
**Bylaws
of the
United States of America Wrestling Association**

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Article I
Name, Offices, Registered Agents, Purpose and Corporate Identity

- 1.1 **Name.** The name of the corporation shall be United States of America Wrestling Association. 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 "USA Wrestling".
- 1.2 **Principal Office.** The principal office of the corporation shall be located in or about the City of Colorado Springs, County of El Paso, State of Colorado. 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 State of Colorado, a registered agent upon whom service of process may be made.
- 1.4 **Purpose.** Guided by the Olympic Spirit and championing the Paralympic value of inclusion, the United States of America Wrestling Association, as the National Governing Body for Wrestling in the United States, shall responsibly advocate, promote, coordinate, and provide quality opportunities for its members to achieve their full human and athletic potential.
- 1.5 **Corporate Identity.** The United States of America Wrestling Association shall be organized as a non-profit corporation within the definition of the Internal Revenue Code § 501 (c) (3), as amended.

Article II
Composition of the Corporation

The corporation's membership shall include representation from amateur sports organizations involved with amateur wrestling, as provided below; and additionally include opportunity for individuals and groups to associate with the corporation, as herein specified.

- 2.1 **Membership Classes.** The corporation shall have three classes of members: Active, Allied, and Individual.
 - 2.1.1 **Active.** Active membership in the corporation shall be open to any *bona fide* amateur sports organization conducting or sponsoring competitive, officials' or coaches' wrestling programs throughout the United States. Organizations qualified for active membership status are organizations that conduct a national program or regular national amateur athletic competition on a level of proficiency appropriate for selection of amateur athletes to represent the United States in international competition. Wrestling organizations accepted as Active members will be entitled to one (1) seat and one (1) vote on the Board of Directors.
 - 2.1.2 **Allied.** Allied membership in the corporation shall be open to any sports organization active or interested in amateur wrestling but not qualifying for Active Membership or, even though qualified, does not wish to become an Active member. Wrestling organizations accepted as Allied members will not have voting privileges and will not be considered as a member of the Board of Directors. Allied members may be allowed to present reports concerning their respective organizations at annual board meetings.
 - 2.1.3 **Individual.** Membership in the corporation shall be available to individuals. Individual members will be classified. An individual may hold more than one Individual membership classification.

- 2.2 **Acceptance of Membership.** Membership is a privilege and creates with it certain obligations and duties. The Board of Directors may establish such membership requirements as the Board deems necessary or appropriate from time to time. Any organization or individual which meets the requirements for membership set forth in Sections 2.1 and 2.2 shall, upon proper written application and payment of applicable dues, be entitled to acceptance as a member of the corporation. No privilege of membership shall be available until all membership requirements are satisfied and all dues are paid in full.
- 2.2.1 Applications for Active and Allied organizational membership shall be subject to the review by the Governance Committee and approval of the Board of Directors, but such application shall not be rejected except on the ground that the applicant fails to meet the qualifications for membership of the class in question.
 - 2.2.2 The Board of Directors may alter the membership class of any organizational member.
 - (a) Beginning in 2016, and at least every four years thereafter, each Active member, Operating Council, and Standing Committee of the Board shall be examined by the Long-Range Planning Committee and such adjustments as deemed appropriate made in standing and voting representation shall be recommended to the Board for approval.
 - 2.2.3 The Board of Directors shall not take any actions specified in Subsections 2.2.1 or 2.2.2 except on thirty (30) days advance notice and then only upon the affirmative vote of two-thirds of the members of the Board present and voting, a quorum being present.
 - 2.2.4 Applications for individual membership shall be in such form and on such terms as may be determined by the Board, and may be accepted by the Executive Director, his appointed agents, or by officers of the State Associations in conformity with the procedures established for membership registrations by the corporation.
 - 2.2.5 Applications for each class of membership in the corporation shall constitute an understanding and agreement that, as a condition to acceptance and maintaining membership, the member agrees to be bound by and observe all applicable provisions of these Bylaws, USA Wrestling codes of conduct, Safe Sport Policy and other operating rules and policies as updated from time to time.
 - 2.2.6 Applications for Individual memberships shall be subject to approval of the corporation. No individual shall be denied membership in the corporation, nor shall any representative of any Active or Allied member be refused recognition, because of race, color, religion, sex, age, national or social origin, sexual orientation, language, disability, or other protected status.
- 2.3 **Suspension or Termination of Membership.** The membership of any Member may be suspended or terminated by the Ethics and Membership Committee in accordance with the procedures set out below. In addition to any right to compete issues set out in Article XII, a member shall have the right to fair notice and a hearing before the Ethics and Membership Committee prior to membership termination.
- 2.4 **Conditions of Membership – Compliance with SafeSport, WADA, USADA.**
- 2.4.1 U.S. Center for SafeSport. As a condition of membership in USA Wrestling and a condition for participation in any competition or event sanctioned by USA Wrestling or its member organizations, each USA Wrestling member and each athlete, coach, trainer, agent, athlete support personnel, medical or para-medical personnel, team staff, official and other person

who participates in USA Wrestling or USA Wrestling events (whether or not a USA Wrestling member), agrees to comply with and be bound by the safe sport rules, policies and procedures of the U.S. Center for SafeSport and to submit, without reservation or condition, to the jurisdiction of the U.S. Center for SafeSport for the resolution of any alleged violations of those rules, policies and procedures, as may be amended from time to time, to the extent the alleged violation falls within the jurisdiction of the U.S. Center for SafeSport.

- 2.4.2 USA Wrestling Safe Sport Policy. Each USA Wrestling member and each athlete, coach, trainer, agent, athlete support personnel, medical personnel, team staff, official and other person who participates in USA Wrestling or USA Wrestling events (whether or not a USA Wrestling member) also agrees to comply with and be bound by the athlete safety rules, policies and procedures of USA Wrestling, and to submit, without reservation or condition, to the jurisdiction of USA Wrestling for the resolution of any alleged violations of the U.S. Center for SafeSport's rules or of USA Wrestling's rules that do not fall within the U.S. Center for SafeSport's exclusive jurisdiction and over which the U.S. Center for SafeSport declines to exercise discretionary jurisdiction. To the extent any USA Wrestling rule is inconsistent with the rules of the U.S. Center for SafeSport, such rule is hereby superseded.
- 2.4.3 WADA and USADA. It is the duty of members of USA Wrestling to comply with all anti-doping rules of the World Anti-Doping Agency (WADA), UWW and of USADA, including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by UWW, USADA and the USOPC, including the USOPC National Anti-Doping Policy. Athlete members agree to submit to drug testing by the UWW and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension. If it is determined that a member may have committed an anti-doping rule violation, the member agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the UWW if applicable or referred by USADA
- 2.4.4 Drug Testing. It is the duty of all Athletes, Athlete Support Personnel and other Persons (as those terms are defined in the World-Anti Doping Code), by virtue of their participation in the Olympic, Paralympic, Pan American, Parapan American or Youth Olympic Games, participation in an Event or Competition organized or sanctioned by an NGB, PSO or HPMO, participation on a national team, utilization of a USOPC Training Center, receipt of benefits from the USOPC or USA Wrestling, inclusion in the Registered Testing Pool, or otherwise subject to the World Anti-Doping Code to comply with all anti-doping rules of WADA, the UWW, the USOPC, and of the U.S. Anti-Doping Agency (USADA), including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by WADA, the UWW and USADA. If it is determined that an Athlete, Athlete Support Personnel, or other Person may have committed a doping violation, the individual agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the UWW, if applicable or referred by USADA. In addition, Athletes agree to submit to drug testing by the UWW and/or USADA or their designees at any time and understand that the use

of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension.

- 2.5 **Voting.** Unless a member is elected or appointed to the Board of Directors, members do not have voting privileges in USA Wrestling's strategic direction and/or business decisions but may within the Athletes' Advisory Committee or their local club or state affiliate.
- 2.6 **Transfer of Membership.** Members may not transfer their membership in the corporation

Article III

Certification as National Governing Body

- 3.1 **Certification as a National Governing Body.** The corporation shall seek and attempt to maintain certification by the United States Olympic & Paralympic Committee (the "USOPC") as the National Governing Body for the sport of wrestling in the United States. In furtherance of that purpose, the corporation shall comply with the requirements for certification as a National Governing Body as set forth in the Ted Stevens Olympic and Amateur Sports Act (36 U.S.C. §§ 220501 – 220543) (the "Sports Act") and as mandated by the USOPC as such requirements are promulgated or revised from time to time. In fulfilling those requirements, the corporation shall:

3.1.1 Governance and Compliance.

- (a) Fulfill all responsibilities as an NGB as set forth in the Sports Act;
- (b) Adopt and maintain governance and athlete representation policies complying with the requirements of these Bylaws;
- (c) Adopt and maintain an Athletes' Advisory Committee as a part of its overall governance structure;
- (d) Adopt and maintain appropriate good governance practices;
- (e) Be recognized by the Internal Revenue Service as a tax-exempt organization under the Internal Revenue Code;
- (f) Adopt and enforce a code of conduct for its employees, members, board of Directors, and officers including clear conflicts of interest principles;
- (g) Adopt and enforce ethics policies and procedures;
- (h) Demonstrate an organizational commitment to diversity and inclusion; and
- (i) Satisfy such other requirements as are set forth by the USOPC.

3.1.2 Financial Standards and Reporting Practices.

- (a) Demonstrate financial operational capability to administer its sport;
- (b) Be financially and operationally transparent and accountable to its members and to the USOPC;
- (c) Adopt a budget and maintain accurate accounting records in accordance with accounting principles generally accepted in the United States of America (GAAP);
- (d) Submit its complete IRS Form 990 and audited financial statements, including management letter and budget, to the corporation annually;
- (e) Post on its website its current bylaws and other organic documents, its IRS Form 990 for at least the three most recent years, and its audited financial statements for at least the three most recent years; and
- (f) Satisfy such other requirements as are set forth by the USOPC.

3.1.3 Athlete Safety.

- (a) Comply with all applicable athlete safety and child protection laws;

- (b) Comply with the policies and requirements of the USSCS;
- (c) Maintain and enforce an athlete safety program consistent with the policy(ies) and standards directed by the USOPC;
- (d) Comply with the anti-doping policies of the corporation and with the policies and procedures of USADA; and
- (e) Satisfy such other requirements as are set forth by the USOPC.

