

**PROPOSED DRAFT UPDATE
NORTHERN VIRGINIA WRESTLING FEDERATION BYLAWS**

1. THE CORPORATION:

- A. The Northern Virginia Wrestling Federation, otherwise known as the “NVWF”, is registered with the state of Virginia and the Internal Revenue Service as a nonstock nonprofit 501(c)3 corporation. The corporation is a volunteer based organization comprised of nonpaid Board of Directors, and established for charitable, religious, educational, and scientific purposes outlined in the code pertaining to the following entities at a minimum:
 - (1) The Virginia State Corporation Commission,
 - (2) Internal Revenue Service for tax exemptions and sponsorships, and
 - (3) Counties in the state of Virginia for priority access to public facilities.
- B. The original filing was December 20, 2002 with a certificate of amendment on April 11, 2003.

2. ORGANIZATION POLICY PRINCIPLES:

- A. The NVWF is affiliated with USA Wrestling and therefore abides by its guidelines and principles.
- B. The NVWF and USA Wrestling organizations facilitate forums for education, enrichment, and competition but are not responsible for the actions and liabilities of clubs, coaches, or athletes.
- C. The following set of policy principles apply to the NVWF:
 - (1) Foster a healthy, safe, and positive atmosphere built on the principles of good sportsmanship and behaviors
 - (a) desired in our communities and citizens, and
 - (b) outlined as part of the USA Wrestling Safe Sport Policy.
 - (2) Adopt processes and procedures for club managers, coaches, members, officers, committee representatives, associates, affiliates, or other representatives to
 - (a) uphold the aforementioned principles,
 - (b) maintain transparency and inclusiveness in decision making, and
 - (c) structure itself in a manner so that the success of the organization is not dependent on a single person or outside organization for the success of its operations.
 - (3) Document processes and procedures so that NVWF business may be maintained with minimal disruption due to turnover of personnel, clubs, or managers.

- (4) Establish and maintain an executive committee/board with Officers that act in a manner to facilitate the interests of its members to the maximum extent possible in accordance with the processes contained in these bylaws.
- (5) Incorporate knowledge, skills, abilities, and suggestions from its members to the maximum extent possible.
- (6) Assign tasks, projects, and areas of responsibilities to multiple NVWF Officers and/or club Directors where it makes sense so that no one person becomes overwhelmed.

3. ORGANIZATIONAL STRUCTURE AND MEMBERSHIPS:

- A. The NVWF is comprised of the following types of members, otherwise known as membership classes, as defined in the Articles of Incorporation:
 - (1) Board of Directors – are otherwise known as “Directors” which are adult persons appointed by their respective clubs for purposes of representing club interests related to NVWF activities and voting on NVWF Officers each year. The Board of Directors shall be authorized to provide direction to Officers in terms of what to do but not how to do it, and additionally may not elect committee members or
 - (2) Officers for the Board of Directors – are otherwise known as “Officers” who are also considered “Directors”, are elected by the Board of Directors on an annual basis.
- B. Other types of memberships are as follows:
 - (1) Athletes – are those defined as youth or young adults that have not yet eighteen years old, affiliated with NVWF clubs, and additionally meet a minimum set of requirements and age restrictions specified by the NVWF Board of Directors prior to the start of each new season or date otherwise defined by the Board. Parents or legal guardians may only speak on behalf of athletes.
 - (2) Clubs – are those that maintain current status as a nonprofit organization, remain free from conflicts of interest with the NVWF, contain a minimum number of athletes, remain in good standing, meet a minimum set of requirements, and are adopted by the Board of Directors as part of an evaluation and voting process. Each club gets one vote for purposes specified in these bylaws, and represents the interests of athletes registered with the NVWF. Each club appoints a Director to represent their interests at each Board meeting and vote on appointments of NVWF Officers.
- C. NVWF Officers represent the legal, financial, and policy positions of the corporation. Each Officer represents significant areas of responsibility for the corporation outlined within these bylaws, and are responsible for documenting any and all procedures or critical information necessary for the transition of elected positions to successors to successfully operate NVWF business.
- D. The NVWF utilizes associates or affiliates for advice, counsel, or support as follows:
 - (1) NVWF advisors – may include persons made available to the NVWF that provide advice and knowledge based on previously managing NVWF activities and processes, and may be such persons as former NVWF Officers, tournament directors, registrars, accountants, information technology specialists, etc. NVWF advisors shall not receive compensation for services.

