

CONSTITUTION AND BY-LAWS
OF THE
MENDHAM-CHESTER YOUTH WRESTLING CLUB, INC.
As Adopted May 3, 1999 and Amended April 19, 2000

CONSTITUTION

ARTICLE I - NAME

- Section 1. The corporation shall be known as the Mendham-Chester Youth Wrestling Club, duly incorporated under and by virtue of the provisions of Title 15 of the Revised Statutes of New Jersey (1937) and the amendments thereof and supplements thereto for the lawful purposes as hereinafter stated.
- Section 2. The principal office of this corporation shall be located in Mendham or Chester at the discretion of its president.

ARTICLE II - PURPOSE

- Section 1. It is the intent and purpose that this corporation shall be organized and operated exclusively for charitable and educational purposes in the public interest.
- Section 2. The purposes of this corporation are to provide opportunities for children to participate in organized wrestling, to provide training in wrestling techniques, and to promote community interest in wrestling.
- Section 3. This corporation is not organized for the pecuniary profit of its trustees, officers or members; the corporation may neither issue stock nor declare nor distribute dividends; and no part of the net income or earnings of this corporation shall inure to the benefit of any trustee, officer or member of the corporation or to any private individual.
- Section 4. No part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation. This corporation shall not participate in, or otherwise intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.
- Section 5. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III - AFFILIATION

- Section 1. This organization shall not be directly responsible to any other organization locally, nationally or internationally.
- Section 2. This organization may choose to participate in, seek support from and join with, for specific purposes, organizations ascribing to the goals and purposes of the Mendham-Chester Youth Wrestling Club, Inc. These organizations may include, but are not limited to, the Chester Police Athletic Association, the Suburban Wrestling League, the North Jersey Wrestling League and the Tri-County Midget Wrestling Conference.

ARTICLE IV - MEMBERSHIP

The membership of this organization shall be the parents or guardians of any wrestler duly registered with the club during that one fiscal year.

ARTICLE V - GOVERNMENT

- Section 1. The government of this organization shall be vested in a Board of Trustees consisting of five members subject to the will of the membership. The trustees of this organization shall be elected in the manner prescribed by the by-laws.
- Section 2. The officers of this organization shall be elected by the Board of Trustees and shall hold office for a period of one fiscal year, or until their successors are duly elected and charged. Said officers shall be the President, Vice President, Secretary, Treasurer, and Head Coach.

ARTICLE VI - MEETINGS

- Section 1. The annual meeting of the club shall be held immediately preceding the annual banquet of the youth wrestling team, unless a different date and time for such meeting is established by the Trustees. The annual meeting shall be held at the banquet hall or such other place as is designated by the Trustees.
- Section 2. Notice of annual and special meetings of all club members shall be given either in writing mailed to all members or by public notice in the Observer-Tribune and Daily Record newspapers at least ten (10) days before the date of such meeting.
- Section 3. At the annual meeting, the order of business shall be:
1. Minutes of previous meeting
 2. President's report
 3. Treasurer's report
 4. Report of other officers and trustees

- 5. Reports of program coordinators and other committee heads
- 6. Election of Trustees
- 7. Old Business
- 8. New Business

Section 4. The Board of Trustees shall meet regularly for the purpose of conducting the Club's business as prescribed in the by-laws.

Section 5. All meetings of the Board of Trustees are open to the general membership.

Section 6. A special meeting of all club members shall be called by the president whenever either a majority of the Trustees or 20% of the members in good standing make a written request to the president for the same, specifying the subject of the meeting.

ARTICLE VII - FISCAL YEAR

The fiscal year of this organization shall be May 1 through April 30.

ARTICLE VIII - DISSOLUTION

Section 1. In the event of dissolution, the Board of Trustees shall be governed by the laws of the State of New Jersey as outlined in the Certificate of Incorporation of the organization.

Section 2. Upon the dissolution (of this organization), assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE IX - AMENDMENT

This constitution may be amended by a two-thirds vote of the members present and voting at any annual or special meeting of members following a meeting at which such proposed amendment has been read aloud, provided that proper notice of such meetings are given in accord with Article VI Section 2 herein.

BY-LAWS

ARTICLE I - GOVERNMENT

Section 1. The government of this organization shall be vested in the Board of Trustees which shall be subject to the will of the membership.

Section 2. The trustees shall be elected at the Annual Meeting of the organization as provided in Article IV of these by-laws.

- Section 3. The trustees shall serve for a period of two years; three trustees being elected in each odd year, and two trustees being elected in each even year, "two years" meaning the immediately following two fiscal years.
- Section 4. The trustees for the coming fiscal year shall elect the officers of the organization for the coming fiscal year at the next regularly scheduled trustees meeting following the election of trustees.
- Section 5. A vacancy on the Board of Trustees, or in any office, shall be filled by vote of the Board of Trustees. Such appointee shall serve until the next regular election for that office.

ARTICLE II - BOARD OF TRUSTEES

- Section 1. The Board of Trustees shall have the power to manage all the affairs of the club on any and all questions relating in any manner whatsoever thereto, and to make all contracts necessary for the proper transaction of all business. They shall have entire jurisdiction over all matters pertaining to the care, conduct, control, supervision and management of the club and its finances, and all appropriations shall be made by them. The Board of Trustees shall also have the power to delegate the aforementioned powers and duties as they deem appropriate in their sole discretion.
- Section 2. The trustees shall receive no fees or compensation for their services. However, any trustee may be reimbursed for authorized expenses incurred in the furtherance of the purposes of this organization.
- Section 3. No assessments shall be levied directly against the Board of Trustees for the purpose of meeting the club's obligations.
- Section 4. The president shall preside at all meetings of the club and Board of Trustees and enforce all laws and regulations of the club. He shall perform such other duties as shall be imposed upon him by resolution of the Board of Directors.
- Section 5. New trustees shall take part in an organizational meeting and shall take office May 1, which date shall begin this organization's fiscal year.

