

BYLAWS OF SCUSAW INC
Of Record – 9/11/2024

ARTICLE I – NAME

1. The name of this corporation shall be: SCUSAW INC. The corporation's registered agent is Jennifer Montero located at 8 Cardinal Road, Suite D, Hilton Head Island, SC 29926.

ARTICLE II – PURPOSE

The purpose of this organization shall be as stated in the Articles of Incorporation filed with the Office of the Secretary of the State of South Carolina:

- 2.1 To promote and grow the sport of amateur wrestling in the state of South Carolina.
- 2.2 To operate under the guidance, auspices and in accordance with: The Articles of Incorporation, the Bylaws of this corporation and the policies of USA Wrestling.

ARTICLE III – FINANCE

- 3.1 Eleemosynary Status - This corporation, shall be a 501(c) (3), as an Eleemosynary Corporation chartered by the state of South Carolina and all contributions thereto as approved by the Exempt Organization Division of the Internal Revenue Code.
- 3.2 At least 90% of the free cash flow generated annually shall be allocated to the direct immediate benefit of the member athletes of the corporation. At no time shall the corporate banking reserve maintain less than \$5,000 plus 5% of the prior year's total revenue.
- 3.3 Fiscal Year – The fiscal year of the organization shall be from September 1 to August 31 or in alignment with the USA Wrestling National Office. The fiscal year end may be modified from time to time by the Board of Directors to maintain such alignment.
- 3.4 No members of the Board of Directors shall be related by blood or in-law.
- 3.5 Event of Dissolution – In the event of dissolution, the Board of Directors shall have charge of dispensing all remaining funds and/or properties to other charitable corporations, organizations, or community institutions, provided they meet tax exempt status under 501(c) (3) or such corresponding sections of the Internal Revenue Code. No funds shall accrue or insure to the benefit of any individual member to the Board of Directors or other member of the organization.
- 3.6 SCUSAW INC shall meet all financial obligations to USA Wrestling as agreed upon.

ARTICLE IV – MEMBERSHIP

- 4.1 Membership Levels – The membership levels shall be in compliance with USA Wrestling.
- 4.2 Board and Volunteers must have active USA Wrestling certifications and memberships.

ARTICLE V – BOARD OF DIRECTOR MEMBERS

- 5.1 The Board of Directors of the Corporation must be current members of USA Wrestling and shall be advisory to the daily operations of SCUSAW INC. The Board of Directors shall have general control of the affairs, funds, and property of the corporation and shall determine policy and establish guidelines for the effective conduct of business for the corporation. It shall be responsible for the accomplishment of the organization's purpose. The Board of Directors shall consist of:

Chairman – The Chairman shall preside at all meetings and shall appoint all standing committees. The Chairman shall preside over the Board of Directors of SCUSAW INC. He or She, or their designee, shall promote the interests of the corporation and shall represent SCUSAW INC. at all National USA Wrestling or other related meetings, unless he/she otherwise appoints another Board Member to assist. The Chairman shall manage the duties of the Treasurer in his or her absence. If a member of the Board resigns prior to an election cycle, the Chairman shall appoint, with Board Approval, qualified and motivated personnel to any unfilled Board of Director position within SCUSAW INC. until the next Annual Meeting or when the office is up for election.

Secretary – The Secretary shall take the minutes of all meetings and shall preserve the records of the corporation to include updating and maintaining the Bylaws as necessary. The Secretary must submit a signed copy of the minutes of all meetings to the Board of Directors within one (1) week of the any official Board or Corporate meetings.

Treasurer – The Treasurer of the corporation shall receive all bank statements, manage, audit, and keep a record of all funds coming into or going out of the corporation accounts and sub-accounts. The Treasurer shall write all checks and issue receipts. In his or her absence, the Chairman and Operational President shall be authorized to write and sign checks. Any checks over \$1,000 must have the signature of the Treasurer and the State Chairman. The Treasurer is responsible for completing and filing any and all tax payments and taxes due to the State of South Carolina or the Federal Government. The Treasurer shall give a financial report at the annual meeting or upon request of the State Chairman or Operation President. Additionally, the Treasurer shall manage all duties of the Chairman in his or her absence.

Legal Director – The Legal Director shall provide legal guidance associated with the Corporation including but not limited to Safe Sport direction and activities.

Advisor – The Advisor shall be knowledgeable in various aspects of business and the sport of wrestling and shall support the Board and corporation with advice related to growth and business best practices.

- 5.2 A Board Member may only hold one Board seat during their term.
- 5.3 A quorum of the Board is established when at least a super-majority (3/5th's / 60%) of the Board is present at a meeting to cast their vote and when such Board Meeting was held with at least a two-week written notice from the Chairman. Board decisions become effective with a super-majority (3/5th's / 60%) approval. Board Meetings may be held in person or via virtual meeting.
- 5.4 The Board of Directors may amend these Bylaws at any time provided that said Amendments are in compliance with 5.3 and such Bylaw Amendments are approved by a simple majority of the active SCUSAW INC Membership.
- 5.5 Board Members shall hold office until: (a) a successor is duly elected, (b) death or disability, (c) resignation or (d) removed from office for cause by the Board of Directors.

