

**Bi-Laws of the
Gladstone Youth Wrestling Club**

Article I - Name


The legal name of this organization shall be known as the Gladstone Youth Wrestling Club.

Article II - Purpose

The purpose or purposes of this corporation are as follows:

- A. To promote, encourage, and sponsor wrestling opportunities for school age children in and around Gladstone, Michigan
- B. To provide instruction in the sport of wrestling to children of the above-stated group.
- C. To raise funds which shall be applied to the ordinary expenses incurred by the corporation without any financial gain ever accruing to the members, participants, or their families.
- D. To promote and support amateur wrestling activities including local, state and national competition.
- E. To hold, lease, buy, sell, own and develop property, real and personal, which may be requisite for the purposes of or capable of being conveniently used in connection with the purpose of this corporation.
- F. The specific purposes for which this corporation is formed are to operate exclusively for such charitable and educational purposes as will qualify it as an exempt organization under the Internal Revenue Code, Section 501(c)(3), including for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under the code.
- G. This corporation shall not, as a substantial part of its activities, carry on propaganda, or otherwise attempt, to influence legislation.
- H. This corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.
- I. This corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
- J. This corporation shall not retain any excess building holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- K. This corporation shall not make any investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- L. This corporation shall not make any taxable expenditures as defined in Section 4945 (e) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- M. This corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undisputed income as imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

This corporation does not contemplate pecuniary gain or profit to the members thereof and is organized solely for non-profit purposes that will benefit the general public and not any single interest group. In the event of dissolution, all assets, real and personal, shall be distributed to such organizations as are qualified

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President			
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Treasurer			

41 as tax-exempt under Section 501 (c)(3) of the Internal Revenue Code of corresponding provisions of any
42 subsequent federal tax laws.

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Article III - Membership

45 **§1 Definitions:**

46 *Adult Corporation Member:* Any adult, 18 years or older.

47 *Expelled:* A prior member removed from the club roster by the Board of Directors.

48 *Good Standing:* Not placed in suspended or expelled status

49 *Suspended:* A current member being investigated or reprimanded by the Board of Directors.

50 *Youth Corporation Member:* Any youth, grades Pre-K through 8th, properly and completely registered as
51 a member of the Gladstone Youth Wrestling Club.

52 **§2 Purpose:**

53 The Gladstone Youth Wrestling Club is a corporation. Members of the Gladstone Youth Wrestling Club
54 represent this club directly and the Gladstone Area Schools and City of Gladstone indirectly. As such, the
55 Board shall adopt, maintain and follow guidelines for establishing, reprimanding and expelling members.


56 **§3 Youth Corporation Membership:** Any youth may become a Youth Corporation Member subject to the
57 following qualifiers.

- 58 A. Attending and educational institute, as defined by the Michigan Department of Education in 8th
59 grade or below. This includes Pre-Kindergarten, Kindergarten readiness and Home Schooling.
- 60 B. The youth must not attain the age of 18 years prior to the end of the club’s wrestling season as
61 determined by the Board of Directors.
- 62 C. The youth must not have primary residence in another governmental entity (City, township,
63 County) where another youth wrestling club provides compatible instruction and opportunity.
- 64 D. The youth must not have been previously expelled by the Board of Directors.

65 The restrictions are subject to appeal at a regular meeting of the Board of Directors. The Board of
66 Directors shall vote weather to approve or disapprove membership. Determination shall be made upon a
67 simple majority. In the case of a tie the vote shall carry for the appealing youth applicant.

68 **§4 Adult Corporation Membership:** Any adult (18 years or older) may become an Adult Corporation
69 Member subject to the following qualifiers.

- 70 A. Prior status of Youth or Adult Club Member in good standing.
- 71 B. Possess guardian rights (As determined by the Gladstone Are Schools) over an existing Youth
72 Corporation Member.

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Treasurer			

- 73 C. The Adult must not have membership or voting privileges in another youth wrestling club that
 74 provides compatible instruction and opportunity.
- 75 D. The applicant must not have been previously expelled by the Board of Directors as either an Adult
 76 Corporation Member or Youth Corporation Member.

77 The restrictions are subject to appeal at a regular meeting of the Board of Directors. The Board of
 78 Directors shall vote weather to approve or disapprove membership. Determination shall be made upon a
 79 simple majority. In the case of a tie the vote shall carry for the appealing adult applicant.

