

BY-LAWS OF PENNSYLVANIA USA WRESTLING (PAUSAW)

**INCORPORATED IN THE COMMONWEALTH OF
PENNSYLVANIA**

AFFILIATED WITH USA WRESTLING

As Adopted on August 20, 2024 – Revision D

ARTICLE I. - NAME, OFFICES, REGISTERED AGENTS, PURPOSE AND CORPORATE IDENTITY

1.1 Name. The name of the corporation shall be Pennsylvania USA Wrestling. In addition to the formal name, the corporation may conduct its affairs under such names, symbols and images as may be approved by its Board of Directors, including without limitation "PA USA Wrestling".

1.2 Principal Office. The principal office of the corporation shall be located in the city of residence of the current State Chairman, or such other Pennsylvania city as the State Chairman shall designate. The corporation may have such other offices as the Board of Directors may determine from time to time.

1.3 Registered Agent. The corporation shall appoint and continuously maintain, at an address within the Commonwealth of Pennsylvania, a registered agent upon whom service of process may be made.

1.4 Purpose. The primary objective of the Pennsylvania USA Wrestling (PAUSAW) is to foster national and international wrestling competition and to promote the sport of wrestling within the Commonwealth of Pennsylvania. It is the intent of PAUSAW to ensure the continuation of the sport by means of providing information, direction and encouragement to all athletes, coaches, parents, and fans and to create opportunities for competition with exposure to various styles of wrestling and improve upon the development and structure to provide for safe competition.

The goals of PAUSAW shall include: the development of responsible administration from the ranks of the Pennsylvania program at the local, state, and national levels who will provide leadership and direction to their membership; to develop an attitude of sincere concern among all coaches toward the improvement of all levels and aspects of wrestling from the elementary through the Olympic levels of competition; to provide channels of communication within the Commonwealth of Pennsylvania and with all states involved in the sport, furthering the exchange of ideas of experience to the benefit of all wrestlers; to develop unity within the Commonwealth of Pennsylvania toward program development and achievement and to promote a positive attitude between educators, wrestlers, and the general public toward the art and science of wrestling; to assist with those activities which can best be developed on a state-wide basis, and provide a system for democratic representation of all competitors, coaches and concerned people in local, state, national, and international organizations and activities dedicated to the sport of wrestling; and finally, to establish patterns of organization and objectives within the Commonwealth of Pennsylvania, providing continuity of effort as wrestlers and coaches advance through the ranks and strive for successful endeavors at all levels of wrestling competition.

1.5. Corporate Identity. PAUSAW shall be organized as a non-profit corporation within the definition of the Internal Revenue Code § 501 (c) (3), as amended.

1.6 Affiliation. PAUSAW shall operate in such a manner that it qualifies as an

affiliate of USA Wrestling (USAW).

1.7 Rules. The following rules shall conclusively bind PAUSAW and all persons acting for or in behalf of it:

1.7.1 No part of the net earnings of the PAUSAW shall inure to the benefit of, or be distributable to its members, directors, 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 purposes set forth herein.

1.7.2 PAUSAW shall hold property solely for its intended purposes. Upon the dissolution of PAUSAW, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of PAUSAW, dispose of all the assets of PAUSAW exclusively for the purposes of PAUSAW in such a manner, or to such organization or organizations as shall at the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Code 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the Court of Common Pleas of Montgomery County, the county in which the principle office of USAW is located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

1.7.3 PAUSAW shall not adopt any practice, policy, or procedure, which would result in discrimination on the basis of race, color, national origin, religion, creed, sex, disability, or financial hardship. PAUSAW will make reasonable accommodations for individual members who have disabilities.

1.7.4 PAUSAW shall not have authorized stock and shall not be authorized or be empowered to issue stock.

1.7.5 PAUSAW shall have members.

1.7.6 PAUSAW is organized exclusively for charitable and educational purposes under Section 501 (c)

(3) of the Internal Revenue Code.

1.7.7 No substantial part of the activities of PAUSAW shall be the carrying on of propaganda, or otherwise attempting to influence legislation and PAUSAW shall not participate in, or intervene in any, political campaign on behalf of any candidate for public office.