3.1.4 Sport Performance.

- (a) Maintain and execute on a strategic plan that is capable of supporting athletes in achieving sustained competitive excellence, and in growing the sport;
- (b) Establish clear athlete, team, and team official selection procedures approved by the relevant Sport Committee and by the corporation, for Delegation Event teams as applicable, and timely disseminate such procedures to the athletes and team officials;
- (c) Effectively conduct, in accordance with such selection procedures, a selection process, including any trials (as approved by the corporation), to select athletes for Delegation Event teams;
- (d) Competently and timely recommend to the corporation athletes, teams, and team officials for Delegation Event teams as applicable;
- (e) Maintain and implement effective plans for successfully training Delegation Event athletes; and
- (f) Satisfy such other requirements as are set forth by the USOPC.

3.1.5 Operational Performance.

- (a) Demonstrate managerial capability to administer its sport;
- (b) Obtain and keep current insurance policies in such amount and for such risk management as appropriate;
- (c) Actively seek, in good faith, to generate revenue in addition to any resources that may be provided by the corporation, sufficient to achieve financial sustainability;
- (d) Maintain and enforce grievance procedures that provide for prompt and equitable resolution of grievances and fair notice and an opportunity for a hearing before declaring an individual ineligible to participate;
- (e) Adopt a whistleblower and anti-retaliation policy;
- (f) Cooperate with the corporation in preventing the unauthorized use of the names and trademarks of the corporation, the words “Olympic,” “Paralympic” and “Pan American,” and their derivatives, as well as their symbolic equivalents; and
- (g) Satisfy such other requirements as are set forth by the USOPC.

3.2 National Governing Body SafeSport and Anti-Doping Obligations.

3.2.1 Compliance with the USOPC and U.S. Center for SafeSport Policies and Procedures. As a member National Governing Body of the United States Olympic & Paralympic Committee, the corporation shall adhere to the athlete safety rules and regulations of the USOPC. Additionally, USOPC Bylaw Section 8.7(l) provides that, as a condition of membership in the USOPC, each National Governing Body shall comply with the policies and procedures of the independent safe sport organization designated by the USOPC to investigate and resolve safe sport violations. The USOPC has designated the U.S. Center for SafeSport as that organization. The current safe sport rules, policies and procedures are available at the offices of the corporation or on-line at the following website: www.safesport.org. The corporation also shall adopt and maintain athlete safety policies and procedures consistent with the U.S. Center for SafeSport’s rules, policies, and procedures, as they may be modified or amended

from time to time. The corporation's current athlete safety rules, policies, and procedures are available at the offices of the corporation or on-line at the following website: <https://content.themat.com/USAWrestlingSafeSportHandbook.pdf>.

- 3.2.2 Compliance with the USOPC and United States Anti-Doping Agency (USADA) Rules and Regulations. As a member National Governing Body of the United States Olympic & Paralympic Committee, the corporation shall adhere to the anti-doping rules and regulations of the USOPC. Additionally, USOPC Bylaw Section 8.7(k) provides that, as a condition of membership in the USOPC, each National Governing Body shall comply with the policies and procedures of the independent anti-doping organization designated by the USOPC to investigate and resolve anti-doping rule violations. The USOPC has designated USADA as that organization. The current anti-doping rules, policies and procedures are available at the offices of the corporation or on-line at the following website: www.usada.org.

Article IV Board of Directors

- 4.1 **Powers.** The Board of Directors shall be the principal governing body of the corporation and shall be responsible for providing the corporation with policy, guidance, and strategic direction. The Board shall focus on long-term objectives and impacts rather than on day-to-day management of the corporation. It shall be responsible for exercise by the corporation of the duties of a National Governing Body recognized by the United States Olympic & Paralympic Committee (USOPC), as specified in the USOPC Bylaws, and of a member of United World Wrestling (UWW). Additionally, the Board of Directors shall:
- (a) Review and approve the annual budget prior to the start of the fiscal year;
 - (b) Implement procedures to orient new Board Directors, to educate all Directors on the business and governance affairs of the corporation, and to evaluate Board performance;
 - (c) Select, compensate, evaluate, and may terminate the Executive Director and plans for management succession;
 - (d) Review and approve the corporation's strategic plan and the annual operating plans, budget, business plans, and corporate performance;
 - (e) Set and oversee corporate governance policies and board level procedures and provide guidance and strategic direction to management on other significant issues facing the corporation;
 - (f) Oversee the operating policies and procedures of councils and standing committees, which shall be reviewed at least once a quad;
 - (g) Oversee the financial reporting process, communication with stakeholders, and the corporation's legal and regulatory compliance program;
 - (h) Approve capital structure, financial strategies, borrowing commitments, and long-range financial planning;
 - (i) Review and approve financial statements, annual reports, financial and control policies, and, upon the recommendation of the Audit and Finance Committees;
 - (j) Monitor to determine whether the corporation's assets are being properly protected;
 - (k) Monitor the corporation's compliance with laws and regulations and the performance of its broader responsibilities;
 - (l) Ensure that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis; and

- (m) Ensure that the corporation adopts and maintains athlete safety rules, policies and procedures that comply with the requirements of the USOPC and U.S. Center for SafeSport.

When the Board of Directors is not in session, the Executive Committee has the authorization for the above responsibilities except that the Executive Committee by itself may not approve the budget, changes to the Bylaw or run annual board elections.

- 4.2 **Diversity of Discussion.** The Board of Directors shall be sensitive to the desirability of diversity at all levels of the corporation, including among its athletes. The Board shall encourage diversity at all levels of the corporation, supported by meaningful efforts to accomplish that diversity and shall develop norms that favor open discussion and favor the presentation of different views.
- 4.3 **Composition.** The Board of Directors shall be composed of the following voting members:
 - 4.3.1 The President of the corporation.
 - 4.3.2 Six (6) individuals to serve in At Large positions. Elected At Large members will be elected by the procedures specified in Sections 8.6 through 8.7. At Large members of the Board of Directors are limited to three (3) consecutive two (2) year terms.
 - 4.3.3 Six (6) representatives of Active Members as are selected by them respectively. (See Appendix A) Active Members shall appoint their representative prior to a Board Meeting. In the event an Active Member does not select a representative to a Board seat for which it is eligible, that seat shall be declared vacant but not forfeited. Active Member seats which are vacant shall not be counted for the purpose of determining a quorum of the Board of Directors.
 - 4.3.4 Eleven (11) representatives from the operating councils of the corporation to be elected by the representatives within such respective councils:
 - (a) The Chairperson and the Vice Chairperson from the corporation's Youth Development Council;
 - (b) The Chairperson and the Vice Chairperson from the corporation's Junior Council, which shall include members from UWW Age Group;
 - (c) One (1) representative from the Senior Level Clubs and Regional Training Centers Council;
 - (d) One (1) representative from the Women's Age Group Council;
 - (e) One (1) representative from the State Chairperson's National Council;
 - (f) One (1) representative from the United States Wrestling Officials Association or "USWOA" to be elected from and by the USA Wrestling official's membership, which constitutes the membership of USWOA and exists as a council of USA Wrestling, in accordance with the operating policies and procedures of the USWOA;
 - (g) One (1) representative from the Coaches Council - Coaches Pool to be elected by and from the Coaches Council - Coaches Pool;
 - (h) One (1) representative from the Coaches Council - Grassroots Pool to be elected by and from the Coaches Council - Grassroots Pool; and
 - (i) The Chairperson of the corporation's Folkstyle Committee.
 - 4.3.5 Athletes shall constitute at least thirty-three and one-third per cent (33.33%) of the total voting membership of the Board. Further, up to fifty-percent (50%) may be 10 Year+ Athlete representatives and the remainder shall be "10 Year Athlete representatives", as defined in Section 8.5.1.(a) and (b) of the USOPC Bylaws. The athlete board members shall consist of:

- (a) Nine (9) Athlete representatives - Of the representatives, one (1) shall be elected to the USOPC AAC as a member; and one (1) shall be elected as the USOPC AAC alternate by the 10 Year Athlete pool.
- (b) Six (6) Athletes to serve in At Large positions
- (c) Three (3) representatives of the Sport Committees:
 - One (1) Chairperson of the Men's Freestyle Sport Committee;
 - One (1) Chairperson of the Greco-Roman Sport Committee; and
 - One (1) Chairperson of the Women's Freestyle Sport Committee.

The term limit for all USAW Sport Committee Chairpersons shall be two (2) consecutive four (4) year terms. The term Sport Committee is interchangeable, i.e., the Chairperson of Greco-Roman after two (2) consecutive four (4) year terms may not become Chairperson of Women or Men's Freestyle until the passage of four (4) consecutive years.

4.3.6 One (1) representative from the National Wrestling Hall of Fame (NWHOF), appointed by the NWHOF.

4.3.7 One (1) Independent Director.

A Director is considered independent if they have not, within the preceding five (5) years:

- (a) Been employed by or held any governance position (whether a paid or volunteer position) with the corporation, the UWW, UWW Americas, any sport family entity of wrestling, any entity affiliated with USAW, or any organization subject to the policies and procedures of USAW;
- (b) Had an immediate family member employed by or held any governance position (whether a paid or volunteer position) with the corporation, the UWW, UWW Americas, any sport family entity of wrestling, any entity affiliated with USAW, or any organization subject to the policies and procedures of USAW;
- (c) Been affiliated with or employed by the corporation's outside auditor or outside counsel;
- (d) Had an immediate family member affiliated with or employed by the corporation's outside auditor or outside counsel as a partner, principal, or manager;
- (e) Been a member of the corporation's Athletes' Advisory Council;
- (f) Been a member of any constituent group with representation on the Board;
- (g) Received any compensation from the corporation, directly or indirectly;
- (h) Been an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with the corporation;
- (i) Been a member of the corporation in a membership category that participates in competitions; or
- (j) Been the parent or close family member of an athlete or member of the corporation.

Where the guidelines above do not address a particular relationship, the determination of whether the relationship is material, and whether a Director is independent, shall be made by the Governance Committee.

The Director must maintain an independent perspective by maintaining the requirements above for their entire term and any successive term with the exception of holding any governance role in the corporation or UWW and/or general membership in the corporation, including any reimbursement of expenses related thereto. Once elected, the Independent Board Member will be required to become a member of the corporation solely in order to complete Board required training and background screening.

