

# **Bangor Area Wrestling Bylaws**

**By-Laws of Bangor Area Wrestling Accepted November 6, 2017**

## **ARTICLE I: NAME**

### **Section 1: Names**

The name of this organization is Bangor Area Wrestling (BAW).

## **ARTICLE II: PURPOSE**

### **Section 1: The purpose of BAW shall be:**

Bangor Area Wrestling is organized exclusively for charitable, educational, and fostering national or international amateur sports competition including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Purpose of Bangor Area Wrestling is to provide resources for stakeholders (wrestlers, coaches, families, and school administrators) wishing to develop the wrestling skills of K-12 grade students that will attend high school in Bangor/Brewer/Hampden/Old Town/Orono/Hermon, Maine. The organization supports entities and activities that are in alliance with the vision of Bangor Area Wrestling. Emphasis is placed on activities that support student growth as athletes and responsible citizens as well as coach development. Bangor Area Wrestling fosters a supportive community for all to enjoy the sport of wrestling.

### **Section 2: Powers**

To affect the foregoing purposes of BAW, BAW shall have such powers as are conferred upon by the Maine Non-Profit Corporations Act that:

- A. No part of the earnings of the BAW shall inure to the benefit of any member, Director, Officer, or private individual (except that reasonable compensation may be made for services rendered to or for BAW affecting one or more of its purposes). No member, Director, Officer or private individual shall be entitled to share in the distribution of any BAW assets upon dissolution of the BAW.
- B. BAW shall maintain its tax-exempt status under the Internal Revenue Code. Section 3 Division Funding and Membership.
- C. No child shall participate on a BAW team who has not registered with BAW or a hosting organization of the program which BAW supports, such as Bangor Parks and Recreation.
- D. No funds shall be raised or expended in behalf of BAW without approval of BAW Chair. Expenditures of more than \$500 will require the approval a majority of the BAW Board of Directors.

## **ARTICLE III: MEMBERSHIP**

### **Section 1: Eligibility for Membership**

Application for voting membership shall be open to any current resident, property owner, business operator, or employee of the Greater Bangor Area or any parent or guardian of any BAW wrestler that supports the purpose statement in Article II, Section 1. Membership is initiated when an individual expresses their desire for membership by completing the “opt-in” section of the Bangor Area Wrestling website ([bangorareawrestling.com](http://bangorareawrestling.com)). All memberships shall be granted upon a majority vote of the board.

### **Section 2: Rights of Members**

Each member shall be eligible to cast one vote, or to appoint one voting representative to cast the member’s vote, in association elections. Members may attend any meeting of the Board of Directors. They are encouraged to do so. However, they shall not vote on any matter before the Board of Directors. Members may be asked to retire should the Board of Directors choose to address matters of a confidential nature in executive session. The rights and privileges of any member may be suspended or terminated by a majority vote of the Board of Directors.

### **Section 3: Resignation and Termination**

Any member may resign by filing a written resignation with the secretary. A member can have their membership terminated by a majority vote of the board. If a member has not been active in the organization for more than one calendar year, their membership will be automatically terminated.

### **Section 4: Non-voting Membership**

The board shall have the authority to establish and define non-voting categories of membership.

### **Section 5: Non-Discrimination**

Membership in the BAW shall not be denied to any individual because of race, color, age, religion, national origin, ethnic identity, parental or marital status, economic status, sex, or sexual orientation.

## **ARTICLE IV: OFFICERS OF THE BOARD OF DIRECTORS**

### **Section 1: Officers**

The officers of the Board of Directors shall consist of a Chair, Vice Chair, Secretary, Treasurer, and Coaches.

### **Section 2: Chair**

The Chair shall be the Chief Executive Officer of BAW. The Chair shall represent BAW in meeting with other organizations and groups when necessary. The Chair may call any special meeting of the BAW membership or Board of Directors, and will have general charge of the business of BAW and will execute with the Secretary, in the name of BAW, all certificates of membership, contracts, and instruments which have been approved by the Board of Directors.

### **Section 3: Vice Chair**

The Vice Chair will be vested with the powers and will perform the duties of the Chair in the case of the absence or disability of the Chair. The Vice Chair will also perform such duties connected with the operation of BAW as he or she may be assigned by the Chair.

