

Bylaws of Penn Manor Wrestling Club
Established 11/9/16 (Modified 5/30/18)

Article I – Name and Location

Section 1.01 - The name of corporation will be Penn Manor Wrestling Club. The abbreviation PMWC will be used for the corporation, for the remainder of these Bylaws.

Article II – Purpose

Section 2.01 – Exempt Purpose – PMWC will be organized for charitable purposes that will qualify PMWC as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code.

Section 2.02 – Mission – The mission of the PMWC is to promote recreational athletics and provide instruction to children and adolescents.

Section 2.03 – Objectives – The objectives of PMWC is to:

- a) – Promote an environment conducive to learning the sport of wrestling;
- b) – Promote and build self-confidence, work ethic and good sportsmanship in all participants of PMWC;
- c) – Build a community of wrestlers, coaches and families within the Penn Manor School District (PMSD);
- d) – and To promote and encourage those of all ages to participate and enjoy the sport of wrestling and athletics in general.

Article III –Board of Directors

Section 3.01 – Powers – Subject to the provisions of the Pennsylvania and Federal Law and any limitation set for in the articles and Bylaws of PMWC, the activities and affairs of PMWC shall be conducted and all corporate powers shall be exercised by, or under the direction of, the Board of Directors (“Board”).

Section 3.02 – Number of Directors – The Board will have no less than three (3) and no more than seven (7) individuals. Each Director will have one (1) vote, except for the president who will have no vote unless there is a tie (See Section 4.02)

Section 3.03 – Term of Office – The term for every newly elected director elected in accordance with Section 3.07 of these bylaws, will be two (2) years, beginning with the first day of the next fiscal year.

Section 3.04 – Director Qualifications – The required qualifications of a Directors are:

- a) Individual must be at least 18 years of age;
- b) Individual must possess the desire and commitment to serve the PMWC in good faith and of high integrity.

Section 3.05 – Initial Nomination of Directors – The initial Board of Directors will be nominated by an interim board, which will dissolve at the time of the first elections of the permanent Board of Directors.

Section 3.06 – Nomination of Directors – Any current Director can nominate any individual, including themselves, that meets the required qualifications as set forth in the PMWC Bylaws.

Section 3.07 – Election of Directors – During the last quarter of the fiscal year, the Board of Directors will elect or reelect nominated individuals to the board for the following fiscal year. This election will occur during a regular meeting of the Board.

- a) Nominated individuals may vote for themselves if they are a current Director, except for the president as stated in Section 4.02.
- b) Nominated individuals will leave the room during discussion of and the voting of their nomination.

c) Nominated individuals will be elected by a majority vote of present Directors at the meeting, provided there is a quorum present. In the event of a tie, the president will cast a tie breaking vote.

Section 3.08 – Ex Officio Directors – There will be no Ex Officio Directors.

Section 3.09 – Vacancy – In the event of any vacancy created by death, removal, resignation or increase in the number of Directors, the Board may fill the vacancy by a majority vote of the Directors present at a meeting for which there is a quorum. The Board is not required to fill the vacancy, unless the number of Directors falls below the minimum number of Directors required by the PMWC Bylaws. A Director elected to fill a vacancy on the board will serve the board for the remainder of the fiscal year in which they were elected to the vacancy.

Section 3.10 – Resignation – A Director may resign at any time by delivering written notice to the Board. A resignation is effective when the notice is received, unless a notice specifies a later effective date. If a resignation is made effective at a later date, the Board may fill the pending vacancy before the effective date. Any successor may not take office until the effective date of resignation.

Section 3.11 – Removal – Directors may only be removed from the Board of Directors with cause. If cause for removal is present, the Director may only be removed by a majority vote of present Directors, given a quorum is present. The reasons of cause includes, but is not limited to:

- a) Failure to maintain the qualifications of a Director set forth in the PMWC Bylaws
- b) Failure to participate in three (3) consecutive regular meetings
- c) Failure to participate in a minimum of 75% of all board of directors meetings in a fiscal year”

Section 3.12 – Compensation – No Director will receive compensation for any service they may provide to PMWC as a Director or Officer. However, any director may be reimbursed for actual expenses incurred in the performance of their duties, pending approval from the Treasurer or Board of Directors.

Section 3.13 – Conflict of Interest – Whenever an officer or Director has a personal or financial interest in any matter coming before the Board of Directors, the affected person will:

- a) Disclose in full the nature of the conflict of interest;
- b) Refrain from discussion and voting on the matter;
- c) and The minutes of the meeting will record the disclosure.

Article IV – Officers

Section 4.01 – Officers – The Board of Directors will elect officers among its members. Officer positions will include a President, a Secretary, and a Treasurer. One individual may not hold more than one office at the same time. Elections will occur during the first meeting of the new fiscal year, or at any meeting that has been properly noticed when a vacancy occurs.