80 **§5 Voting Rights:**

81 This non-stock, non-profit corporation is organized upon a directorship basis pursuant to §305 of the Non-
 82 Profit Corporation Act, 162 PA 1982. The corporation shall have non-voting members separate from the
 83 Board of Directors. No member of the corporation shall be entitled to vote.

84 **§6 Member Rights:**

85 Every member shall have the right to participate in all corporate activities other than voting. Only
 86 members of the corporation are entitled to wrestling lessons provided by the corporation.

87 **§7 Suspension & Expulsion:**

88 The Board of Directors shall suspend, expel, or take similar actions upon members that are found to be in
 89 violation of any of the following;

- 90 A. Failure to pay fees or any properly levied assessment.
- 91 B. Engage in activities which jeopardize the tax-exempt status of the corporation.
- 92 C. Behave in a manner that brings disgrace or dishonor upon the Gladstone Youth Wrestling Club
 93 directly or indirectly.
- 94 D. Be accused, investigated or convicted of any misdemeanor or felony involving a minor.
- 95 E. Be suspected or found in malfeasance of office or duties related to the corporation.


96 The Board of Directors shall recommend discipline commensurate to the allegations, charges or findings.
 97 Each case shall be recorded in detail and shall be considered precedent setting to future situations. The
 98 Board shall vote weather to enact the recommended discipline. Determination shall be made upon a
 99 simple majority. In the case of a tie the vote shall carry in favor of the recommended discipline.

100 The Board decision is subject to appeal within 30 days of the action. The appellate shall be given
 101 reasonable time to present an appeal. The appellate may submit evidence or witnesses on their behalf. The
 102 Board of Directors shall vote weather to uphold or overturn the prior decision. The appellate may remain
 103 to witness the vote but does not have voting rights under any circumstance. All non Adult Corporate
 104 Members must leave the meeting prior to the vote. Determination shall be made upon a simple majority.
 105 In the case of a tie the vote shall carry for the overturning of the previous Board decision.

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Article IV – Board of Directors

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President			
Vice President			
Secretary			
Treasurer			

108 §1 Board Members:

109 The business and affairs of the Corporation shall be managed by its Board of Directors. The number of
110 directors of the Corporation shall not exceed twenty five (25).

111 §2 Term of Office:

112 The term of the director’s office shall be for a period of one (1) year. Each director shall hold his office
113 for the term for which he or she is selected and until his or her successor shall have been selected or until
114 his or her resignation or removal.

115 §3 Filling of Vacancies:

116 Each vacancy on the Board of Directors, whether created by expiration of a director’s term of office,
117 death, resignation, removal or any reason whatsoever, shall be filled by a majority vote of the remaining
118 directors then in office. Newly elected members shall not be granted voting rights until the next board
119 meeting. Non-Voting members shall have no right to select the directors of the corporation.

120 §4: Qualifications:

121 All members of the Board of Directors shall be members in good standing of the Gladstone Youth
122 Wrestling Club. In the event any member of the Board of Directors shall at any time not be a member in
123 good standing, such member of the Board of Directors shall be deemed for all purposes to have resigned
124 from the Board of Directors, and a successor shall be forthwith appointed and qualified by the Board of
125 Directors.

126 §5 Powers:

127 The Board of Directors shall have all the usual powers of directors of a business organization and the
128 immediate government and direction of the affairs of the Corporation. It shall make all rules and
129 regulations which it deems necessary or proper for the government of the Corporation, the orderly
130 conduct of its affairs, and the management of its property, not inconsistent with the Articles of
131 Incorporation and the terms of the provisions of Section (c)(3) of the Internal Revenue Code of 1954, as
132 amended, or any successor section thereof.

133 §6 Protection of Directors:

134 No personal contribution shall be required by the directors of the Corporation. Except as required by law,
135 there shall be no personal liability on the part of directors of the Corporation and the Corporation shall
136 indemnify such directors as provided in the By-Laws.


137 §7 Suspension & Expulsion:

138 Directors shall be removed from their position upon the third consecutive unexcused absence from Board
139 functions. These functions include, but are not limited to, Board meetings. The Board of Directors shall
140 hold themselves to the same standards and discipline as applied to members in Article III Section 7.

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Article V – Officers

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President			
Vice President			
Secretary			
Treasurer			

143 **§1 Election:**

144 Officers of the corporation shall be elected by the Board of Directors and shall serve one year terms. No
145 limitations shall be placed upon the number of successive terms an officer may serve.