ARTICLE II - MEMBERS

2.1 Membership. All PAUSAW Officers, members of the Board of Directors, and USA Wrestling members who are residents of the Commonwealth of Pennsylvania shall be Members of PAUSAW.

2.2 Voting Membership. All elected members of the Board of Directors and one

representative from each USA Wrestling sanctioned club whose principal office is within the Commonwealth of Pennsylvania and which have a minimum of ten individual members shall have one vote during regular meetings of PAUSAW. These individuals shall constitute the "Voting Members" of PAUSAW.

No individual shall hold or exercise the right to more than one vote. If a designated representative from a USA Wrestling sanctioned club is elected to the Board of Directors, his or her club may appoint another representative to vote on behalf of that club. Voting members must be residents of the Commonwealth of Pennsylvania.

2.3 Suspension or Termination of Membership. The membership of any Member may be suspended or terminated by the Board of Directors in accordance with the procedures established by the Board of Directors. Except as permitted or required under those procedures, no Member shall be entitled to a hearing before the Board of Directors in connection with such suspension or termination.

2.4 Annual General Membership Meeting. There shall be one (1) regular meeting (Annual General Membership Meeting) of the PAUSAW membership each year to be held in the Fall, no later than November 1st. The purpose of this meeting shall be the transaction by the Voting Members of all official PAUSAW business that may properly come before the meeting, and the election by the Voting Members of Officers and members of the Board of Directors, which shall take place at the Annual General Membership Meeting.

2.5. Special Meetings. The State Chairman or majority of the Board of Directors shall have the right to call any special meeting of the PAUSAW membership for any purpose he or she deems necessary.

2.6. Who May Attend Meetings. All Members and other persons invited by the Board of Directors are entitled to attend and participate in Membership meetings. However, only Voting Members shall have the right to vote at Membership meetings.

2.7 Place of Meetings. The State Chairman shall recommend for discussion and agreement by the Board of Directors, the place of all meetings. The site of the Annual General Membership Meeting will alternate geographically to provide for a fair distance exchange, or shall be held in a central location that would be equidistant for both eastern Pennsylvania and western Pennsylvania.

2.8. Quorum. The Voting Members that appear at a duly called regular or special meeting of PAUSAW shall constitute a quorum for the transaction of all business. A majority of Board of Directors members shall constitute a quorum for the transaction of any business at the Annual General Membership Meeting.

2.9. Notice of Meetings. A written notice (which may be an electronic notice) of regular PAUSAW meetings shall be sent to the Voting Members, not less than ten (10) days prior to the date of the meeting. A written notice of special PAUSAW meetings shall be sent to the Voting Members, no less than five (5) days prior to the date of the meeting. These notices shall state the place, date, time, and purpose of the meeting.

Members will be provided with an agenda and any information pertinent to the issue(s) to be discussed.

ARTICLE III – BOARD OF DIRECTORS

3.1 Powers. The Board of Directors shall be the principal governing body of the corporation, and shall be responsible for managing the affairs of the corporation. It shall be responsible for exercise by the corporation of the duties of a State Association recognized by USA Wrestling. PAUSAW 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 as it may designate its powers to committees as permitted by these bylaws), and shall be free from outside restraint, except as required to stay affiliated with USA Wrestling. The budget for a fiscal period shall be approved by a majority of the Board of Directors prior to that fiscal period.

3.2 Composition. The Board of Directors shall be composed of the voting members set forth in Attachment A.

3.3 Election of Board of Directors. The members of the Board of Directors shall be elected by the Voting Membership at a duly called Annual General Membership Meeting. Any person nominated or self-nominated for a Board of Directors position must be a current Member. All nominations for directors must be received in writing by the Secretary of the corporation at least seven (7) days prior to the Annual General Membership Meeting. A list of nominees will be provided to the Board of Directors and Voting Membership at least five (5) days prior to the Annual General Membership Meeting.

Positions will be voted upon in the order listed in Attachment A.

3.4. Board of Directors Term of Office. The term of the members of the Board of Directors shall be a period of two (2) years and each shall hold office until the next Annual General Membership Meeting after the end of their respective two (2) year term.