Section 4.02 – President – The President will preside at all meetings of the Board for which they are present. The President will ensure the Board complies with the PMWC Bylaws as well as PMWC written policies. The President will forfeit their right to vote as an elected Director. In the event of a tie vote of present Directors for which a quorum is present, the President shall cast the deciding vote.

Section 4.03 – Secretary – The Secretary will record the minutes of all meetings of the Board. The minutes will be kept in a book for that purpose. The Secretary will serve over the care and custody of all records of the PMWC, including but not limited to the minutes, Board Director contact information, corporate documents, Director and Coach clearance records and historical records.

Section 4.04 – Treasurer – The Treasurer will supervise the funds of the organization. They will keep full and accurate accounts of all deposits, disbursements and receipts of the PMWC in books belonging to the PMWC. The Treasurer will supply reports every quarter or as requested by the board regarding the financial condition of the PMWC.

Article V – Meetings

Section 5.01 – Regular Meetings – The Board shall meet no less than 8 times per fiscal year and more frequently as needed determined by the President. All Directors will be noticed of all regular meetings by mail, phone, or electronically transmitted to the information on file with the Secretary at least seven (7), but not more than sixty (60) days before the scheduled date of the meeting.

Section 5.02 – Special Meetings – Special Meetings of the board may be called on short notice for the purpose of conducting business that cannot wait until the next regularly scheduled meeting. A special meeting may be called by the President or by any two (2) voting Directors. Notice of a Special Meeting must be given to each Director at least twenty-four (24) hours before the meeting. Each director must be notified either in person, or by two of the following; USPS mail, phone, or electronic mail. The notice should include the time and place of the meeting and the reason(s) that a special meeting has been called.

Section 5.03 – Quorum and Voting – A majority of voting Directors, minus vacancies, must be present to constitute a quorum for the transaction of business.

Section 5.04 – Meeting via Teleconference – Directors may participate and vote in a meeting via teleconference or similar communication system, so long as all participating Directors can hear each other. Furthermore, it is permissible for all Directors to appear at a meeting of the board via teleconference or similar communication system, so long as all participating Directors can hear and communicate with each other. However, at least one meeting per quarter will be held in person.

Article VI – Finances

Section 6.01 – Financial Account(s) - The PMWC will maintain an account at an accredited financial institution to be voted on by the Board.

Section 6.02 - Cash Basis – All accounting books will be kept on a cash basis.

Section 6.03 – Books and Records – The Board will keep books with detailed records in chronological order of the receipts and expenditures of the PMWC.

Section 6.04 – Annual Budget – During the last quarter of the fiscal year, the Board will adopt a budget for the PMWC for the upcoming fiscal year. The budget should contain an estimate of total receipts and expenditures. At the same time, the Board will prepare financial statements and other needed paperwork to reflect the financial operation of the PMWC.

Section 6.05 – Authorization of Disbursement – Checks for disbursement must be signed by an Officer of the PMWC. No Officer may sign a check made out to themselves or to an entity for which a conflict of interest is present.

Section 6.06 – Transparency – The PMWC will operate in an open and transparent manor. We will comply with any open record requests as required by law. All minutes and budgetary information is to be posted online for the public's review.

Section 6.07 – Audits – The PMWC can be externally audited at any time the Board votes on and passes

by a majority for which a quorum is present, a request for an external audit. Additionally, if at any time a person or entity requests in writing to perform an independent professional audit of the PMWC fiscal records at the requestor(s)'s expense, the board is to comply with the request in a timely manner.

Section 6.08 – Operating Reserve – The Board may establish an operating reserve and/or account for anticipated expenditures in the future.

Section 6.09 – Incidental Profit - Whenever conducting the lawful activities of the PMWC involve the charging of fees for its services or products, the PMWC will have the right to receive such income and may, in doing so, make an incidental profit. All such profits will be applied to the operation of the lawful activities of the PMWC and in absolutely no case will be divided or disbursed in any manner among the Directors or Officers of the PMWC.

Section 6.10 – Fiscal Year – PMWC's fiscal year will begin on July 1st and end on June 30th.

Section 6.11 – Loans – PMWC will make no loans of any kind to any of its Directors, Officers or employees.

Article VII – Amendments

Section 7.01 – Amendment of Bylaws – These Bylaws may be altered, amended, repealed, or supplemented and new Bylaws may be adopted at any regular meeting by a unanimous vote of the Directors present at the meeting for which a quorum is present. Notice of the proposed amendment(s) must be submitted in writing for all Directors at least fourteen (14) days prior to the meeting.

Article VIII – Dissolution

Section 8.01 – Dissolution - In the event of the dissolution, all of the remaining assets and property of the PMWC will, after payment of the necessary expenses thereof, be distributed to either the Penn Manor School District or another organization exempt under section 501c(3) of the Internal Revenue Code. The organization should promote amateur wrestling in Pennsylvania or the organization should benefit youth sports in the Penn Manor School District area.