146 **§2 President:**

147 The President shall be the chief executive officer of the corporation and shall also serve as chairperson of
148 the Board of Directors. The President shall preside at all meetings of the Board of Directors. The
149 President shall also be an ex-officio member of all committees. The President shall have the authority to
150 sign all documents on behalf of the corporation as may be required in the transaction of the corporation's
151 activities, resolution by the Board of Directors.

152 **§3 Vice-President:**

153 The Vice-President shall assume the President's duties in the absence of the President. The President and
154 Vice-President shall also assume such other duties as are assigned to them by the Board of Directors. In
155 the event of a vacancy occurring in the office of President, the Vice-President shall serve as President for
156 the remainder of the President's unexpired term.

157 **§4 Secretary:**

158 The Secretary shall give due notice of the time and place of all meetings as directed by the By-Laws and
159 Board of Directors. The Secretary shall be responsible for all correspondence and legal requirements of
160 the corporation. The Secretary shall keep the minutes of all meetings of the Board of Directors and the
161 corporation; preserve all papers, letters, and seal; and perform such other duties as are usually expected of
162 such officers.

163 **§5 Treasurer:**


164 The Treasurer shall collect, receive, and have charge of all funds of the corporation; shall deposit such
165 funds in the bank designated by the Board of Directors; shall provide for the expenditure of such funds;
166 and shall be authorized to draw checks and drafts on the corporation's accounts. The Treasurer shall
167 report to the Board of Directors, the financial standings of the corporation whenever requested to do so,
168 and shall make a full report to the corporation at the first and final properly scheduled board meeting of
169 the wrestling season. The Treasurer shall be given at least one week to make a full report at a properly
170 scheduled board meeting following any home tournament.

171 **§6 Trustees:**

172 There shall be two Trustees that will review all detail accounting of the corporation at least monthly
173 during the observed season. There will be a confirmation of receipts, documentation, amount and
174 appropriateness of all revenue and expenses reported by the Treasurer.

175 **§7 Other Officers:**

176 The Board of Directors shall have the power to direct such subordinate officers, employees, or agents, as
177 may be necessary, in their judgment, for the conduct of the business of the Corporation and designate
178 their title and compensation, if any.

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Secretary			
Treasurer			

179 §8 Responsibilities:

180 The officers and members of the Board of Directors of the Corporation shall use their best efforts to carry
181 out in good faith the purposes and exercises the powers expressed in the By-Laws of the Corporation in
182 such manner as to further the aims and purposes of the corporation, not inconsistent with the Articles of
183 Incorporation and the terms and provisions of Section 501(c) (3) of the Internal Revenue Code of 1954, as
184 amended, or any successor section thereof.

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186 Article VI – Meetings

187 §1 Regular Meetings:

188 Regular meetings of the Board of Directors may be held monthly or as may otherwise be determined, at
189 such place and such time and upon such notice as the Board of Directors may, in its discretion, determine.

190 §2 Special Meetings:

191 Special meetings of the Board of Directors may be called at any time by the President or by any two
192 members of the Board upon written notice of the time, place and purpose of any such special meeting
193 which shall be given to each director, either personally or by mail, not less than five (5) days before the
194 meeting. If mailed, notice shall be deemed given by depositing the same in a post office box, postage
195 prepaid, and addressed to the last-known address of such director.

196 §3 Quorum:

197 An even one-third (1/3) of the members of the Board then in office, or of the members of a committee
198 thereof, or eight (8) members, whichever is less, constitutes a quorum for the transaction of business. The
199 vote of the majority of members present at a meeting at which a quorum is present constitutes the action
200 of the Board of Directors or the committee.

201 Article VII – Committees

202 §1 Formation:

203 The President shall form committees, and name a chair to carry out specific tasks and duties as assigned.
204 The selection of committee members, function, and duration shall occur at the discretion of the President.


205 §2 Termination:

206 The committee shall be considered defunct upon completion of its purpose or as ordered by the President.
207 Failure to cease committee activities upon termination shall be a censurable act.