- 4.3.8 (a) The Immediate Past President shall be a voting member of the Board of Directors. The Immediate Past President shall be counted for the purpose of computing the total number of Board seats on which active athlete participation is determined, only if such seat is filled.
- (b) American members of the United World Wrestling (UWW) Bureau shall be ex-officio members and will not have a voting privilege. The seat on the Board of Directors reserved for the American member of the United World Wrestling (UWW) Bureau shall not be counted for the purpose of computing the total number of Board seats on which active athlete participation is determined, regardless of whether such seat is filled.
- 4.3.9 All representatives to the Board of Directors from any constituent groups (e.g., councils, committees, etc.) must be designated prior to the Election Board Meeting of the Corporation, or whenever a change in representative(s) takes place, with the exception of Sport Committee representatives who are elected at the Election Board Meeting in the year of the Summer Olympic Games. Each representative's position whose term ends in a given year will hold position until the end of the Election Board Meeting and the new representatives will start their position immediately after such meeting.
- 4.3.10 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) or sexual orientation.
- 4.3.11 Members of the Board of Directors must be members of the corporation at the time of election/appointment and throughout their term. In the event a Board member's membership expires during their term and is not remedied within forty-five (45) days it shall be considered "cause" for removal as set forth in Section 7.4.
- 4.4 **Meetings.** The Board of Directors shall meet in person, via video conference or other electronic means at least once annually. The Board may determine the timing for meetings according to its schedule and agenda.
- 4.4.1 Special meetings of the Board shall be held upon call of the President or the Executive Committee, or upon the written request of not less than twenty-five percent (25%) of the Directors. Such meetings shall be held at such time and at such place as shall be specified in the notice of meeting.
- 4.4.2 Notice of a meeting of the Board of Directors shall be sent to each Director in writing by the Executive Director, by mail, email, or facsimile transmission, no less than thirty (30) days in advance of a scheduled meeting, and no less than fifteen (15) days in advance of a special meeting.
- 4.4.3 Meetings of the Board of Directors shall be open to the public unless the Board votes to meet in closed session.
- 4.4.4 Effectiveness of Actions. Actions taken at a meeting of the Board of Directors shall become effective immediately following the adjournment of the meeting, except as otherwise provided in these Bylaws or when a definite effective date is recited in the record of the action taken.
- 4.4.5 Meeting Minutes. Minutes of each Board meeting shall be taken by the Secretary (and/or their designee) and sent to each member of the Board of Directors in a timely manner. The minutes

will make note of the attendees at meetings, motions taken, shall state high-level topics discussed in executive session, if any, and when individuals recuse themselves due to a conflict of interest. The minutes of all meetings shall be published on the corporation's website as soon as they are approved. Every reasonable effort will be made to approve the minutes within thirty (30) days of a Board meeting.

- 4.5 **Quorum and Voting.** A quorum of the Board of Directors shall consist of a majority of its members, but if less than a quorum is present at a meeting, those present may adjourn the meeting from time to time without further notice. Unless otherwise provided herein, all action to be taken by the Board shall be by a majority vote of those present and voting, a quorum being present. No voting by proxy shall be permitted except for votes of the Athletes' Advisory Committee. Each voting Director shall be entitled to one (1) vote. The Chairperson of the Athletes' Advisory Committee shall name three (3) athletes to serve as designated alternates for athlete's representatives and shall inform the President not later than twenty-four (24) hours prior to the meeting that the designated alternate will be a voting participant. If the President is not notified of a designed alternate in this time period, there will not be an AAC proxy vote.
- 4.6 **Conflicts of Interest.** No member of the corporation's Board of Directors, Executive Committee, committee, or task force member shall participate in the discussion concerning, or vote on, any action from which the member or any organization in which the member is materially interested, may directly or indirectly derive any material benefit. If any Director of the Board, officer, committee or task force member has a financial interest in any contract or transaction involving the corporation, or has an interest adverse to the corporation's business affairs, and that individual is in a position to influence a determination with regard to the contract, transaction or business affair, such individual shall: (i) disclose the conflict of interest; (ii) not participate in the evaluation of the contract, transaction or business affair; and (iii) not vote on the contract, transaction or business affair, unless the procedures set forth in the corporation's Conflict of Interest Policy are followed. In addition, no member of the Board of Directors shall participate in any action of the Board or a Committee concerning an athlete or member if they have any bias or conflict of interest with the party who is the subject of said action. A violation of this rule by a member of the Board of Directors or Executive Committee shall not invalidate the action taken by the Board or committee if, following disclosure of the adverse interest of such member, the Board or committee authorizes, ratifies, or approves the action by a vote sufficient for the purpose, without counting the vote of such member. Each member of the Board of Directors, members of Standing Committees, and employees of USA Wrestling will sign and execute a Statement of Principles on Ethical Behavior and Conflict of Interest each year.
- 4.7 **Vacancies.** If a Director resigns or is otherwise unable to serve, such person's successor for the remainder of their term shall be named by the organization or body which named or elected the Director by a date to be specified by the President.
- 4.8 **Restrictions.** Directors of the corporation shall perform their Board functions with due care, obedience, and loyalty.
- 4.9 **Action in Writing.** The Board of Directors may, in lieu of taking action at a meeting, act by written consent after ample time to consider such action. Such consent, which may be signed in counterparts, shall have the same force and effect as a vote of the Directors and shall be included in the minutes of proceedings of the Board of Directors.

- 4.10 **Meetings by Conference Telephone Call / Video Conference.** Members of the Board of Directors may participate in a meeting of the Board by means of conference telephone, video conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.
- 4.11 **Term and Term Limits.** Unless otherwise specified in these Bylaws, all members of the Board of Directors may serve four (4) consecutive two (2) year terms on the Board, with the exception of the Chairperson of the National Council of State Chairpersons, who may serve three (3) consecutive two (2) year terms. Members are exempt from the term-limit restriction for the purpose of being eligible for election to the office of President. Application of term limits shall not serve as a prohibition from holding a different office. Term limits only apply to the office held, not the individual. Once a term limit is exhausted, an individual may return to the same position after sitting out at least one (1) applicable term.
- 4.12 **Compensation.** Except as set forth in Section 7.2.8, Directors of the Board shall not receive compensation for their services as Directors, although the reasonable expenses of Directors may be paid or reimbursed in accordance with the corporation's policies. Directors are disqualified from receiving compensation for services rendered to or for the benefit of the corporation in any other capacity. Athlete directors, however, shall be entitled to obtain compensation from the corporation in connection with their capacity as athletes, including, all benefits to which all Elite Athletes are eligible.

Article V

Executive Committee

- 5.1 **Authority.** An Executive Committee of the Board of Directors shall, consistent with the policies established by the Board, exercise the powers and perform the duties of the Board between meetings of the Board. Each member of the Executive Committee and officer shall discharge their duties: (i) in good faith; (ii) with the care an ordinarily prudent individual in a like position would exercise under similar circumstances; and (iii) in a manner the member of the Executive Committee or officer reasonably believes to be in the best interests of the corporation. The Executive Committee shall review on a regular basis, and may alter by a majority of its members, the approved budget for the corporation's programs.
- 5.1.1 Upon a resolution passed by two-thirds of the Executive Committee, the Executive Committee is authorized to do the following:
- (a) May suspend any in person requirements for a board meeting; and
 - (b) If Subsection 5.1.1(a) is invoked by the Executive Committee and elections of any kind are to be held by the Board of Directors, the Executive Committee shall publish at least ten (10) days prior to the meeting specific election guidelines and protocols; and
 - (c) If Subsection 5.1.1(a) is invoked, USA Wrestling shall assure that all board members can attend electronically, if the board member so chooses; and
 - (d) If Subsection 5.1.1(a) is invoked, USA Wrestling shall still accommodate the in-person attendance of any board member if the board member so chooses to attend in-person; and
 - (e) If Subsection 5.1.1 is invoked, USA Wrestling shall immediately publish on the organization's website notice of the board meeting to be conducted electronically; and

- (f) If Subsection 5.1.1 is invoked, all efforts shall be made to allow live streamed attendance of the USA Wrestling General Membership; and
 - (g) If Subsection 5.1.1 is invoked, any member in good standing wishing to speak to the Board of Directors shall seek permission, at least five (5) days in advance of the scheduled Board of Directors meeting, from either the President or Executive Director of USA Wrestling. If permission is denied, then a member in good standing of USA Wrestling may enter a written statement into the Minutes of the USA Wrestling Board of Directors Meeting.
- 5.1.2 If Subsection 5.1.1 is invoked and the same impacts the Olympic Games and/or Senior World Championships, then the President of USA Wrestling shall choose from the following as it relates to the four (4) Sport Committee Chairpersons:
 - (a) Extend any term of a Sport Chairperson to be a non-voting member of the Sport Committee.
 - (b) The approved appointment by the President shall become effective immediately and shall be placed on the next agenda by the Board of Directors for consideration.
- 5.2 **Composition.** The Executive Committee shall consist of fifteen (15) individuals, namely:
 - (a) Officers of the corporation: the President, First Vice-President, Second Vice-President, Secretary and Treasurer;
 - (b) Five (5) athletes from the AAC, to constitute 33.33% of the Executive Committee;
 - (c) Two (2) members from the Junior Olympic Wrestling Committee, elected from the Board by the members of the Junior Olympic Wrestling Committee;
 - (d) The Chairperson of the National Council of State Chairpersons;
 - (e) One (1) At Large from the Board of Directors; and
 - (f) The USA representative on the UWW Bureau, serving in an ex officio capacity.
- 5.3 **The Immediate Past President**, if any, shall be a voting member of the Executive Committee.
- 5.4 **Meetings.** Meetings of the Executive Committee shall be held at least once a quarter, on call by the President, 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 Executive Director, by mail, email, or facsimile transmission, at least seven (7) days in advance of such meeting.
- 5.5 **Meetings by Conference Telephone Call / Video Conference.** The Executive Committee may, in lieu of taking action at a meeting, act by conference telephone call or other electronic means, as long as at least two-thirds of the members of the Committee in fact participate therein. Notice of the meeting shall be caused to be given by the Executive Director or President to each member. If notice is in writing, posting or electronic mail four (4) days before the call is deemed to have fulfilled this requirement. If notice is by telephone or other electronic means, actual contact must be made with each Executive Committee member.
- 5.6 **Meetings Minutes.** Minutes of each Executive Committee meeting shall be taken by the Secretary (and/or their designee) and sent to each member of the Executive Committee in a timely manner. The minutes will make note of the attendees at meetings, motions taken, shall state high-level topics discussed in executive session, if any, and when individuals recuse themselves due to a conflict of interest. The minutes of all meetings of the Executive Committee shall be published on the corporation's website as soon as they are approved. Every reasonable effort will be made to publish the minutes within fifteen (15) days of approval by the Executive Committee.