3.5 Interim Vacancies. An interim vacancy of a member of the Board of Directors shall be filled by a majority vote of the Board of Directors. Nominations to fill any interim vacancy of a member of the Board of Directors must be received in writing by the Secretary of the corporation at least five (5) days prior to the date of the meeting of the Board of Directors at which the vote shall occur. A list of nominees will be provided to the Board of Directors at least two (2) days prior to meeting of the Board of Directors at which the vote shall occur.

3.6. Removal of Directors. Officers and members of the Board of Directors are expected to attend the Annual General Membership Meeting and the Board of Directors meetings. Any Director may be removed from office for missing three (3) regular Board of Director meetings or for just cause by a 2/3 vote of the Voting Membership present at a duly called Annual General Membership Meeting or Special

Meeting of the Membership at which a quorum is present.

3.7. Non-Discrimination. Members of the Board of Directors shall be selected without regard to race, color, religion, national origin, or sex (provided that to the extent the corporation conducts separate male and female programs, it shall provide for reasonable representation of both males and females on the Board of Directors).

3.8 Meetings of the Board of Directors. There shall be one (1) Regular Meeting of the Board of Directors each year, to be held in the Fall, no later than November 1st. This meeting shall take place immediately before the Annual General Membership Meeting provided for in Article II.

3.8.1 There shall be quarterly meetings of the Board of Directors, to be held by conference call.

3.8.2 Special Meetings of the Board of Directors shall be called by the State Chairman, or majority of the Board of Directors, who is duly authorized to designate the place and time of all special meetings.

3.8.3 Notice of any meeting of the PAUSAW Board of Directors shall be given at least five (5) days prior to the date of the meeting via electronic mail.

3.8.4 At any meeting of the PAUSAW Board of Directors a minimum of one-half of its members, in addition to the State Chairman, is required to establish a quorum. The quorum shall be maintained throughout the meeting in order to transact business. It may be acceptable to meet the quorum requirement without the presence of the State Chairman if the State Chairman is unable to attend due to extraordinary circumstances.

3.8.5 The Board of Directors may, in lieu of taking action at a meeting, act by unanimous written consent of all its members. Such consent, which may be signed in counterparts, shall have the same force and effect as a unanimous vote of the Board of Directors and shall be included in the minutes of proceedings of the Board of Directors.

3.9 Committees

3.9.1 Standing or other committees may be created by the Board of Directors from time to time by simple majority vote as matters of ordinary business, except that the Executive Committee shall be comprised of the Officers of the corporation. Ad Hoc committees or task forces may be appointed by the State Chairman to support the strategic priorities and address projects or specific situations.

3.9.2 Standing Committees. Standing committees may give advice and recommend actions to be taken to the Board of Directors and perform such additional functions as set out below. The standing committees of PAUSAW shall have the following responsibilities:

(a) Executive Committee. The Executive Committee shall be comprised of the Officers of the Corporation and exercise all of the powers and authority of the Board of Directors in the management of the business and affairs of PAUSAW, except that the Executive Committee shall not have any power or authority to fill vacancies in the Board of Directors, adopt, amend or repeal of the bylaws and amend or repeal of any resolution of the Board of Directors.

(1) Meetings. Meetings of the Executive Committee shall be held not less often than quarterly, on call by the State Chairman, or at the request of one-third of the members of the Committee. Meetings shall be held at such time and at such location as specified in the notice of the meeting. Notice of a meeting of the Committee shall be sent to each member thereof in writing by the State Chairman, by mail, email or facsimile transmission, at least five (5) days in advance of such meeting.

(a) The Executive Committee will meet in person on at least one occasion during the fiscal year, barring extraordinary circumstances as determined by the State Chairman.

No committee of the Board of Directors other than the Executive Committee, shall, pursuant to resolution of the Board of Directors or otherwise, exercise any of the powers or authority vested by these bylaws or the Nonprofit Corporation Law of 1988 in the Board of Directors as such, but any other committee of the Board of Directors may make recommendations to the Board of Directors or Executive Committee concerning the exercise of such powers and authority.

(b) Finance Committee. The Finance Committee shall be responsible, in cooperation with the Finance Director and State Chairman, for recommending the annual budget for operations of the corporation, reviewing monthly financial statements, internal financial policies and procedures, and for making recommendations for investment of excess operating funds. Additionally, the Finance Committee shall recommend the allocation of funds for specific programs.