208 §3 Reports:

209 The committee Chair shall make reports as requested by the President and upon the termination of the
210 committee.

211 Article VII - Gifts

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President			
Vice President			
Secretary			
Treasurer			

212 **§1 Donations:**

213 The Board of Directors of the Corporation is empowered to accept donations of money, personal property,
214 or real estate by way of gift, devise, bequest, or otherwise hold title thereto for the benefit and purpose of
215 the corporation, and to use said property in accordance with the terms of the deed, gift, devise, or bequest
216 of such property, if any, and otherwise the same shall be used in a manner not inconsistent with the
217 purpose of the Corporation and as a majority of the Board of Directors shall direct; except that the same
218 shall be consistent in all respects with the stated purposes of the Corporation as set forth in Article II of
219 the Articles of Incorporation.

220 **§2 Expenditures:**

221 All funds, monies and other property or income from property of the Corporation shall be expended for
222 such purposes as are described in the Articles of Incorporation, and as authorized by the Board of
223 Directors. The Board shall authorize payment of expenses and such incidental expenses as may, from time
224 to time, become necessary. Such money may also be countersigned by the President or other designated
225 officer or person.

226 **Article VIII - Amendments**

227 **§1 Proposal:**

228 Any member of the corporation may propose amendments to these By-Laws. The amendments are to be
229 presented in writing and voted upon at any regular or special meeting of the Board of Directors. If the
230 amendment is accepted by a majority of those Board members present the amendment will be forwarded
231 for ratification.

232 **§2 Ratification:**

233 Ratification will take place at the next regular or special meeting of the Board of Directors at least one
234 week after the meeting of the amendments proposal. Notification of this meeting shall include full text of
235 the amendment in writing and follow Special Meeting notification as provided in Article VI, Section 2, of
236 these By-Laws.

237 **§3 Signatures:**


238 Upon ratification the amendment shall be signed by the Officers. Signature of the document does not
239 indicate the officer's vote in favor of the amendment. Signature of the amendment does indicate the
240 officer's acceptance of the amendment. Failure to sign the amendment shall be a censurable act.

241 **§4 Implementation:**

242 An amendment shall be considered in-force after being properly proposed under Section 1, ratified under
243 section 2 of this article.

244 **Article IX - Compensation of Directors and Officers**

245 Members of the Board of Directors and officers of the Corporation shall not receive compensation for the
246 performance of their duties in behalf of the Corporation; except that such directors and officers may be

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247 reimbursed for actual expenses incurred in behalf of the Corporation upon approval by a majority of the
248 members of the Board of Directors present at any regular or special meeting.

249 **Article X - Removal of Directors and Officers**

250 A director may be removed, with or without cause, by vote of a majority of the members entitled to vote
251 at an election of directors. An officer may be removed, with or without cause, by a vote of the majority of
252 the Board of Directors entitled to vote. The authority of an officer to act as an officer may be suspended
253 by the Board for cause. The removal of an officer shall be without prejudice to the contract rights of the
254 officer, if any. The election or appointment of an officer does not of itself create contract rights.

255 **Article XI - Action Without Meeting**


256 The Board of Directors may take any action required or permitted to be taken without meeting, if before
257 such action is taken, all members of the Board of Directors consent thereto in writing. The written
258 consents shall be filed with the minutes of the proceeding of the Board of Directors, and shall have the
259 same effect as a vote of the Board of Directors at a properly called and noticed regular or special meeting.
260 Alternatively, the Officers of the Board may contact by phone, e-mail or in person, a majority of current
261 Board members to obtain consent for action. This action shall be discussed at the next meeting and those
262 having approved the action will state such for the record. Amendments to these By-Laws shall not be
263 made without meetings as prescribed in Article VIII.

264 **Article XII - Indemnification**

265 Each director and officer of the Corporation shall discharge the duties of his position in good faith and
266 with that degree of diligence, care, and skill which an ordinary prudent man would exercise under similar
267 circumstances in a like position.

268 The Corporation shall have the power to indemnify any persons who was or is a party or is threatened to
269 be made a party to any threatened, completed, or pending action, suit, or proceeding, whether civil,
270 criminal, administrative, or investigative, other than an action by or in the right of the Corporation, by
271 reason of the fact that he is or was a Director, officer, employee, or agent of the Corporation against
272 expenses, including reasonable attorney's fees, judgments, fines and amounts paid in settlement actually
273 and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good
274 faith and in a manner he reasonably believed to be in and not opposed to the best interest of the
275 Corporation, and with respect to any criminal action or proceeding, that there is no reasonable cause to
276 believe his conduct was unlawful. The termination of any conviction, or upon a plea of nolo contendere or
277 its equivalent, shall not, of itself, create an assumption that the person did not act in good faith and in a
278 manner which he reasonably believed to be in and not opposed to the best interests of the Corporation,
279 and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct
280 was unlawful.