ARTICLE III - DUTIES OF OFFICERS

- Section 1. The president, as chief officer of the organization, shall supervise the organization's affairs and activities and shall make an annual report thereon to the members.
- Section 2. The vice-president shall work with the president on such affairs of the organization as: membership, recruiting, finances, public relations and project and committee activities, and, also, preside at meetings in the absence of the president.
- Section 3. The secretary shall give notice of all regular and special meetings, and shall keep a permanent record of the minutes of such meetings and distribute said minutes to trustees in a timely manner; shall handle all correspondence for the organization and all correspondence received and issued by the organization.

- Section 4. The treasurer shall collect funds, keep the books of the organization, disburse funds as required, and shall report monthly on the financial condition of the organization; shall prepare a report for audit by his successor, and a written report of the members; and shall make the necessary filing of any documents with government agencies.

ARTICLE IV - ELECTIONS

- Section 1. Not less than thirty days prior to the annual election, the president shall appoint, subject to the advice and consent of the Board of Trustees, a nominating committee of three members.
- Section 2. The nominating committee shall provide sufficient names of candidates for election to open offices in writing to the trustees not less than ten days prior to the annual election.
- Section 3. No member of the nominating committee shall be eligible to any office by the action of the nominating committee.
- Section 4. Additional names may be placed in nomination by any member until the time of balloting by the membership.
- Section 5. Balloting shall be conducted by one member of the nominating committee who is currently not an officer of the organization and not nominated for the Board of Trustees, or anyone else designated by the trustees.
- Section 6. Balloting for contested positions shall be done by written ballot.
- Section 7. The candidate receiving a plurality of the votes cast shall win an election.

ARTICLE V - FINANCES

- Section 1. The Board of Trustees is authorized to accept and receive, in the name of the club, all money given for the purpose of the organization.
- Section 2. The Board of Trustees is authorized to set fees for the use of the services of this organization.
- Section 3. The trustees have the right to set and collect dues for membership in this organization.
- Section 4. All payments of debts of the organization will be by the organization's check. The treasurer or the president must sign all checks of the organization. Any disbursement of club funds exceeding \$500 shall require the explicit prior approval of the Board of Trustees.
- Section 5. The corporation shall maintain a checking account in a local bank in Mendham or Chester, N.J.
- Section 6. The corporation shall maintain an interest bearing savings account in a local

bank in Mendham or Chester, N.J.

- Section 7. The president shall sign all written contracts and written obligations of the Board of Trustees.
- Section 8. Transfer of funds between the checking and savings account may be made by the treasurer or president.

ARTICLE VI - RULES OF ORDER

- Section 1. Robert's "Rules of Order" shall govern the proceedings of all meetings of the organization and constituent parts, except as provided by these by-laws.
- Section 2. A majority of the members in good standing of the Board of Trustees shall constitute a quorum at any meeting of the Board.
- Section 3. Affirmative vote by a simple majority of the members of the Board of Trustees present and voting at any regular or special meeting of the Board shall decide all matters, providing a quorum is met.
- Section 4. All club members and wrestlers during club functions shall refrain from behavior prohibited by the Code of Discipline in the Student Handbook of the West Morris Mendham High School. Violations will result in immediate administrative action. Disciplinary action shall be determined by the severity of the behavioral infraction and may include suspension or expulsion from the Club.

ARTICLE VII - COMMITTEES

- Section 1. The Board of Trustees shall determine the committees deemed proper and necessary to fulfill the objectives and purposes of the organization.
- Section 2. All committee chairmen shall be appointed by the president, subject to the approval of the Board of Trustees.
- Section 3. The president and the vice-president shall be ex-officio members of all committees.

ARTICLE VIII - DELEGATIONS

Delegations shall be appointed by the president, subject to the consent of Board of Trustees, to represent the organization at any convention, league meeting or assembly, as may be necessary. Such delegations or committees shall exercise only those powers specifically vested in them by the Board of Trustees.

ARTICLE IX - AUTHORITY TO BIND

No member of this organization shall contract for, or incur any debt or enter into any agreement or otherwise obligate this organization, except by authorization of the Board of Trustees.

ARTICLE X - REMOVAL FROM OFFICE

Any trustee who shall willfully violate any of the by-laws or rules of the club or who shall be guilty of any conduct injurious to the order, peace, interest or welfare of the club shall be subject to removal. Any trustee charged with misconduct as aforesaid shall be furnished, in writing, with a copy of the charge and shall be given at least five (5) days notice to appear before the Board of Trustees to make answer thereto. If, upon inquiry and hearing, the Board of Trustees shall be satisfied with the truth of the charge, the Board may, upon the affirmative vote of a majority of the other trustees, remove such trustee from office.

ARTICLE XI - POLICY

Whenever possible, written policy shall be established which will state the rules pertaining to the adoption of programs, duties of officers, trustees and appointed committees and other matters of concern to the organization.

ARTICLE XII - AMENDMENTS

The by-laws and policies may be amended by a two-thirds vote of the members present at any annual or special meeting.