(c) Audit Committee. The Audit Committee shall select auditors and ensure that the corporation has financial statements prepared annually and reviewed by a third-party auditor. The committee will be responsible for the acceptance of the annual financial statements and receive the auditor's written and oral comments and findings. The committee makes recommendations and will keep the Board of Directors apprised of any issues arising in the preparation or review of the financial statements. The Chairperson of the Audit Committee shall be recommended by the State Chairman and approved by the Board of Directors.

3.10 Annual Report of Directors. The Board of Directors shall direct the State Chairman and Finance Director to present at the Annual General Membership Meeting a report showing in appropriate detail the following:

- (a) The assets and liabilities of PAUSAW as of the end of the fiscal year immediately preceding the date of the report.
- (b) The principal changes in assets, and liabilities during the year immediately preceding the date of the report.
- (c) The revenue or receipts of PAUSAW, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report.
- (d) The expenses or disbursements of PAUSAW, for both general and restricted purposes, during the year immediately preceding the date of the report.

The annual report of the Board of Directors shall be filed with the minutes of the Annual Meeting of the members.

ARTICLE IV - OFFICERS

4.1 Officers. The officers of the corporation shall be the State Chairman, Vice Chairman, Senior Director, Secretary, Finance Director and Safe Sport Coordinator. After election, the officers shall serve on the Board of Directors by virtue of holding the office.

4.2 Selection and Tenure

4.2.1 It shall be the policy of the corporation to elect officers by and from the Board of Directors. The State Chairman, Vice State Chairman, Senior Director, Secretary, Finance Director and Safe Sport Coordinator each shall be elected every two years by a majority vote of the Board of Directors at the Regular Meeting of the Board of Directors and each such officer shall hold his or her office until the end of the term and until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation, or removal.

4.2.2 All nominations for officers must be received in writing by the Secretary of the corporation at least seven (7) days prior to the meeting of the Board of Directors at which the vote shall occur. A list of nominees will be provided to the Board of Directors at least five (5) days prior to meeting of the Board of Directors. Positions will be voted upon in the order listed in Attachment A.

4.2.3 Any officer of PAUSAW may be removed from office for cause, provided that the officer is afforded a reasonable opportunity for a hearing before the entire Board of Directors, and further, that any vote for removal of the individual from office is approved by no less than two-thirds of the Board of Directors eligible to vote.

4.3 Duties. The duties of the respective officers shall be as specified in Attachment A to these bylaws. With the exception of rules allowing succession to the position of Acting State Chairman in the absence of the State Chairman, no officer

shall assume the duties of another officer.

4.3.1 The State Chairman shall preside at all meetings of the Board of Directors and the Executive Committee, and shall be the principal representative of the corporation to USA Wrestling. He or she shall perform such other duties as may be assigned by the Board of Directors.

4.3.2 The Vice Chairman shall perform such duties as may be assigned by the Board of Directors. In the absence of the State Chairman, the Vice Chairman shall be the Acting State Chairman.

4.3.3 The Secretary shall cause minutes to be kept of Board of Directors and Executive Committee meetings, and shall perform such other duties as may be assigned by the Board of Directors.

4.3.4 The Finance Director shall be the Chairperson of the Finance Committee, and shall perform such other duties as may be assigned by the Board of Directors.

4.4 Vacancies. If a vacancy shall occur in any office, the State Chairman shall have the authority to select a current Director as a successor for the remainder of the unexpired term. A vacancy in the office of State Chairman shall be filled by majority vote of the remainder of the Board of Directors. The Vice Chairman shall serve as the Acting State Chairman until such time as the new State Chairman is filled by the Board of Directors.