### **Section 4: Secretary**

The Secretary shall keep the minutes of all BAW meetings, publicize all Board meetings, and perform all business correspondences as well as any other duties assigned by the Chair.

### **Section 5: Treasurer**

The Treasurer shall be responsible for all BAW funds and shall keep a detailed accounting of all BAW financial transactions including expenses and moneys collected, he/she shall report on the financial condition of BAW to the Board at every Board meeting. The Treasurer will upon request of the Board, arrange for an audit or review of BAW funds by an independent party.

### **Section 6: Coaches**

BAW shall have one or more volunteer coaches. Coaches who express their desire to join the Board of Directors and are approved by the Board of Directors will become part of the Board up to the maximum number of members allowed on the Board. Coaches will be responsible for organizing and directing practices, coaching team members during competition, creating team schedules, and any other duties assigned by the Chair.

## **ARTICLE V: BOARD OF DIRECTORS**

### **Section 1: General Powers and Number of Directors**

The affairs of the BAW shall be managed by its Board of Directors. The minimum number of Directors shall be three and the maximum number of directors shall be eleven. The Board is voted on and approved by the membership at the annual meeting. All members of the Board of Directors will have an equal vote in a board meeting. In the case of a tie vote, the final decision will be made by the Chair.

### **Section 2: Elections and Term of Office**

BAW members shall elect Directors at the annual meeting. Directors so elected shall hold office for a term not to exceed one year, unless re-elected by majority vote at the next annual meeting.

### **Section 3: Annual Meeting**

The annual meeting of the members shall take place in the month of October, the specific date, time and location of which will be designated by the chair. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year. The Chair may change the month that the Annual Meeting is held at her/his discretion.

### **Section 4: Special Meetings**

Special meetings may be called by the Chair, the Board of Directors, or a simple majority of the Board of Directors. A petition signed by twenty-five percent (25%) of voting members may also call a special meeting.

### **Section 5: Notice of Meetings**

Notice of each meeting shall be given to each voting member, by email or other electronic method, not less than 1 week prior to the meeting.

### **Section 6: Decision-Making**

Each Board Director shall have one vote. The Board Director must be present to cast a vote, if they are unable to attend, they may send representation, but must notify the Chair before the meeting. The act of simple majority of the Directors present and/or voting shall be the act of the Board of Directors except where the by-laws require a greater majority. A Director present at any Board meeting may vote

on behalf of an absent member provided the absent member has contacted the Chair and given their consent.

Persons not elected to the Board may not vote on any matter before the Board under any circumstances. The Board may also make such rules and regulations concerning the conduct of its business as it may deem necessary.

### **Section 7: Meeting and Decision Making by Telecommunications**

Regular or special meetings of the Board of Directors or any committees of the Directors may be held by means of a conference, telephone, e-mail or similar communications equipment enabling all persons in such a meeting to communicate with each other. Participation at such a meeting shall constitute presence of that person at such a meeting.

### **Section 8: Vacancies**

Any vacancies occurring on the Board shall be filled by the affirmative vote of a majority of the remaining Directors. A person elected to fill a vacant position shall serve in that position for the balance of the time remaining in the term. A position filled due to expansion of the Board shall be filled by majority vote of the Board.

### **Section 9: Removals**

A Board Member may be removed from office by the majority vote of the Board of Directors for actions that would be deemed detrimental to the BAW.

### **Section 10: Compensation**

Board members shall receive no salaries for their services. They may, however, receive compensation for travel or other expenses incurred on behalf of BAW if approved by majority vote of the Board of Directors. No moneys, however, may be solicited, collected or expended on behalf of BAW or any of its teams or members without the approval of a majority of the Board.

## **ARTICLE VI: Conflict of Interest and Compensation**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the

activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **Article VII: Dissolution**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### **ARTICLE VIII: ADOPTION AND MODIFICATION OF BY-LAWS**

#### Section 1: Adoption

These by-laws were originally adopted on November 6, 2017.

#### Section 2: Amendments

These by-laws may be amended, added to or repealed by a 2/3 majority vote of the Board of Directors.