

# Constitution and By-Laws of Priest River Wrestling Club

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*Revised September 2023*

## **Article I - Name and Objective**

Section 1 – The name of this organization shall be Priest River Wrestling Club and shall operate and do business under this name. The business address shall be: 541 Corbit Ln, Blanchard, ID 83804

Section 2 – This organization is formed to promote and stress the importance of school and academics and foster the instruction, growth and welfare of juvenile amateur athletes in the Priest River, ID/Newport, WA areas. PRWC is solely for the benefit of the children. We believe that fun and good sportsmanship and full participation of all children who want to wrestle is more important than winning; that learning cooperation, commitment and skills is more important than fierce competition and we are committed to coaching and working with children in a manner that promotes these values, fosters self-esteem and the importance of being great students and contributors to the community.

Section 3 - This organization shall be considered an informal organization, not for profit, and is not organized for the private gain of any person.

## **Article II – Membership**

Section 1 – Membership in this organization shall be open to any reputable person, association, corporation, partnership or estate, subject to the approval of the Board of Directors.

Section 2 – Admission to membership in this organization shall be construed to mean and be understood as a promise and agreement to obey all the laws, rules, regulations and requirements thereof so long as the membership continues. The Board of Directors may terminate the membership of a member by majority vote, with just cause.

Section 3 – A member of this organization is entitled to cast one vote in the election of an office to the Board of Directors and must be a member of good standing. There will be one vote per wrestler currently registered in Club; all votes will be cast by an adult/family unit.

### **Article III – Meetings**

Section 1 – The annual meeting shall be held in the month of December each year, unless changed by the Board, at such place and hour as may be designated by the Board.

Section 2 – Special meetings of the PRWC may be called at any time by the President or by the Board of Directors.

Section 3 – A majority of the Board of Directors shall constitute a quorum of the body.

Section 4 – A member in good standing shall have the right to attend any regular or special meeting of the Board of Directors and express their views if they disagree with a decision of the Board, any member may address the Board decision at the next regular scheduled Board meeting. Any member has the right to request that the Board act on any disciplinary action, probation, suspension and impeachment if said situation being addressed involves a Board member. Any member shall have the right to request the Board to act in a timely and satisfactory manner to resolve all issues.

Section 6 – The Board of Directors has the right to hold an executive session closed to the general member to discuss matters of sensitive nature. Any decision made in executive session will be reported to the general membership at the next regularly scheduled meeting.

### **Article IV – Board of Directors**

Section 1 – The government of the organization the direction of its work shall be vested in the Board of Directors consisting of the following members: A President, Vice President/Head Coach, Secretary, Treasurer and 1-3 Parent Representatives.

Each Director will be elected when a position is resigned or terminated. Ballots and voting will be at the General Meeting each December to “retain, replace and/or nominate new person” to the Board of Directors.

If the Treasurers position is up for re-election, the Board of Directors shall take nominations from members for the position. The final decision of who will take the position will be decided and/or confirmed by the Board, due to the nature of the positions responsibility.

Section 2 – The Directors shall have the power to fill all vacancies on the Board. Absence of any Board member without good cause, or on a reoccurring basis, will be grounds for dismissal as determined in executive session by the Board. An election meeting will be held, having given notice to any individuals interested in becoming a board member.

Section 3 – The Board of Directors, in addition to the powers conferred by the by-laws shall have the power to:

- (a) Appoint and remove at pleasure all agents and employees (e.g. Commissioners, coaches and others as determined by the Board)
- (b) Conduct, manage and control the affairs and business of the organization; to make rules and regulations not inconsistent with the laws of the State of Idaho and Washington, for the guidance of the Officer and management of affairs of the organization.
- (c) Do any and all things that may be necessary and expedient for the welfare of this organization.
- (d) Decisions made by the Board can be addressed and questioned by any member and brought to a vote of all members on whether any protested decision is in the best interest of the organization.

### **Section V – Officers**

Section 1 – The Board is hereby authorized to create such other offices and working bodies of the organization as are note herein provided for and prescribe the duties of the same. All Officers shall be elected until a resignation is received by the Board or the Board votes to terminate the member.

Section 2 – The President shall preside at all meeting of the organization and the Board of Directors, and perform all duties are incident to this office. She/he shall appoint all committees and be ex-officio member of each thereof.

Section 3 – The Vice-President shall act in the absence of the President, and assist as needed and able, to benefit the organization. This person will also be the head coach of the team and assist in forming and directing all coaching responsibilities.

Section 4 – The Secretary shall conduct the official correspondence, preserve all books, documents and communications, and maintain an accurate record of the proceedings of the organization and of the Board of Directors.

Section 5 – The Treasurer shall receive and disburse all funds or the organization and keep books of the account. All disbursements over \$500 must be authorized and agreed upon by the Board of Directors. All disbursement shall be made by check or PRWC debit card with all checks being signed by the Treasurer or President. The Treasurer shall make quarterly financial reports to the Board.

### **Article VI – Funds and Financing**

Section 1 – The fiscal year of the organization shall be January 1 to December 31 inclusive.

Section 2 – Fund raising projects are to be of such caliber that such efforts will not bring embarrassment upon the organization.

Section 3 – Any donations made to PRWC shall be to the entire organization, not a specific team or participant. No donations will be refused.

Section 4 – A registration fee will be assessed for each participant to offset expenses of the league operation and insurance premiums. The amount of the registration fee will be determined by the Board of Directors each year.

Section 5 – No child will be excluded from participation in PRWC due to financial hardship. Upon Board approval specific to each request, a scholarship funded through annual fundraisers and time volunteered at such fundraisers from the child and/or their parents will provide necessary equipment and pay for fees and insurance.

Section 6 – The Board of Directors and Officers of this organization, who are members thereof, or duly designated representatives of members, shall receive no compensation for their services but may be reimbursed for all reasonable expenses incurred by them in connection with the business of the organization.

### **Article VII – Rules and Regulation of Programs**

Section 1 – All athletic events shall abide by all rules set forth by the current league of play.

### **Article VII – Amendments**

The Constitution and By-Laws may be changed or amended by a two-thirds vote of the members present. A special meeting for the purpose may be called provided that notification is given at the General Meeting prior to the special meetings.

### **Article IX – Indemnification of Directors and Officers**

Section 1 – Each Director or Officer or duly appointed representative of the organization shall be indemnified by the corporation against all costs and expenses, (including legal fees) actually and necessarily incurred by or imposed upon him/her in the connection with the defense of any action, suit or proceeding to which he/she shall be made a party by reason of his/her being, or having been, a Director of the organization, except in relation to any matter which he/she shall be found liable for gross misconduct in the performance of his/her duties as such.