ARTICLE V – INDEMNIFICATION AND INSURANCE

5.1 Limitation of Personal Liability of Directors. A Director of PAUSAW shall not be personally liable for monetary damages as such for an action taken, or any failure to take any action, unless:

(a) the Director has breached or failed to perform the duties of his or her office as defined in Section 5.2 below; and

(b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this section 5.1 shall not apply to:

(x) the responsibility or liability of a Director pursuant to any criminal statute; or

(y) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

5.2. Standard of Care and Justifiable reliance. A Director of PAUSAW shall stand in a fiduciary relationship to PAUSAW, and shall perform his or her duties as a director, including his or her duties as a member of any committee of the Board of Directors upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of PAUSAW, and with such care, including

reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- (a) One or more officers or employees of PAUSAW whom the Director reasonably believes to be reliable and competent in the matters presented;
- (b) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person;
- (c) A Committee of the Board of Directors upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

5.3. Indemnification in Third Party Proceedings. PAUSAW shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal administrative or investigative (other than an action by or in the right of PAUSAW) by reason of the fact that he or she is or was a representative of PAUSAW, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of PAUSAW, and, with respect to any criminal action or proceeding, had reasonable cause to believe his or her conduct was lawful.

5.4 Indemnification in Derivative Actions. PAUSAW shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of PAUSAW to procure a judgment in its favor by reason of the fact that he or she is or was a representative of PAUSAW, against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of PAUSAW and except that indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to PAUSAW unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

5.5 Mandatory Indemnification. Notwithstanding any contrary provision of the articles of these bylaws, to the extent that a representative of PAUSAW has been

successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either Section 5.3 or Section 5.4 above, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

5.6 Determination of Entitlement to Indemnification. Unless ordered by a court, any indemnification under section 5.3 or 5.4 above shall be made by PAUSAW only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard or conduct set forth in such paragraph. Such determination shall be made:

- (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or
- (b) If such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

5.7. Advancing Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by PAUSAW in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by PAUSAW as authorized in Section 5.6 above.

5.8 Indemnification of Former Representatives. Each such indemnity may continue as to a person who has ceased to be a representative of PAUSAW and may inure to the benefit of the heirs, executors and administrators of such person.

5.8 Insurance. PAUSAW shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of PAUSAW or is or was serving at the request of PAUSAW as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not PAUSAW would otherwise have the power to indemnify such person against such liability.

5.9 Reliance on provisions. Each person who shall act as an authorized representative of PAUSAW shall be deemed to be doing so in reliance upon the rights of indemnification provided by this article.

ARTICLE VI - GOVERNING AUTHORITY

PAUSAW shall be governed by its Articles of Incorporation and these bylaws. Where a procedural issue is encountered that is not specifically addressed therein, Robert's Rules of Order, the most recent edition in the public domain, shall be followed.

ARTICLE VII - PROXIES

Voting by proxy shall be prohibited.

ARTICLE VIII - FINANCIAL AFFAIRS

8.1 Contracts. The State Chairman or the Board of Directors may authorize any officer, Director, member or other agent(s) to enter into any contract or execute and deliver any instrument in the name of and on behalf of the PAUSAW, and such authority may be general in nature or confined to specific instances or matters.

8.2 Loans. No loan shall be contracted on behalf of the PAUSAW and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors

8.3. Checks and Drafts. All checks, drafts, or other orders for payment of monies, notes, or other evidence of indebtedness issued in the name of the PAUSAW shall be signed by the State Chairman, Treasurer or such other agent as appointed by the Board of Directors and in such manner as shall from time-to-time be determined by

resolution of the Board of Directors. Checks, drafts or other order for payment of money, notes or other evidence of indebtedness in excess of \$5,000 must be executed by the State Chairman and Finance Director.

8.4. Deposits. All funds of PAUSAW, not otherwise employed, shall be deposited from time-to-time to the credit of the PAUSAW in such banks, trust companies, or other depositories as may be selected by the Finance Director and approved by the State Chairman.

8.5. Fiscal Year. The fiscal year of the PAUSAW shall begin on the first day of September of each calendar year.

ARTICLE IX - SANCTIONING

All events to be sanctioned by the PAUSAW must meet the following requirements:

- a) All participants shall be registered members of USA Wrestling and in an active status.
- b) A USAW sanction form must be completed/submitted via the membership portal to USA Wrestling along with the correct sanction fee. The State Chairman will then approve the sanction within the membership system if he or she deems it appropriate.
- c) The State Chairman shall establish a schedule of minimum requirements that must be met by the organization requesting sanction, and such schedule shall be maintained by the Vice Chairman.