- 5.7 **Committee Rules.** The provisions of Sections 4.4, 4.5, and 4.7 shall be applicable to the Executive Committee (provided, however, that for the purposes of applying the provisions of Section 4.4, a quorum of the Executive Committee shall consist of two-thirds of its members).
- 5.8 **Personnel.** The Executive Committee shall be responsible for doing an annual evaluation of the Executive Director. The Executive Director will review evaluations of key USA Wrestling staff with the President.
- 5.9 **Attendance.** Executive Committee members shall be expected to attend all regularly scheduled Executive Committee meetings. Executive Committee members shall be required to attend no less than sixty percent (60%) of all regularly scheduled meetings
- 5.10 **Resignation, Removal and Vacancies.** Executive Committee members are subject to the process set forth in Section 7.4 for resignation, removal, and vacancy.

Article VI Officers

- 6.1 **Officers.** The officers of the corporation shall be the President, First Vice President, Second Vice President, Secretary, and Treasurer.
- 6.1.1 No person may simultaneously serve as an officer of the corporation and an officer of an organization holding membership in the corporation or officer of another amateur sports organization that is recognized by the USOPC as a national governing body.
 - 6.1.2 After election, the President of the corporation shall serve on the Board of Directors by virtue of holding the office of President. If the newly elected President was a representative from a constituent group, that group shall be entitled to replace its representative to the Board.
 - 6.1.3 The First Vice President, Second Vice President, Secretary and Treasurer shall not serve as Members At Large. If the First Vice President, Second Vice President, Secretary or Treasurer were representatives from a constituent group, that group shall not name an additional representative to the Board.
 - 6.1.4 If the First Vice President, Second Vice President, Secretary or Treasurer is a representative of a constituent group and that officer for any reason no longer represents the constituent group which named them to the Board of Directors, that officer shall no longer be a member of the Board of Directors and the office shall be immediately declared vacant.
- 6.2 **Selection and Tenure.**
- 6.2.1 The position of Immediate Past President shall be filled by that individual who most recently completed a term as President.
 - (a) In the event there is no Immediate Past President, the office of Immediate Past President shall be declared vacant.
 - (b) In the event an Immediate Past President resigns or is unable to serve, the office of Immediate Past President shall be declared vacant.
 - (c) In the event a President resigns or is removed from office, such individual shall not become Immediate Past President; but the then-sitting Immediate Past President shall continue in such capacity until such time as a duly elected President fulfills his term of office.

- (d) Any officer of the corporation who succeeds to the position of Acting President by the provisions contained in Subsections 6.3.3 to 6.3.5, inclusive, shall not become Immediate Past President, unless the individual serves as Acting President for one year or more.
 - (e) Notwithstanding the provisions of Section 4.7 (Vacancies on the Board), a vacancy in the office of Immediate Past President shall not be filled. The seat reserved for the Immediate Past President shall be counted toward determination of a quorum of the Board of Directors.
- 6.2.2 The President and First Vice President shall each be elected by the Board according to the provisions and procedures appearing in Article VII and will serve a term of four (4) years and which term begins immediately after the conclusion of the Olympic Games. With regard to the 2022 election only, the positions will be elected for a two (2) year term in order to coordinate with the quadrennium.
- 6.2.3 The Second Vice President, Secretary and Treasurer each shall be elected by the Board according to the provisions and procedures appearing in Article VII and will serve for a term of two (2) years.
- 6.2.4 Except for the First Vice President who shall only be entitled to a term limit of one (1) term, no person shall be entitled to serve more than two (2) consecutive terms in the same office.
- 6.3 **Duties.** The duties of the respective officers shall be as follows. With the exception of rules allowing succession to the position of Acting President in the absence of the President, no officer shall assume the duties of another officer.
 - 6.3.1 The Immediate Past President shall be a member of the Long-Range Planning Committee and perform duties as may be assigned by the Board.
 - 6.3.2 The President with the Executive Director shall set all meetings and meeting agendas and preside at all meetings of the Board and the Executive Committee and shall be the principal representative of the corporation to the United States Olympic & Paralympic Committee (USOPC) and the United World Wrestling (UWW). They shall perform such other duties as may be assigned by the Board.
 - 6.3.3 The First Vice President shall be a member of the Greco-Roman Sport Committee, Men's Freestyle Sport Committee and Women's Freestyle Sport Committee, and shall perform such other duties as may be assigned by the Board. In the absence of the President, the First Vice President shall be the Acting President. The Second Vice President shall act in the absence of the First Vice President.
 - 6.3.4 The Secretary shall be the Chairperson of the Governance Committee and the Ethics and Membership Committee, serve as Parliamentarian, cause minutes to be kept of Board and Executive Committee meetings and ensure appropriate publication of the minutes, and shall perform such other duties as may be assigned by the Board.
 - 6.3.5 The Treasurer shall be the Chairperson of the Finance Committee and shall perform such other duties as may be assigned by the Board.
- 6.4 **Vacancies.** If a vacancy shall occur in any office except Immediate Past President, the President shall have the authority to select a current Board member as a successor for the remainder of the unexpired term. A vacancy in the office of President shall be filled by the First Vice President until

the next Annual Board Meeting, at which time the Board shall elect the President for the remainder of the term. Service as a successor for the unexpired portion of a term shall not be counted for purpose of the limitation contained in Subsection 6.2.2 and 6.2.3 hereof.

Article VII Committees of the Board

7.1 Committees Generally.

- 7.1.1 Except for those committee positions filled by virtue of office or requirements set forth below, committee seats shall be filled by the methods appearing in Article VII.
- 7.1.2 All members of committees/councils from constituent groups must be named prior to the Election Board Meeting of the Corporation.
- 7.1.3 The President and the Executive Director shall serve as non-voting ex officio members of all committees of the Board.
- 7.1.4 In the event a subject matter arises in a committee in which a committee member is materially interested or may directly or indirectly derive any benefit, the member shall recuse themselves from discussion and voting.
- 7.1.5 Except where specifically provided elsewhere in these Bylaws, the Chairperson of a committee shall be selected by the Committee.
- 7.1.6 Standing or other committees may be created by the Board from time to time by simple majority vote as matters of ordinary business. Ad Hoc committees and/or task forces may be appointed by the President to support the strategic priorities and address projects or specific situations. The term of the Ad Hoc and/or task force shall be until their assignment is concluded, but in any event shall not exceed a period of two (2) years unless reconstituted by the President. Within forty-five (45) days of being appointed and/or filling a vacancy ad hoc committee and task force members must become current members of the corporation, including passing a background screen and completing SafeSport training and other training reasonably required by the Board.
- 7.1.7 Unless otherwise determined by the Board of Directors, each standing committee shall consist of no less than five members.
- 7.1.8 All standing committees of the Board shall have athlete representation appointed by the Athletes' Advisory Committee that shall not be less than thirty-three and one-third percent (33.33%) of the total number serving. The composition of the percentage shall be as dictated by the AAC and in compliance with the USOPC Bylaws, with up to 50% of all athlete representatives being 10 Year+ Athletes and the remainder being 10 year or Actively Engaged Athletes. "Actively Engaged Athlete" representatives shall mean an athlete who qualifies as a 10 Year or 10 Year+ Athlete representative, or who has been actively engaged in the twenty-four (24) months prior to election or selection in a USA Wrestling sanctioned competition, which may include events that categorize entrants in age-restricted classifications.
- 7.1.9 The provisions of Sections 4.4, 4.5, 4.7 and 4.8 shall be applicable to standing committees.

- 7.2 **Standing Committees.** Standing committees may give advice and recommend actions to be taken to the Board of Directors or the Executive Committee and perform such additional functions as set

out below. All standing committee members must be members of the corporation at the time of appointment. In the event a committee member's membership expires during the member's term and is not remedied within forty-five (45) days, it shall be considered "cause" for removal as set forth in Section 7.4. The standing committees of the corporation shall have the following responsibilities:

- 7.2.1 Long Range Planning Committee. The Long-Range Planning Committee shall formulate and recommend to the Board of Directors long-term goals, policies, and programs by which the corporation may achieve its mission and objectives. The committee is responsible for annually reviewing, updating, and developing the strategic plan for approval by the Executive Committee or the Board of Directors.
 - (a) Members of the Committee shall include the Immediate Past President, the Treasurer, one (1) representative selected by the Junior Olympic Wrestling Committee, three (3) athletes per Subsection 7.1.8, and three (3) others elected by the Board, for a total of nine (9).
- 7.2.2 Sport Committees. The Sport Committees shall consist of the Men's Freestyle Sport Committee, the Greco-Roman Sport Committee, the Women's Freestyle Sport Committee, and such other sport committees as may be determined by the Board of Directors. Each Sport Committee, subject to policies established by the Board of Directors, shall make recommendations concerning selection procedures to be used to determine national teams and coaches. Each Sport Committee will recommend selection of volunteer coaches for assignments and address short- and long-range issues for the national team program as related to each specific style.
 - (a) Each Sport Committee shall have a Chairperson to be selected by the President from within each respective committee.
 - (b) Each Sport Committee shall consist of the First Vice President as a member, a representative from the Junior Olympic Wrestling Committee, three (3) athletes of the appropriate style and one (1) other athlete per Subsection 7.1.8, one (1) representative from the Coaches Council, United States Wrestling Officials Association, Senior Clubs/Regional Training Center Council, and three (3) others elected by the Board for a total of twelve (12) per Sport Committee.
 - (c) No member of a Sport Committee may serve as a member of a protest committee, in the same style, for any event that is a selection or qualifying event for the Olympic Games, the Pan American Games, World Championship competition or other such protected competitions as defined in the United States Olympic & Paralympic Committee Bylaws from time to time.
- 7.2.3 Finance Committee. The Finance Committee shall be responsible, in cooperation with the Treasurer and Executive Director, 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 Committee shall recommend the allocation of funds for specific programs.
 - (a) Members of the Committee shall include the Treasurer as Chairperson; a representative selected by the Junior Olympic Wrestling Committee, three (3) athletes per Subsection 7.1.8, and three (3) others elected by the Board, for a total of eight (8).
- 7.2.4 Audit Committee. The Audit Committee shall recommend auditors to the Board and ensure that the corporation has audited financial statements prepared annually. The committee will be

responsible for the acceptance of the annual audited 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 audit issues.

- (a) Members of the Audit Committee shall include two (2) members of the Board of Directors, two (2) At-Large members who are not members of the Board of Directors, and two (2) athletes per Subsection 7.1.8, for a total of six (6). The Audit Committee shall be elected by the Board of Directors. No member of the Finance Committee, including the Treasurer, may be elected, or appointed as a member of the Audit Committee.
- (b) The Chairperson of the Audit Committee shall be recommended by the President and approved by the Board of Directors.