281 The Corporation shall have the power to indemnify any person who was or is a party to or is threatened to
282 be made a party to any threatened, pending, or completed action or suit by or in the right of the
283 Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer,
284 employee, or agent of the Corporation, against expenses, including reasonable attorney's fees actually and
285 reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted

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286 in good faith and in a manner he reasonably believed to be in and not opposed to the best interests of the
287 Corporation; except that no indemnification shall be made in respect of any claim, issue, or matter as to
288 which such person shall have been judged to be liable for negligence or misconduct in the performance of
289 his duty to the Corporation unless and only to the extent that the Court in which action or suit was brought
290 shall determine upon application that, despite the adjudication of liability but in view of all of the
291 circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses
292 which such Court shall deem proper.

293 To the extent that a director, officer, employee, or agent of the Corporation has been successful on the
294 merits or otherwise in defense of any action, suit, or proceeding, or in defense of any claim, issue, or
295 matter herein, he shall be indemnified against expenses, including reasonable attorney's fees, actually and
296 reasonably incurred by him in connection therewith. Any indemnification hereunder shall be made by the
297 Corporation only as authorized in the specific case upon a determination that indemnification of the
298 director, officer, employee, or agent is proper in the circumstances because he has met the applicable
299 standards of conduct set forth herein. Such determination shall be made either by the Board of Directors
300 by majority vote of the Board of Directors, consisting of directors who are not parties to said action, suit,
301 or proceeding; and if a majority of disinterested members of the Board of Directors is not obtainable, or if
302 directed by a majority of disinterested members of the Board of Directors, by independent legal counsel in
303 a written opinion. The liability of the Corporation for ability of the Corporation to provide such
304 indemnification, and such financial ability shall be considered by the Board of Directors or independent
305 legal counsel determining indemnification as hereinbefore provided.


306 Expenses incurred in defending a civil or criminal action, suit, or proceeding as hereinbefore described
307 may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as
308 authorized in the same manner as indemnification upon receipt of an undertaking by or on behalf of the
309 director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he
310 is entitled to indemnification by the Corporation.

311 The indemnification provided herein continues as to a person who has ceased to be a director, officer,
312 employee, or agent and shall inure to the benefit of his heirs, executors, and administrators. The
313 Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or
314 was a director, officer, employee, or agent of the Corporation against any liability asserted against him
315 and incurred by him in any such capacity or arising out of his status as such.

316 **Article XII - Dissolution**


317 The Board of Directors may, by unanimous vote, direct that the Corporation be liquidated or dissolved,
318 and in such case, said liquidation or dissolution shall be governed by the terms and provisions of Article II
319 (16) of the Articles of Incorporation. Liquidation and dissolution may also occur as provided by the laws
320 of the United States and State of Michigan, and in such event, such liquidation and dissolution shall be
321 governed by the terms and provisions of Article II(16) of the Articles of Incorporation. In no event upon
322 dissolution shall the funds inure to the benefit of the private members. Any funds remaining shall be
323 donated to an organization of like purposes qualified under Section 501(c)(3) of the Internal Revenue
324 Code of 1954, as amended, or any successor section thereof.

325 **Article XIII – Policies and Procedures**

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Secretary			
Treasurer			

326 The Board of Directors shall create, maintain and adhere to a Policy and Procedural manual that will
 327 describe accepted practices of the club, it's members, Directors and Officers. The policy manual shall be
 328 maintained by the Secretary. Policies, and amendments to same, may be proposed in writing by any
 329 member of the corporation. Policy creation and change shall be discussed among the Board members at a
 330 regular or special meeting. Acceptance or change of policy will be determined by public vote of the Board
 331 Officer's. Mandatory policies shall be created, maintained and followed for the following procedures.

- 332 A. Control and accounting of monies received and recorded for
- 333 1. Each revenue source at home tournaments.
- 334 2. Registration fees (paid by members) for non-home tournaments and club membership.
- 335 3. Registration fees (paid by non-members) for any home tournament.
- 336 4. Collections of sponsor monies or gifts.
- 337 5. Sale of merchandise other than at tournaments.
- 338 B. Inventory and control of assets and supplies
- 339 C. Selection, responsibilities and expectations of any position representing or serving the corporation.

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President			
Vice President			
Secretary			
Treasurer			