ARTICLE X - ELIGIBILITY

All competitive members of the PAUSAW must be current active members of USAW and shall conform to the rules of the current edition of the USAW International Wrestling Rules, including age requirements for determination of eligibility for participation in the appropriate age groups.

ARTICLE XI - CODE OF CONDUCT

The Board of Directors shall adopt a Code of Conduct and a method of enforcement which shall apply to all competitive members, affiliated members, officials, coaches, chartered clubs, and individuals associated with PAUSAW. PAUSAW shall publish and widely distribute copies of the Code of Conduct and its enforcement rules and procedures.

ARTICLE XII – CONFLICT OF INTEREST POLICY

Any Director or Officer who has an interest in a contract or other transaction presented to the Board of Directors or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his or her interest to the Board of Directors or a committee designed by the Board of Directors to receive such disclosures prior to its acting on such contract or transaction. Such disclosure shall

include any relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be averse to PAUSAW's interest.

The body to which such disclosure is made shall thereupon determine by a vote of seventy-five percent (75%) of votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person disclosing such interest shall not vote on, nor use his personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussions or deliberations with respect to such contract or transaction. Such a person may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or committee of the Board of Directors takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the abstention from voting and participation, and whether a quorum was present.

ARTICLE XIII - AMENDMENTS

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a two-thirds (2/3) vote of the Board of Directors. The State Chairman shall then include notice of the proposed alteration, amendment, or repeal in the meeting notice required by Article 2.9 of these bylaws.

ATTACHMENT A

To By-Laws of PA USA Wrestling

RESPONSIBILITIES OF THE BOARD OF DIRECTORS

STATE CHAIRMAN (OFFICER)

Shall be the responsibility of the State Chairman to initiate and provide leadership for all State programs, act as liaison to the National Office and keep the State organization informed of all National events and policies, and to coordinate activities among the various levels of the State program.

- 1) The State Chairman shall chair all meetings of the PAUSA.
- 2) Maintain a state-wide mailing list.
- 3) Coordinate and work with various Directors on all business items related to PAUSA.

VICE CHAIRMAN (OFFICER POSITION)

The function of the Vice Chairman shall be to assist the State Chairman, and be knowledgeable in all matters concerning the PAUSA. The Vice Chairman shall assume the duties and responsibilities of the State Chairman, if for any reason the Chairman may become incapacitated or is otherwise unavailable, and shall hold this position until the State Chairman can resume his or her duties or until the next election for State Chairman. The Vice Chairman is also responsible for locating venues for all PAUSA State and National events and setting up qualifiers.

SENIOR DIRECTOR (OFFICER POSITION)

The function of the Senior Director shall be as follows:

- Assist the State Chairman and the President in all matters of the PAUSA.
- Act as the organizations, PARLIAMENTARIAN

The Parliamentarian shall be familiar with Robert's Rules of Order and shall advise the presiding Officer on matters pertaining to procedures and Rules of Order.

SECRETARY (OFFICER POSITION)

The function of the Secretary shall be as follows:

- Maintain Current By-Law Records
- To Keep and Maintain a Record of PAUSA Minutes of All Meetings.
- To Provide a Copy of the Current By-Laws to Any Voting Member Who Requests the Same
- To archive all PAUSA business documents.

FINANCE DIRECTOR (OFFICER POSITION)

The function of the Finance Director shall be as follows:

- Maintain Accounts and Records of All Monies Received and Expended on Behalf of the PAUSAW. Maintain Current Data Pertaining to All Accounts with USAW.
- Provide an Annual Financial Statement of the PAUSAW and Conduct the Financial Business of the PAUSAW as Directed by the State Chairman and the Board of Directors
- Conduct internal audits

Coaching Director (Voting Board Member):

The Coaching Director is responsible for working with the Men's Age Groups Director, Women's Age Group Director and the Coaching Development Director to select and manage the national team's coaching staff(s).

Men's Age Group Director (Voting Board Member)

The Men's Age Group Director is responsible for developing and mentoring a team underneath them consisting of a Men's Kid's Director (8-10-12U), Men's 14U Director, Men's Cadet Director (16U) and Men's Junior Director. The Men's Age Group Director will be responsible for selecting events to constantly challenge each Pennsylvania athlete appropriately and to promote long-term success. The construction of men's national teams under each age group will be assigned to the Men's Age Group Director who will work in conjunction with each individual age level director.