7.2.5 Junior Olympic Wrestling Committee. The Junior Olympic Wrestling Committee shall act on behalf of USA Wrestling state organization constituents between national conventions, prepare proposals and policy recommendations to be addressed by the Board of Directors, and prepare the agenda for the National Council of State Chairmen's meeting held each year at the National Convention.

- (a) Members of the committee shall include the Chairperson and the Vice Chairperson of the State Chairperson's National Council, the representatives of the various regions of the State Chairmen's National Council, the Chairperson and Vice Chairperson of the Youth Development Council, the Chairperson and Vice Chairperson of the National Junior Council, the Coaches Council – Grassroots Pool, the Chair of the Women's Age Group Council, the Chair of the Folkstyle Committee, a representative selected by the United States Wrestling Officials Association, and eight (8) athletes per Subsection 7.1.8, for a total of twenty-four (24).
- (b) The Chairperson of the Junior Olympic Wrestling Committee shall be elected from and by the committee.

7.2.6 Governance Committee. The Governance Committee shall be responsible for the review of governance practices by the Board of Directors, committees, and councils. The committee shall lead the search for individuals qualified to become members of the Board of Directors and committees. Candidates should have the highest personal and professional integrity, demonstrated exceptional judgment and ability, and be able to work effectively with other members to further the long-range goals of the corporation.

- (a) Members of the Committee shall consist of the Secretary as Chairperson, a representative selected by the Junior Olympic Wrestling Committee, three (3) athletes per Subsection 7.1.8, and three (3) others as elected by the Board, for a total of eight (8).
- (b) The committee will develop and implement an appropriate orientation program for new directors and continuing education for existing directors.
- (c) The committee will review all applications for organizational membership in the corporation and all proposals for change in classification of organizational membership.
- (d) The committee shall consider and present in proper form for action all proposed amendments to the Articles of Incorporation and Bylaws. It shall also review all operating rules of the corporation.

- (e) The committee shall conduct elections and make recommendations regarding candidates in association with the President and according to the provisions and limitations contained in these Bylaws.

7.2.7 Athletes' Advisory Committee. The Athletes' Advisory Committee shall consider issues of the corporation which affect active athletes and shall be a forum to provide a comprehensive means of communication between athletes and the corporation. The composition is set forth in Subsection 4.3.5 above. To be eligible as an athlete director, an athlete must meet the standards specified for an athlete representative to a board of directors of a National Governing Body as defined in the USOPC Bylaws or accepted by the USOPC exception process at the time of election. The term of each committee member is four (4) years. Election of the members will be as set forth in the AAC Operating Policies.

The Athletes' Advisory Committee shall:

- (a) Serve as a vehicle for athlete engagement;
- (b) Endeavor to protect the rights of athletes;
- (c) Provide athlete feedback;
- (d) Build and establish relationships among the disciplines of the sport of wrestling;
- (e) Assist in identifying potential future athlete board representative candidates and introduce athletes to the corporation's governance structure;
- (f) Serve as SafeSport and USADA ambassadors and advocates;
- (g) Appoint athlete representatives to committees and councils as needed; and
- (h) Develop pathways for athletes within the structure of the corporation.

7.2.8 Compensation.

Athletes' Advisory Committee members may receive compensation for their services as Athletes' Advisory Committee members. The corporation shall pay for the reasonable expenses of all members of the Athletes' Advisory Committee to attend Athletes' Advisory Committee meetings. In addition, the corporation shall pay for the reasonable expenses of the athlete members of the Board of Directors to attend the corporation's Board meetings. Athletes' Advisory Committee members shall also be entitled to obtain compensation from the corporation in connection with their capacity as athletes, including, but not limited to, compensation in the form of Direct Athlete Support or in connection with Operation Gold. Each member of the Athletes' Advisory Committee shall be bound by the corporation's Conflicts of Interest Policy.

Except as set forth in the AAC Bylaws, the AAC shall appoint all athlete representatives to all committees using the criteria set forth in Subsection 7.1.8 and such appointees shall be representative of gender and discipline.

7.2.9 Officials Committee. The United States Wrestling Officials Association shall be the Officials Committee and shall be responsible for developing ideas, creating strategies, and making recommendations to build a strong group of officials on all levels. It will be responsible for addressing short-term and long-term issues for the development of officials as they pertain to recruitment, education, and retention. It will also provide oversight of the training and certification of pairing and mat officials for regional, national, and international competitions, and shall make recommendations to the Board regarding selection of officials for regional, national, and international events.

- (a) The committee shall consist of the Chairperson of the United States Wrestling Officials Association (USWOA), the USWOA Vice-Chairperson, the USWOA Secretary, three (3) members representing Pairings Officials, nine (9) other At Large

members of the USWOA, eight (8) athletes per Subsection 7.1.8, for a total of twenty-three (23).

- (b) For purposes of the Board of Director duties, the Chairperson of the USWOA shall be the voting member.
- (c) The USWOA exists as a council of USA Wrestling, as reflected on Appendix A to these Bylaws and operates in accordance with operating policies and procedures approved by the Board of Directors. The USWOA is responsible for the administrative operations involving individual officials.
- (d) The term limit for all members of the USWOA shall be four (4) consecutive two (2) year terms.

7.2.10 Ethics and Membership Committee. The Ethics and Membership Committee shall oversee implementation of and compliance with Conflict of Interest statements, Principles of Ethical Behavior Code, Gift and Entertainment Policy, codes of conduct, and such other membership policies and regulations as the Board of Directors may designate (collectively the “Membership and Ethics Policies”) as prescribed by the Board of Directors. The committee shall review and investigate matters of membership, alleged violations of Membership Policies, and have the power to impose sanctions and discipline, including suspension and termination of a Member, utilizing such procedures as the Board may approve. The committee shall have the power, in its discretion, to review and provide guidance on ethical questions presented to it by the Board, officers, committee and task force members, volunteers, staff and the corporation’s members.

- (a) A review of any alleged violation undertaken by the Ethics and Membership Committee for an alleged violation of Safe Sport Policy or Coaches Code of Conduct shall be governed by the policies and procedures set forth in the USA Wrestling SafeSport Policy, as approved by the USA Wrestling Board of Directors/Executive Committee.
- (b) A review of any other alleged violation by the Ethics and Membership Committee does not bar the application of any other relevant procedures available under the Bylaws to the circumstances of the allegations (e.g., a formal grievance) provided, however, that the Ethics and Membership Committee shall avoid hearing or investigating matters that are properly the subject of an eligibility to compete issue governed by these Bylaws. The appointment of members of the Ethics and Membership Committee shall not be subject to the provisions of Article VII below.
- (c) The Ethics and Membership Committee shall have eight (8) members, three (3) appointed by the Executive Committee, not fewer than three (3) of whom shall be athletes per Subsection 7.1.8, the Secretary (Chair) and one (1) JOWC appointee. The Secretary’s will only vote when there is a tied vote.
- (d) The Ethics and Membership Committee shall have the power to delegate hearings to hearing panels under rules approved by the Board.

7.2.11 Women’s Oversight Committee. The Women’s Oversight Committee is charged with oversight of the corporation’s women’s wrestling program on behalf of the corporation, including the corporation’s compliance with applicable provisions of the Sports Act. In that regard, the Committee:

- (a) Is empowered to receive inquiries or complaints from athletes or members concerning compliance with the Sports Act on matters with respect to which it has oversight responsibility, and to consider claims of athletes who believe that tour funding or team

competition participation was wrongfully denied; provided however, that the exercise of such authority will not impede the right of a person to exercise any opportunities afforded under Articles XII or XIII of the corporation's Bylaws, if applicable.

- (b) Will determine the appropriateness of the national annual training schedule, the denomination of mandatory and non-mandatory camps, sanctions relating to failure to participate in mandatory camps, excused absences from mandatory camps, and the High Performance Plan.
- (c) Will be involved in the review process of the women's National Team coaches, through procedures to be established by the Executive Committee, in conjunction Executive Director's evaluation of the staff of the corporation (including coaches). This will include review of documentation related to reasons for non-attendance by athletes at National Team camps and of National Team Camp evaluation forms. The Committee will report any recommendations to the corporation's Executive Committee (or the corporation's Board of Directors in the event the Executive Committee ceases to exist), including to report on inequities in the caliber of coaches provided to the women's program if such inequities are believed to exist.
- (d) Will be available to work with the President and Executive Director of the corporation with respect to the periodic review and assessment of the progress of the women's coaching staff; establishment of reasonable, objectively verifiable criteria or targets for success/satisfaction of the Women's National Team members; and the discipline, suspension, or replacement of women's National Team coaches when such criteria or targets are not met.
- (e) Will review the policies of the corporation related to equitable support and encouragement for developing age groups for male and female programs and provide recommendations in that regard directly to the corporation's Executive Committee (or the corporation's Board of Directors in the event the Executive Committee ceases to exist).
- (f) The Oversight Committee shall consist of the Chairs of the three Sport Committees and two (2) athletes. The athletes will be elected pursuant to the election procedures set forth by the corporation's Athletes' Advisory Committee, and both shall be female.
- (g) The Chair of the Oversight Committee will be elected by and from the members of that Committee.

7.2.12 Folkstyle Committee. The Folkstyle Committee shall be comprised of individuals representing the interests of developing and improving Folkstyle programs offered by the corporation. The committee, subject to policies established by the Board of Directors, shall make recommendations concerning improvements relating to tournament operations, club organization, and the conduct of events.

- (a) One (1) representative from each of the six (6) national regions (as selected by the region), one (1) from the Coaches Committee (appointed by the Coaches Committee), one (1) from the USWOA (appointed by the USWOA), five (5) athletes per Subsection 7.1.8, two (2) At Large members (nominated by the Folkstyle Committee and elected by the Executive Committee for a total of fifteen (15)).
- (b) The Chairperson will be appointed by the President.
- (c) The term limit for the Chairperson and At Large members shall be four (4) consecutive two (2) year terms.

7.3 **Attendance.** Except for the AAC, which may determine its own attendance requirements, Committee and task force members are expected to attend all regularly scheduled committee and task force meetings of which they are a member. Each committee or task force member must attend a

minimum of at least sixty percent (60%) of the committee or task force meetings of which they are a member during any twelve (12) month period.

