach, official or tournament operation person and are in the immediate presence of minors must be USAW Certified, through a background check and Safe Sport Training along with USAW Membership card

Policies passed:

- Automatic qualifiers to Cadet/Junior Nationals:
Cadet and Juniors BFS-Top 2, BGR-Top 2, BGR-Champions get FS spot
BFS Champion gets GR spot
Cadet and Juniors GFS-Top 3
- Boys Cadet and Juniors FS and GR automatic qualifiers to Cadet/Junior Nationals
There shall be a true second wrestle off for the 2nd automatic spot. That is

the 3rd place wrestler will wrestle the 2nd place wrestler if they have not already met in the tournament. The awards shall not be exchanged-the 2nd place wrestler will keep the 2nd place award.

- Wrestling in Gender
If a boys and girls divisions exists at the state championships, the boy must wrestle in the boys division only and the girl must wrestle in the girls division only.
- Eliminate the club championships at the individual tournaments.
- Mandate that all California USA Member Associations become a 501(C)3 not for profit corporation by the December 31, 2024.
- At CAUSAW Folkstyle Tournaments the video review shall be used. Similar to FS/GR. If review is denied the athlete will be denied another review and will lose 1 point.
- At CAUSAW Junior and Cadet State Championships competition shall be limited to athletes who are eligible for competition in USA Wrestling National Championships.
- Association Duals for Schoolboys/schoolgirls: **Schoolboys/Schoolgirls:** The documented area is determined where the schoolboy/schoolgirl wrestler lives, as reported in the USAW membership program. (county) 2024
- Association Duals Officials: All participating associations must provide for 4 officials to work the duals-room and board. 2024-**Changed back to 3 officials from every association for the CAAUSAW Duals Tournament September 2025**
- Association Duals Entry Fee. Fees shall be determined by the CFO. 2024
- Association Duals Registration Deadline: All fees and athletes' registrations need to be completed no later than 9pm on the Thursday before the tournament starts 2024
- **All officials working in any state championships need to be approved by their local association director. September 2025**