Men's Kids Director (Non-Voting Board Member): Reports to Men's Age Group Director
The Men's Kids Director will be responsible to coordinate and provide leadership for all 8U through 12U Pennsylvania men's athletes. They will schedule appropriate competitions, clinics, camps and other events as well as assist with Regional and National programs and events while working in conjunction with the Men's Age Group Director and in conjunction with other Board Members.

Men's 14U Director (Non-Voting Board Member): Reports to Men's Age Group Director
The Men's 14U Director will be responsible to coordinate and provide leadership for all 14U Pennsylvania men's athletes. They will schedule appropriate competitions, clinics, camps and other events as well as assist with Regional and National programs and events while working in conjunction with the Men's Age Group Director and in conjunction with other Board Members.

Men's 16U Director (Non-Voting Board Member): Reports to Men's Age Group Director
The Men's 16U Director will be responsible to coordinate and provide leadership for all 16U Pennsylvania men's athletes. They will schedule appropriate competitions, clinics, camps and other events as well as assist with Regional and National programs and events while working in conjunction with the Men's Age Group Director and in conjunction with other Board Members.

Men's Junior Director (Non-Voting Board Member): Reports to Men's Age Group Director

The Men's Junior Director will be responsible to coordinate and provide leadership for all

Junior age Pennsylvania men's athletes. They will schedule appropriate competitions, clinics, camps and other events as well as assist with Regional and National programs and events while working in conjunction with the Men's Age Group Director and in conjunction with other Board Members.

Women's Age Group Director (Voting Board Member)

The Women's Age Group Director is responsible for developing and mentoring a team underneath them consisting of a Women's Kid's Director (8-10-12U), Women's 14U Director, Women's Cadet Director (16U) and Women's Junior Director. The Women's Age Group Director will be responsible for selecting events to constantly challenge each Pennsylvania athlete appropriately and to promote long-term success. The construction of women's national teams under each age group will be assigned to the Women's Age Group Director who will work in conjunction with each individual age level director.

Women's Kids Director (Non-Voting Board Member): Reports to Women's Age Group Director

The Women's Kids Director will be responsible to coordinate and provide leadership for all 8U through 12U Pennsylvania women's athletes. They will schedule appropriate competitions, clinics, camps and other events as well as assist with Regional and National programs and events while working in conjunction with the Women's Age Group Director and in conjunction with other Board Members.

Women's 14U Director (Non-Voting Board Member): Reports to Women's Age Group Director

The Women's 14U Director will be responsible to coordinate and provide leadership for all 14U Pennsylvania women's athletes. They will schedule appropriate competitions, clinics, camps and other events as well as assist with Regional and National programs and events while working in conjunction with the Women's Age Group Director and in conjunction with other Board Members.

Women's 16U Director (Non-Voting Board Member): Reports to Women's Age Group Director

The Women's 16U Director will be responsible to coordinate and provide leadership for all 16U Pennsylvania women's athletes. They will schedule appropriate competitions, clinics, camps and other events as well as assist with Regional and National programs and events while working in conjunction with the Women's Age Group Director and in conjunction with other Board Members.

Women's Junior Director (Non-Voting Board Member): Reports to Women's Age Group Director

The Women's Junior Director will be responsible to coordinate and provide leadership for all Junior age Pennsylvania women's athletes. They will schedule appropriate competitions, clinics, camps and other events as well as assist with Regional and National programs and events while working in conjunction with the Women's Age Group Director and in conjunction with other Board Members.

Officials Director (Voting Board Member)

The Officials Director will be responsible for providing leadership and direction for all Mat Officials within the state, maintaining a current listing of all State Mat Officials and coordinating assignments to all major state-wide tournaments. They'll also ensure the competency of Mat and Pairing Officials through clinic tests and observation of performance.