7.4 Resignation, Removal and Vacancies.

Except for the AAC, which may determine its own policies, a committee or task force member's position on a committee or task force may be declared vacant upon the committee member's resignation, removal, incapacity, disability, or death. A committee member may resign at any time by giving written notice to the Executive Committee, if appointed by the Executive Committee or to the President, if appointed by the President. Such resignation shall take effect at the time specified therein, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Committee or task force members may be removed by the Executive Committee if they fail to attend in person more than sixty percent (60%) of the regular committee or task force meetings during any twelve (12) month period, unless they are able to demonstrate to the Executive Committee, or to the President, if appointed by the President, that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent committee or task force member shall be removed upon the affirmative vote of a majority of the voting power of the Executive Committee (not including the voting power of the absent committee member in question, if also an Executive Committee member), or upon the determination of the President, if appointed by the President.

The Executive Committee may remove a Board Member, Committee, or task force member if they breach their fiduciary duties, are the subject of an ethical infraction, or other cause. In such circumstances, the Board Member Committee or task force member shall be removed upon the affirmative vote of two-thirds (2/3) of the voting power of the Executive Committee (not including the voting power of the Director in question, if also an Executive Committee member).

Any vacancy occurring in a committee or task force shall be filled as set forth for the appointment of that committee or task force member. A committee or task force member appointed to fill a vacancy shall be appointed for the unexpired term of such committee or task force member's predecessor in office. This authority shall be restricted in two instances: (a) if the vacancy is that of a representative of a category required to be filled by the Bylaws, the body that selects such Committee member shall select an individual from within such category to fill the vacancy, and (b) if the vacancy is that of the Chairperson of the committee, and the individual was chairperson of that committee by virtue of being an officer of the corporation, then the President shall appoint an individual from that committee to serve as Acting Chairperson until the Board elects a successor officer.

7.5 Compensation.

Committee and task force members shall not receive compensation for their services as committee or task force members, although the reasonable expenses of committee and task force members may be paid or reimbursed in accordance with the corporation's policies. Committee and task force members who are not Executive Committee members may receive compensation for services rendered to or for the benefit of the corporation in any other capacity, provided the Executive Committee gives explicit approval. Each committee and task force member shall be bound by the corporation's Conflict of Interest Policy.

Article VIII Elections

8.1 Elections Generally.

- 8.1.1 Those members of the Board of Directors eligible to vote in any election shall be those members constituting the Board of Directors at the start of a Board meeting. The right of a Board member to vote in an election shall continue through elections for all officers and/or committee positions.
- 8.1.2 Candidates elected to office or committee positions shall assume their duties and begin their terms at the conclusion of the Board meeting at which they were elected.
- 8.1.3 Candidates for office or committees shall be informed of the election process and procedures involved, including rights and limitations pertaining to candidate campaigning as provided herein. Candidates who are not current Board members shall have access to Board lists showing names, electronic mail addresses and phone numbers of Board members eligible to vote in the election and may be provided with such other information by the Governance Committee as is reasonable.
- 8.1.4 The Board shall appoint neutral vote gatherers/counters and shall ensure that the elections are administered fairly, consistently, and appropriately.
- 8.1.5 Votes by members of the Board shall be cast by secret ballot, but the election meeting may be observed by candidates and other members of the corporation.
- 8.1.6 The Chairperson of the Governance Committee shall inform candidates of the results of an election.

8.2 General Rules Concerning Officers of the Corporation. It shall be the policy of the corporation to elect officers by and from the Board of Directors.

- 8.2.1 Except as set forth herein, elections for officers shall be held at the annual Board meeting in even-numbered years.
- 8.2.2 Those names eligible to be placed on a ballot for office are those nominations received and certified by the Governance Committee, plus those nominations, taken from the floor, of individuals confirmed as members of the Board of Directors for the next Board term.
- 8.2.3 Any member of an existing Board of Directors, including Members At Large, may be nominated for the office of President, subject, however, to the limitations contained in Subsection 6.2.3.
- 8.2.4 A Member At Large, newly elected or re-elected at an Election Meeting, being certified by the Governance Committee as serving on the next Board term, may be nominated for the office of First Vice President, Second Vice President, Secretary or Treasurer.

8.3 Procedure for Electing Officers.

- 8.3.1 Nominations in Advance of an Election Meeting. Any individual member of the Board may nominate themselves or other member of the Board of Directors for office, provided the nominee is certified by the Governance Committee as a member of the Board for the next Director's term, and such nomination does not conflict with the rules appearing herein.

- (a) Nominations shall be submitted in the form and within such reasonable time as prescribed by the Governance Committee.
- (b) The Governance Committee shall notify each individual nominated and ask if he wishes to serve and have his name placed on the ballot.
- (c) If an individual has nominated themselves for office, the Governance Committee shall confirm receipt of the nomination.
- (d) The nominee, once certified by the Governance Committee as eligible for office, and having accepted the nomination, need not be present at the Election Meeting.

8.3.2 Nominations from the Floor at an Election Meeting. Any individual member of the Board may nominate themselves or other member of the Board of Directors for office, provided the nominee is certified by the Governance Committee as a member of the Board for the next Director's term, and such nomination does not conflict with the rules appearing herein.

- (a) An individual nominated for office from the floor must be present to accept such nomination.

8.3.3 Order of Election.

- (a) The Board shall vote first for the office of President.
- (b) In the year of the Summer Olympic Games, the Board shall then vote for the three Sport Committees: Freestyle, Greco-Roman, and Women's Freestyle.
- (c) In the year of the Summer Olympic Games, the President will have the option, at that point, to name the chairpersons of the Men's Freestyle, Greco-Roman, and Women's Freestyle Sport Committees, which will automatically place them on the newly elected Board of Directors and shall be effective after the conclusion of the Annual Meeting.
- (d) The Board shall then vote for individuals to serve as Members At Large of the Board for the next Director's term. Members At Large shall be elected according to the provisions appearing in Sections 8.6 and 8.7.
- (e) The Board shall then vote for other offices in the following order:
 - First Vice President
 - Second Vice President
 - Secretary
 - Treasurer

8.3.4 Method of Election. The Board shall vote by secret ballot and shall cast one vote per round of balloting for each office.

- (a) The first ballot, if needed, will be to reduce the candidate field for each office to no more than three individuals. The three individuals receiving the most votes shall be considered in the next round of balloting. If there is a tie between individuals for the third-highest vote total, a run-off election shall be conducted to determine the third-place candidate.
- (b) From the final three candidates for an office, a secret ballot will be conducted either once, or twice, as needed, until one candidate has a simple majority of votes. If no candidate receives a majority on the first ballot, the person receiving the least number of votes shall be stricken from the list, and a run-off will be conducted from the final two.

8.4 **General Rules Concerning Committees.** It shall be the policy of the corporation to elect members of committees by vote of the Board of Directors from candidates nominated from the membership at large, except where provided elsewhere in the Bylaws.

- 8.4.1 The election for members of the Executive Committee and the Governance Committee shall be conducted at the annual Board meeting in even-numbered years, after elections are held for officers of the corporation.
- 8.4.2 The elections for members of the Long-Range Planning Committee, Men's Freestyle, Greco-Roman, and Women's Freestyle Sport Committees shall be conducted at the annual Board meeting of the same year of the Summer Olympic Games.
- 8.4.3 The election for members of all other standing committees shall be conducted at the annual Board meeting on odd-numbered years.
- 8.4.4 The provisions contained herein shall not apply to Ad Hoc, Sub-Committee or Special Task committees.
- 8.4.5 No limit shall be placed on how many committees an individual may serve.
- 8.4.6 The Board of Directors may, on an individual committee basis, enact election rules providing for staggered terms of committee members whose terms are not otherwise determined in these Bylaws.
 - (a) A standing committee may recommend staggered terms for its members by submitting a plan of representation and terms to the Governance Committee.
 - (b) The Governance Committee shall review the plan, and, in consultation with the committee, make changes or clarifications as needed. The Governance Committee may then present to the Board of Directors, at a time appropriate for such motions, a committee plan for staggered terms.
 - (c) If a motion is approved by the Board of Directors allowing for staggered terms, the plan shall be submitted to the Governance Committee for implementation.
- 8.4.7 Unless staggered as per Section 8.4.6, or otherwise stated in the Bylaws, a committee term shall be two years.

8.5 Procedure for Electing Committee Members.

- 8.5.1 The Governance Committee shall list or describe, in a timely edition of the newspaper, magazine, on the website at www.themat.com, or other communication made available to the general membership of USA Wrestling, the committees of USA Wrestling for which available seats may be filled by members of the corporation. Such notice shall include a call for nominations, pertinent rules related thereto, and deadlines for nominations.
- 8.5.2 Any individual member of the corporation may nominate themselves or other individual members of the corporation for a committee seat.
 - (a) An individual member of the corporation is one who holds an individual membership in the corporation as evidenced by a valid membership card.
 - (b) Nominations shall be submitted in the form and within such reasonable time as prescribed by the Governance Committee.
 - (c) Materials such as resumes, position papers, letters of recommendation, etc., may be submitted to the Governance Committee in support of a nomination.
- 8.5.3 The Governance Committee shall notify each individual of the nomination and ask if he wishes to serve and have his name placed on the ballot.

- (a) If an individual has nominated themselves for office, the Governance Committee shall confirm receipt of the nomination.
- 8.5.4 The Governance Committee shall assemble a list of candidates for each committee who have qualified according to the provisions of this Article, and who have been certified as current members of the corporation.
 - (a) The President shall review the list of nominees for each committee and materials in support of candidacies. Recommendations to the Board may be indicated by checkmark.
- 8.5.5 The Governance Committee shall publish the list of candidates for each committee in a form comprising the First Ballot.
 - (a) All individuals nominated and qualified for a committee seat under this Article shall be included on the ballot. Among the nominees for each committee will be those check-marked by the President as particularly recommended.
- 8.5.6 Members of the Board of Directors may make additional nominations for committee seats from the floor.
 - (a) Any such nominee must be present at the Election Meeting to accept the nomination.
 - (b) The Governance Committee shall certify that any such nominee is a current member of the corporation and is eligible to serve.
 - (c) The name of any individual nominated from the floor and certified by the Governance Committee shall be added to the previously published list comprising the First Ballot. Nominations from the floor shall not affect check-marked names on the ballot.
- 8.5.7 No speeches shall be allowed at the election meeting, but candidates for committee seats may lobby and solicit support from Board members prior to the election.
- 8.5.8 The Board shall vote by secret ballot and shall cast as many votes per round of balloting as there are available committee seats. No Board member shall vote for the same individual more than once in any round of balloting.
 - (a) The first ballot, if needed, will be to reduce the candidate field for a committee to three (3) times the number of available seats. This shall be determined by plurality of votes cast. If the first ballot yields less than 3 times the number of available seats, then the next ballot shall proceed with less than 3 times the number of available seats.
 - (b) Once the field has been reduced, or, if there is no need to reduce the field because there are a lesser number of people seeking a committee seat than that meeting the formula above described, the Board shall vote to choose committee members. Each member of the Board shall, in one ballot, cast votes equal to the number of committee seats available. That candidate or candidates receiving the most votes shall be elected.