ARTICLE VI – ORGANIZATION AND VOLUNTEER POSITIONS

6.1 Unless otherwise amended in these Bylaws by the Board of Directors, the base volunteering base organization shall consist of the following positions described in Article VI. All volunteers shall serve at the pleasure of the Board. Volunteers may be terminated from their positions by the Board at any time for any reason whatsoever. All volunteers must be certified as USA Wrestling Leaders.

6.2 Volunteer Positions (A holder of a position below may not also hold a Board seat):

Operational President – The Operational President of the corporation shall be charged by the Board with running the day-to-day operations of the corporation. All positions report in hierarchy up to the Operational President. The Operational President shall hire the base personnel, with oversight, guidance and approval from the Board.

Officials Manager – The Officials Manager shall be responsible for the educating, recruiting, and evaluating of officials. He/she will be responsible for providing officials for SCUSAW INC events. The Officials Manager must be at least an M1 Ranked USWOA Official.

Tournament Manager – The Tournament Manager is responsible for scheduling, setting up and assisting the host in running tournaments.

Pairing Manager (Operational Official) – The Pairing Manager shall be responsible for educating, recruiting, training, and evaluating pairers. He/she will provide pairing officials for SCUSAW INC tournaments. The Manager must be an active USA Wrestling Pairing Official.

Membership Growth and Marketing Manager – He/she will be responsible for promotion of all SCUSAW INC events, growth of the membership base, and overall regular communications to the membership base.

Fundraising Manager – He/she will be responsible for developing and effectuating mechanisms to raise funds for the organization. All monies raised shall be payable to SCUSAW INC and directed to the Treasurer for reconciliation and accounting.

National Teams and Coaching Manager - The National Teams and Coaches Manager is responsible for organizing, logistics, scheduling trips to national events and overseeing coaches and trips. He or she must confirm the eligibility (confirm membership, background check, safe sports certification and appropriate Coaches Education Certification) of all coaches and volunteers. With the aid of the appropriate coaches, her or she shall coordinate camps and training opportunities prior to the National Team departure.

Coaches – The following coaches shall be afforded opportunities to support the athletes of SCUSAW INC.

- A.) 14U/Kids/Youth Head Coach and Assistant Coaches
- B.) 16U Head Coach and Assistant Coaches
- C.) Juniors Head Coach and Assistant Coaches
- D.) Women’s Head Coach and Assistant Coaches

Coaches shall be responsible for managing the daily, weekly, and monthly duties necessary for their teams. They shall be charged with recruiting new members to their teams. They shall be responsible for all accounting associated with team trips and maintaining all receipts for delivery to the Treasurer. Coaches shall be responsible for the completion of SafeSport travel documents prior to travel per SafeSport protocols. Coaches shall create budgets as approved by the Operational President and manage spending within such budgets accordingly. Head Coaches must have both Copper and Bronze certifications. The Women’s Head Coach must also maintain a USAW Teal certification.

ARTICLE VII – BOARD ELECTIONS

7.1 **Elections** – Elections for the Board of Directors shall be held every two years within thirty days of the anniversary date of founding of the corporation. At least two weeks' written notice shall be made to all active members of record before such elections may occur. Email written notice shall suffice.

7.2 **Votes** – The voting members shall include any active SCUSAW INC member that is resident to the State of South Carolina that is above the age of eighteen where such member has also had their USAW Membership active through the previous SCUSAW INC Spring/Summer Greco and Freestyle Season. For example, if the vote for the new SCUSAW INC board is held on February 13th, 2026, then eligible voters must have had their membership active for the duration of the 2025 Spring/Summer Greco and Freestyle Season to have a valid vote. Voting may be conducted electronically as provided by SCUSAW INC systems or a reputable voting service appointed by the Board. Only one vote shall be provided for each active member regardless of position (i.e. Member, Board, Volunteer).

7.3 **Quorum** – A simple majority (more than half) of the then eligible voting members casting a vote shall constitute a valid election and a quorum. Elected Board Members must receive a simple majority of all votes cast.

7.5 **Counting Votes** – The Secretary shall be responsible for counting the votes. In the Secretary's absence, the Chairman shall appoint a member of the Board other than himself/herself to count the votes and the Chairman shall communicate the results to the membership.

ARTICLE VIII – BOARD MEETINGS

8.1 **Meetings** – The Secretary shall be present at all meetings. The Chairman shall provide an outline of the agenda to be discussed at the meeting. Requested items to be put on the Agenda must be submitted to the State Chairman within two (2) days after notification of the meeting. The final agenda will be no later than one (1) week prior to the meeting. All meetings shall be run in an orderly manner. No member may have the floor for discussion unless recognized by the presiding Board Member. No member may have the floor for more than two (2) minutes on the same discussion point/issue.

8. 1. A **Annual Meeting** – The Annual Meeting will be held at a time and place specified by the Chairman and agreed upon by the Board of Directors.

8. 1. B **General Meetings** – General Meetings other than the Annual meeting shall be called for at a time and place specified by the Board or the Operational President.

8.2 **Notification** – The voting members shall be notified at least two weeks in advance of the annual meeting and elections. Notifications shall be by email, phone call, mail, website and social media. A proxy voting is acceptable for non-debatable issues like elections. A proxy must be submitted to the State Chairman and signed by a notary.

ARTICLE IX – RULES OF ORDER

9.1 **Robert's Rules of Order** – Robert's Rules of Order shall be the authority on all procedural issues not covered in the SCUSAW INC Bylaws.