Membership Director (Voting Board Member)

The Membership Director will be responsible for assisting members in joining USA Wrestling and the renewal process. Also, they will communicate to the Board of Directors the number of members in Pennsylvania while identifying strengths, weaknesses, threats and emerging trends in order to offer suggestions and recommendations to help grow the membership. The Membership Director will work in conjunction with two liaisons to connect with clubs and athletes.

Club Liaison (Non-Voting Board Member): Reports to Membership Director

The Club Liaison will work in conjunction with the Membership Director to communicate and connect with current, past and prospective wrestling clubs throughout the state in order to grow the membership.

Scholastic Team Liaison (Non-Voting Board Member): Reports to Membership Director

The Scholastic Team Liaison will work in conjunction with the Membership Director to communicate and connect with high school programs that have current or prospective sanctioned male and female wrestling programs in order to grow the membership.

Student Athlete Advisory Council (Non-Voting Board Members): Reports to Membership Director

This will be a council that consists of a group of current, active high school (grade 9-12) athletes. There will be three male and three female representatives with one residing in each region of Pennsylvania (East, Central, West). The council will have restricted access to specific portions of board meetings and decisions when necessary. The council is responsible for voicing the opinions and concerns of the student athletes.

Safe Sport Director (Voting Board Member):

The Safe Sport Director will be responsible for helping to identify, plan, and execute efforts to raise awareness for Safe Sport within the state (clubs, coaches, parents and athletes). They will be a resource for the state on how to create and foster a positive Safe Sport culture while working in conjunction with the USA Wrestling National Safe Sport Coordinator and the US Center for Safe Sport. They will work in conjunction with the Coaches Director, Coaching Development Director, Men's Age Group Director, and Women's Age Group Director on all relevant topics and circumstances.

Coaching Development Director (Voting Board Member):

The Coaching Development Director will be responsible for developing a criteria system to evaluate coaches. They will work in conjunction with the Coaches Director, Men's Age Level Director and Women's Age Group Director to help advise on whom to select for the respective national team coaching staffs. They will set up and/or conduct coaches' clinics, advise the coaches at the national camps on what techniques and types of practices to run,

organize high level style specific clinicians etc. They will lead the team of style specific coaching directors to formulate the best plans, strategies and emerging trends to succeed at the highest levels of the sport.

Men's Freestyle Development Director (Non-Voting Board Member): Reports to Coaching Development Director

The Men's Freestyle Development Director will be responsible for working in conjunction with the Coaching Development Director to provide leadership and knowledge in the specific technique and disciplines related to their specific style of wrestling with the goal of actively succeeding at the international, national, regional and local levels.

Women's Freestyle Development Director (Non-Voting Board Member): Reports to Coaching Development Director

The Women's Freestyle Development Director will be responsible for working in conjunction with the Coaching Development Director to provide leadership and knowledge in the specific technique and disciplines related to their specific style of wrestling with the goal of actively succeeding at the international, national, regional and local levels.

Greco-Roman Development Director (Non-Voting Board Member): Reports to Coaching Development Director

The Greco-Roman Development Director will be responsible for working in conjunction with the Coaching Development Director to provide leadership and knowledge in the specific technique and disciplines related to their specific style of wrestling with the goal of actively succeeding at the international, national, regional and local levels.

Beach Wrestling Development Director (Non-Voting Board Member): Reports to Coaching Development Director

The Beach Wrestling Development Director will be responsible for working in conjunction with the Coaching Development Director to provide leadership and knowledge in the specific technique and disciplines related to their specific style of wrestling with the goal of actively succeeding at the international, national, regional and local levels.

Tournament Management Director (Voting Board Member):

The Tournament Management Director will be responsible for providing leadership and direction for all Pairing Officials within the state, maintaining a current listing of all Pairing Officials and coordinating assignments to all major state-wide tournaments. They'll also ensure the competency of the Pairing Officials through clinic tests and observation of performance. The Tournament Management Director will work with sanctioned clubs with events on the PAUSAW schedule. They will contact existing tournaments and work to add tournaments when appropriate to build membership base. They shall be responsible for all tournament supplies including paperwork, awards, etc. They will work in conjunction with a team of pairing officials who will handle the creation, maintenance and service of all bracketing and paperwork necessary for each event. They will assist in coordinating volunteers for setup and tear down of all PAUSAW hosted events but will not be solely responsible.