8.6 **General Rules Concerning Members At Large.**

- 8.6.1 Members At Large shall be elected.
- 8.6.2 Elections for Members At Large shall be held at the annual in-person Board meeting in even numbered years.
- 8.6.3 The term of a Member At Large shall be two (2) years. No person may serve more than three (3) consecutive terms.

- 8.6.4 In the event of a Member At Large vacancy, the President may appoint a replacement for remainder of the term with executive committee approval.

8.7 Procedure for Electing Members At Large.

- 8.7.1 The Governance Committee shall list or describe, in a timely edition of the newspaper, magazine or other communications made available to the general membership of USA Wrestling, the availability of Member At Large seats on the Board of Directors, with a call for nominations. Such notice shall include a call for nominations, pertinent rules related thereto, and deadlines for nominations.
- 8.7.2 Any individual member of the corporation may nominate themselves or other individual members of the corporation as a candidate for Member At Large.
- (a) An individual member of the corporation is one who holds an individual membership in the corporation as evidenced by a valid membership card.
 - (b) Nominations shall be submitted in the form and within such reasonable time as prescribed by the Governance Committee.
 - (c) Materials such as resumes, position papers, letters of recommendation, etc., may be submitted to the Governance Committee in support of a nomination.
- 8.7.3 The Governance Committee shall notify each individual nominated and ask if he wishes to serve and have his name placed on the ballot.
- (a) If an individual has nominated themselves for office, the Governance Committee shall confirm receipt of the nomination.
- 8.7.4 The Governance Committee shall assemble a list of candidates for Member At Large who have qualified according to the provisions of this Article, and who have been certified as current members of the corporation.
- (a) The President shall review the list of nominees for Members At Large and materials in support of candidacies. Recommendations to the Board may be indicated by checkmark.
- 8.7.5 The Governance Committee shall publish the list of candidates for Members At Large in a form comprising the First Ballot.
- (a) All individuals nominated and qualified for Member At Large under this Article shall be included on the ballot. Among the nominees for Member At Large will be those check-marked by the President as particularly recommended.
- 8.7.6 Members of the Board of Directors may make additional nominations for Member At Large from the floor.
- (a) Any such nominee must be present at the Election Meeting to accept the nomination.
 - (b) The Governance Committee shall certify that any such nominee is a current member of the corporation and is eligible to serve.
 - (c) The name of any individual nominated from the floor and certified by the Governance Committee shall be added to the previously published list comprising the First Ballot. Nominations from the floor shall not affect check-marked names on the ballot.
- 8.7.7 No speeches shall be allowed by candidates at the election meeting, but candidates for Member At Large may lobby and solicit support from Board members prior to the election, in private meetings, or by mail.

8.7.8 The Board shall vote by secret ballot and shall cast as many votes per round of balloting as there are available Member At Large seats. No Board member shall vote for the same individual more than once in any round of balloting.

- (a) The first ballot, if needed, will be to reduce the candidate field for Member At Large to three (3) times the number of available seats. This shall be determined by plurality of votes cast. If the first ballot yields less than 3 times the number of available seats, then the next ballot shall proceed with less than 3 times the number of available seats.
- (b) Once the field has been reduced, or, if there is no need to reduce the field because there are a lesser number of people seeking a Member At Large seat than that meeting the formula above described, the Board shall vote to choose Members At Large. Each member of the Board shall, in one ballot, cast votes equal to the number of Member At Large seats available. That candidate or candidates receiving the most votes shall be elected.

Article IX

Human Resources and Indemnification

9.1 Executive Director.

- 9.1.1 The corporation shall employ an Executive Director, on such terms as shall be approved by the Board. The Executive Director, under the direction of the Board as represented by the President, shall be in charge of the operations of the corporation and shall be responsible for carrying out the policies of the corporation as established by the Board of Directors.
- 9.1.2 The Executive Director shall have supervisory authority over the corporation's paid and unpaid personnel, and shall, within his or her discretion, be responsible for matters concerning employment of personnel and the terms and conditions of their hire.
- 9.1.3 The Executive Director shall have supervision over all monies and bank accounts of the corporation and shall cause checks and drafts to be issued upon his direction.
- 9.1.4 Subject to any limitations adopted by the Board, the Executive Director shall be entitled to execute contracts and other legal instruments on behalf of the corporation. The Executive Director may delegate signing authority to another senior level staff member in their absence.
- 9.1.5 The Executive Director shall be invited to attend all meetings of the Board of Directors and of the Executive Committee, with voice but without vote, provided that such person shall not attend those portions of meetings at which their performance or compensation is to be evaluated. The Executive Director or their designee shall also be a nonvoting member, ex officio, of all committees of the corporation and shall keep, or cause to be kept, minutes of the meetings of such committees.

9.2 Personnel Generally.

- 9.2.1 The corporation may employ other administrative personnel as it shall determine to be in the interest of the corporation.
- 9.2.2 No employee of the corporation shall serve as a member of the Board of Directors, nor shall any employee serve any committee of the Board of Directors other than as a non-voting staff liaison.

9.3 Indemnification of Certain Individuals.

- 9.3.1 The Board of Directors may adopt regulations authorizing the indemnification of its officers, members of the Board and Executive Committee, members of standing committees, the national office staff, and certain agents of the corporation against expenses, judgments, fines, and settlement payments incurred in connection with legal actions brought against them because of their service in such capacities. The specific provisions, conditions and limitations of this authorization appear in Appendix B.

Article X State Associations

- 10.1 **State Associations Generally.** The corporation shall conduct its affairs in the United States through recognized state associations which are formed to foster the purposes and carry out the programs of the corporation in a geographically defined area.

- 10.1.1 State Associations may use the following nomenclature for their state " _____ [name of State] - USA Wrestling". All names must be approved by the corporation prior to use.

- 10.1.2 State Associations shall agree to abide by the provisions of the Articles of Incorporation and Bylaws of the corporation and shall be subject to the policies established by the Board of Directors.

- 10.1.3 The corporation shall recognize only one Association in each state.

- 10.1.4 State Associations shall make provision in their respective Bylaws for the election of directors and officers of the Association.

- (a) There shall be a Chairperson of each State Association, who shall be the chief executive officer of the State Association.
- (b) The Chairperson of each State Association shall be responsible to the Executive Director of the corporation, as agent of the Board of Directors, for the purposes of carrying out the policies of the Board and filing official documents, records, and monies on behalf of the State Association.
- (c) There may be such other officers in addition to the Chairperson as determined by each State Association.
- (d) The method of election of officers and the criteria for determining nominees for any office in any State Association shall be on file with the National Office of the corporation.

- 10.1.5 Each State Association shall submit a copy of corporate documents, policies, data, and other relevant documents upon application as a state association and as requested by the Executive Director of the corporation or their designee.

- 10.1.6 Designation as an official State Association of the corporation by the Board of Directors, together with the periodic reviews of such designation, will convey authority of the State Association to conduct the affairs of the corporation within that Association's area of jurisdiction.

- (a) No officer or director of a State Association may pledge or execute documents encumbering or obligating the corporation, except insofar as it may pertain to the State Association, for which the State Association shall remain solely responsible.

10.1.7 If there exists no State Association, the Board of Directors may grant approval for the individuals or teams in that state to register with and participate in the State Association of another state, provided the host state agrees and can fulfill its responsibility to these additional members.

10.1.8 Any challenge received by the corporation to a State Association's status, performance, or function, may be referred to the Junior Olympic Wrestling Committee for investigation and recommendation to the Executive Director, as agent of the Board of Directors, or the Board of Directors, for action.

Article XI

Sanctions

11.1 **Sanction Policy.** The sanctioning policy of the corporation for domestic or international amateur wrestling events, including camps, clinics, tournaments, dual meets, practices, friendship meets, exchanges, or tours, shall be as follows: If the corporation does not determine by clear and convincing evidence that holding or sponsoring an amateur wrestling event would be detrimental to the best interest of the sport, the corporation shall promptly grant a sanction requested by an organization or person, provided the petitioning organization or person:

- (a) Pays to the corporation any required sanctioning fee, if such fee is reasonable and non-discriminatory, and
- (b) Coordinates the scheduling of the event with USA Wrestling in a timely manner, and
- (c) Demonstrates that:
 - appropriate measures have been taken to protect the amateur status of athletes who will take part in the event, and to protect their eligibility to compete in amateur wrestling competition;
 - appropriate provision has been made for the validation of records which may be established during the competition;
 - due regard has been given to any international amateur wrestling protocol, convention, regulations of host nations, or limitations imposed by international wrestling organizations;
 - the event will be conducted by qualified officials;
 - proper medical supervision will be provided for the athletes who will participate in the event;
 - proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the event, including complying with the corporation's Safe Sport Policy; and
- (d) Submits to the corporation an audited or notarized financial report of similar events, if any, conducted by the amateur sports organization or person.

11.2 A sanction may be withheld in the event the corporation determines that except when conducted or sponsored by the corporation (or its designee for that purpose as named by the Board of Directors), the holding or sponsoring of an international wrestling competition in the following circumstances would be detrimental to the best interest of amateur wrestling:

- (a) Competition involving a team selected by the corporation;
 - (b) Competition held in the United States involving a team representing a foreign country;
- or

(c) Competition sponsored abroad involving a team representing the United States.

- 11.3 In recognition of the duties of the corporation under the Sports Act to develop interest and participation throughout the United States in amateur wrestling and to minimize, through coordination with amateur sports organizations, conflicts in scheduling of practices and competitions, and the authority of the corporation under the Sports Act to serve as the coordinating body for amateur wrestling activity in the United States and to conduct amateur wrestling competition except for restricted amateur wrestling competitions, any amateur sports organization which conducts an amateur wrestling competition in the United States shall be obligated to coordinate the conduct of all competitions and practices held and sponsored by it with the corporation and to observe and respect the foregoing duties and authority of the corporation under the Sports Act.
- 11.4 If an amateur sports organization or other person proposes to sponsor United States athletes in international amateur wrestling competitions to be held outside of the United States, or to sponsor amateur wrestling competition to be held in the United States other than that referred to in Section 11.2, it shall seek and obtain a sanction from the corporation pursuant to the provisions of this Article.
- 11.5 Notwithstanding the foregoing, any amateur sports organization which conducts amateur competition, participation in which is restricted to a specific class of amateur athletes (such as high school students, college students, members of the Armed Forces or similar groups or categories), herein called "restricted competition," shall have exclusive jurisdiction over such competition. If such amateur organization wishes to conduct international amateur wrestling competition, however, it shall obtain a sanction from USA Wrestling as herein provided.

Article XII

Eligibility, Right to Compete / Protected Competition(s) and Grievances

- 12.1 Eligible Status. The corporation shall not have eligibility criteria related to amateur status (or to participate in the Olympic Games, or the Pan-American Games) which are more restrictive than those of its international sports federation, United World Wrestling (UWW).
- 12.2 Right to Compete / Protected Competition(s). The corporation shall provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in amateur athletic competition without discrimination on the basis of race, religion, color, sex, age or national origin.

Before declaring any amateur athlete, coach, trainer, manager, administrator, or official ineligible to participate in the Olympic Games, the Pan American Games, World Championship competition or other such protected competitions as defined in the USOPC Bylaws from time to time, USA Wrestling shall provide the affected individual with fair notice of the alleged grounds of ineligibility and the opportunity for a hearing on the matter.

- 12.3 Internal Grievance. Any member of the corporation may file a written grievance with the President and Executive Director pertaining to any matter within the cognizance of the corporation and alleging a violation of any provision of these Bylaws, of the Sports Act, or of the Bylaws of the USOPC. Any such grievance will be handled as set forth in the corporation's Disciplinary Proceedings and Grievance Policy. The current policy is available online at the following: <https://content.themat.com/forms/Disciplinary-Proceedings-and-Grievance-Policy.pdf>.
- 12.4 State Association. State Association challenges will be handled as set forth in Subsection 10.1.8.

- 12.5 Safe Sport. Issues pertaining to safe sport violations shall be handled as set forth in Article XIII.

Article XIII Safe Sport Violations

- 13.1 USA Wrestling Safe Sport Policy. USA Wrestling has adopted a Safe Sport Policy for application to its members, athletes, participants, coaches, officials, volunteers (including Directors, Officers and committee members of USA Wrestling and its state associations), and staff. The USA Wrestling Safe Sport Policy recognizes that as a member of the USOPC, USA Wrestling and all persons who are subject to the USA Wrestling Safe Sport Policy are required to comply with the SafeSport Code for the U.S. Olympic and Paralympic Movement of the U.S. Center for SafeSport (the “SafeSport Code”) and all related practices, procedures, and rules of the U.S. Center for SafeSport. The USA Wrestling Safe Sport Policy incorporates by reference the SafeSport Code and all related practices, procedures, and rules, including definitions of prohibited conduct.
- 13.2 U.S. Center for SafeSport. If USA Wrestling receives a complaint or a report of prohibited conduct that is required to be referred to the U.S. Center for SafeSport, USA Wrestling shall report and refer such matter to the U.S. Center for SafeSport, and the U.S. Center for SafeSport shall have the exclusive jurisdiction and authority to investigate and adjudicate that matter and will determine resolutions and sanctioning for any violation. A decision concerning a safe sport violation adjudicated by the U.S. Center for SafeSport shall not be reviewable through the USA Wrestling Safe Sport Policy or the internal grievance procedures of USA Wrestling. The report and referral of a matter to the U.S. Center for SafeSport shall not supersede any local, state, or federal reporting requirements or jurisdiction.
- 13.3 Other Safe Sport Violations. If USA Wrestling receives a complaint or a report of prohibited conduct that is not within the exclusive jurisdiction of the U.S. Center for SafeSport, USA Wrestling may refer such matter to the U.S. Center for SafeSport for investigation and adjudication pursuant to the discretionary jurisdiction of the U.S. Center for SafeSport. If the U.S. Center for SafeSport does not accept jurisdiction, or if USA Wrestling does not make such a referral, the matter shall be administered under the provisions of USA Wrestling’s Safe Sport Policy and Procedures. The applicable provisions and procedures of these Bylaws pertaining to matters of eligibility or internal grievances shall not apply to such Safe Sport matters.

Article XIV Binding Arbitration

- 14.1 In accordance with Section 220522 of the Sports Act, the corporation shall submit to binding arbitration involving:
- 14.2 Its recognition as a national governing body, as provided in Section 8 of the USOPC Bylaws, upon demand of the USOPC; and
- 14.3 The opportunity of any amateur athlete, coach, trainer, manager, administrator or official to participate in amateur athletic competition in wrestling, as provided in Section 9 of the USOPC Bylaws, conducted in accordance with the Commercial Rules of the American Association, as may be modified in accordance with Section 220522(a)(4)(B) of the Sports Act.

Article XV
Fiscal Year and Dues

- 15.1 The fiscal year of the corporation shall begin on the first day of September and end on the last day of August in each.
- 15.2 Annual Dues. The annual membership dues of the corporation shall be determined by the Board of Directors.
- 15.3 Failure to Pay Dues. In the event an Active or Allied member shall fail to pay annual dues on or before September 1, after notice by the corporation, the Executive Director shall promptly mail the member by registered mail a notice of non-payment. If dues are not received by the corporation within thirty (30) days thereafter, the membership of the organization in question shall be terminated (along with the right of its representatives to act as directors or officers of the corporation), provided that if the Board of Directors or Executive Committee, prior to such termination, determines that some lesser sanction should be imposed for non-payment of dues, then that determination shall operate on the basis of extenuating circumstances.

Article XVI
Amendments to the Articles or Bylaws

- 16.1 Notice and Voting. The Articles of Incorporation or Bylaws may be amended at any meeting of the Board of Directors, upon the affirmative vote of two-thirds of the members of the Board present and voting, a quorum being present. Proposed amendments shall be submitted to the Governance Committee at least forty-five (45) days prior to the meeting at which the amendments are to be considered. Governance Committee accepted amendment(s) shall be conveyed to the members of the Board of Directors by the Chairperson of the Governance Committee not later than thirty (30) days preceding any such meeting.
- 16.2 Changes in Proposed Amendments. It shall not be improper for the Board, in considering and acting upon proposed amendments to the Articles or Bylaws, to approve changes therein which go to form and not to substance, and where more than one amendment has been proposed on the same subject matter, to approve an amendment which represents a substantive compromise between or among the competing proposals.

Article XVII
Miscellaneous Provisions

- 17.1 Failure of literal or complete compliance with any provision of these Bylaws in respect of dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the Directors of the Board do not cause substantial injury to the rights of the Directors, shall not invalidate the actions or proceedings of the Directors at any meeting.

Appendix A Composition of the Board of Directors

<i>Officers</i>	Number of Votes
Immediate Past President	1
President	1
First Vice President	0
Second Vice President	0
Secretary	0
Treasurer	0
<i>Members At Large</i>	
Member At Large # 1	1
Member At Large # 2	1
Member At Large # 3	1
Member At Large # 4	1
Member At Large # 5	1
Member At Large # 6	1
Member At Large #7 – Independent	1
<i>Active Members</i>	
Armed Forces Sports Council	1
National Association of Intercollegiate Athletics	1
National Collegiate Athletic Association	1
National Federation of State High School Associations	1
National Junior College Athletic Association	1
National Wrestling Coaches Association	1
<i>Operating Councils of the Corporation</i>	
Chairperson of the Youth Development Council	1
Vice Chairperson of the Youth Development Council	1
Chairperson of the Junior Council	1
Vice Chairperson of the Junior Council	1
Representative from the Women's Age Group Council	1
Chairperson of the State Chairperson's National Council	1
Representative from the Senior Clubs/Regional Training Center Council	1
Representative from the Coaches Council - Coaches Pool	1
Representative from the Coaches Council – Grassroots Pool	1
Chairperson from the United States Wrestling Officials Association	1
Representative from the Folkstyle Committee	1
<i>Athletes (from the Athletes' Advisory Committee)</i>	9
<i>Athletes At Large</i>	
Athlete Member At Large #1	1
Athlete Member At Large #2	1
Athlete Member At Large #3	1
Athlete Member At Large #4	1
Athlete Member At Large #5	1
Athlete Member At Large #6	1
<i>Sport Committees</i>	
Chairperson of the Men's Freestyle Sport Committee	1
Chairperson of the Greco Roman Sport Committee	1
Chairperson of the Women's Freestyle Sport Committee	1
<i>Other</i>	
National Wrestling Hall of Fame and Museum Representative	1
<i>Ex-Officio Non-Voting Members</i>	
American member(s) of the UWW Bureau	0

Appendix B Indemnification

(a) The corporation 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 the corporation) by reason of the fact that said individual is or was a member of the Board, Officer, employee, committee member or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the individual in connection with such action, suit or proceeding if the individual acted in good faith and in a manner in which the individual reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe said conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, or itself, create a presumption that the person did not act in good faith and in a manner that the individual reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that said conduct was unlawful.

(b) The corporation 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 the corporation to procure a judgment in its favor by reason of the fact that the individual is or was member of the board, Officer, employee, committee member or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another association, corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by the individual in connection with the defense or settlement of such action or suit if the individual reasonable believed to be in or not opposed to the best interests of the corporation and except that no 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 said duty to the corporation 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 circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(c) To the extent that a board member, Officer, employee, committee member or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (a) or (b) in the defense of any claim, issue, or matter therein, the individual shall be indemnified against expenses (including attorneys' fees) actually and reasonable incurred by said party in connection therewith.

(d) Any indemnification under paragraphs (a) or (b), unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the Board member, Officer, employee, committee member or agent is proper in the circumstances because the individual has met the applicable standards of conduct set forth in paragraphs (a) or (b). Such determination shall be made (1) by the Board by a majority vote of a quorum consisting of members who were not parties to such action, suit or proceeding, or (2) if such quorum is not obtainable, or, even if obtainable if a quorum of disinterested board members so directs, by independent legal counsel in a written opinion.

(e) Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in paragraph (d) upon receipt of an undertaking by or on behalf of the board member, Officer, employee, committee member or agent to repay such amount unless it shall ultimately be determined that said individual is entitled to be indemnified by the corporation as authorized in this section.

(f) The indemnification provided by this section shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of members or disinterested board members or otherwise both as to action in the individual's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a board member, officer, employee, committee member or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

(g) The corporation may purchase and maintain insurance of behalf of any person who is or was a board member, Officer, employee, committee member or agent of the corporation, or is or was serving at the request

of the corporation as a member of the board, director, officer, employee or agent of another association, corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the individual and incurred by the corporation in any such capacity or arising out of the individual's status as such, whether or not the corporation would have the power to indemnify said individual against such liability under the provisions of this section.