- (2) Registrar – may be persons or organizations that perform this function for compensation or a voluntary basis, and are selected by NVWF Officers at the annual spring meeting or a reasonable time thereafter.
- (3) Tournament directors – may be persons or organizations that perform this function for compensation or a voluntary basis, and are selected by NVWF Officers no later than one week prior to the start of each tournament.
- (4) Referees – the Board of Directors shall vote on the criteria and process that will be used for referees no later than the fall meeting each year. At a minimum, the process shall identify when or how to use referees that are adults, high school age, or a combination thereof, along with minimum standards or competency levels. The Board of Directors may use the advice from committees or expert personnel documented for this purpose. NVWF Officers may develop standards, criteria, and processes in the absence of direction from the Board of Directors.
- (5) Subcontractors – are private or public parties (private or public) hired based on pay, salary, or a volunteer basis for purposes of executing necessary work for the NVWF such as but not limited to management agents, accountants, legal advice, registrar, website management, tournament management, insurance activities, and others.
- (6) USA Wrestling – is the nationwide organization that provides education, enrichment, materials, and competition for wrestling at all levels and styles of wrestling.
- (7) Committee members – are adults selected on the basis of a majority vote by NVWF Officers, and are persons selected on a temporary nonpaid basis not to exceed one year for purposes of analyzing and compiling information pertaining to NVWF related issues such as but not limited to insurance programs, banking options, software, equipment, rules, training, appropriate age/weight groups, etc. Such persons shall not receive compensation. Committees may not hire consultants or subcontractors unless authorized by majority vote by the Officers. Committees may use nonpaid advisors.
- (8) Club managers, parent volunteers, and volunteers – are affiliated with membership clubs for purpose of helping clubs organize and additionally fulfill NVWF competition table management/registration duties. USA insurance and background check requirements do not apply. Such persons shall not receive compensation.
- (9) Coaches – are affiliated with membership clubs that meet USA Wrestling background checks and maintain current USA coach cards. USA insurance applies as secondary insurance. Such persons shall not receive compensation.
- (10) Instructors – are affiliated with membership clubs that meet USA Wrestling background checks for purposes of assisting club coaches and managers in NVWF practices and competitions. USA insurance does not apply unless instructors obtain USA Coach cards. Such persons shall not receive compensation.
- (11) Club presidents/commissioners – are affiliated with membership clubs for purposes of representing and consolidating the interests of their athletes. Club presidents/commissioners or their designated representatives may cast a single vote on matters at the appropriate NVWF meetings. USA insurance and background check requirements do not apply. Such persons may often be called other names

outside the NVWF including but not limited to president, commissioner, manager, head coach, or others, and shall not receive compensation.

4. CONFLICTS OF INTEREST:

- A. The NVWF Board of Directors and Officers shall review conflicts of interest policies annually, and adopt provisions regulating the manner in which its members may influence business decisions.

5. NVWF OFFICERS:

- A. For purposes of these bylaws, the NVWF Executive Committee, otherwise known as the “EXCOM”, shall be declared as the only standing permanent committee, and is comprised of “Officers” appointed by the NVWF Board of Directors for purposes of executing business activities for the NVWF.
- B. Each NVWF Officer shall be recorded as part of the annual report submission to the Virginia SCC, IRS, and appropriate counties as necessary. Affiliate clubs and their associated Directors shall simply be recorded in minutes of meetings filed by the NVWF Secretary, and made available in a summary document for convenience to members.
- C. The NVWF Executive Committee shall be comprised of no more than nine members defined as follows:
 - (1) President
 - (2) Secretary
 - (3) Treasurer
 - (4) Equipment & Awards Manager
 - (5) Information Technology Manager for Registration and Website
 - (6) Information Technology Manager for Tournament Software & Hardware
 - (7) Tournament Rules, Referees, and Medical Manager
 - (8) Legal, Insurance, and Claims Manager
 - (9) Tournament Facilities & County Approvals Coordinator
- D. The EXCOM is required to facilitate the intent and desires of membership clubs via communications with club managers or leads to the maximum extent possible. The EXCOM is highly encouraged to conduct facilitation activities through committees for purposes of collecting and including facts and proposals from multiple sources.
- E. The EXCOM is authorized to establish committees comprised of club Directors or their designees to conduct analysis and research for NVWF related issues.
- F. The EXCOM and committees are required to promote an inclusive participatory atmosphere club Directors to the maximum extent possible.
- G. The NVWF Officers shall meet a minimum set of requirements as follows:
 - (1) Maintain residence in northern Virginia.
 - (2) Remain in good standing in the NVWF.

- (3) Complete and maintain background checks specified as part of USA Wrestling procedures, and additionally remain free of criminal convictions/charges.
- (4) Have no conflicts of interests with the NVWF including but not limited to occupied positions that generate financial gain or compensation related to competing youth wrestling activities.
- (5) Demonstrate the ability, competence, and willingness to serve in such positions.

H. Limitations on Officer positions:

- (1) Officer positions shall only be filled by Directors designated as representatives of NVWF clubs.
- (2) Officer positions shall only be filled by one representative per club for the President, Secretary, and Treasurer positions.
- (3) Officer positions shall only be filled by one representative per club for each of the other positions unless such positions need to be filled due to absences or difficulties filling such positions. In such cases where a single club occupies more than one position, that club shall only get one vote.
- (4) The NVWF President/commissioner votes as a tie breaker.

6. ELIGIBILITY REQUIREMENTS AND GOOD STANDING FOR CLUBS, DIRECTORS, AND OFFICERS:

- A. Membership organizations/clubs as well as individual members, officers, Board of Directors, Officers, committee leads, and representatives of member organizations/clubs are those that have satisfied their obligations and fiduciary responsibilities identified in these Bylaws.
- B. Membership organizations/clubs shall also be those that are recognized as a legitimate nonprofit-based organization, or part of one thereof, in accordance with Virginia and U.S. standards including but not limited to independent or multi-sport organizations, youth clubs, 501(c)3, military-based, church-based, etc.
- C. Membership organizations shall be required to pay all assessed fees/fines of the Federation per timelines which are non-refundable, and such fees shall be paid prior to its participation in NVWF hosted tournaments.
- D. Membership organizations and individuals that participate in NVWF business shall be insured in accordance with the standards adopted by the NVWF.
- E. Individuals are required to be a minimum of 18 years old to vote or participate in business processes and decision making activities.
- F. Only those considered in good standing may participate in NVWF business processes and related decisions or voting.
- G. Others as defined by the EXCOM and Board of Directors.

7. DUTIES AND RESPONSIBILITIES OF NVWF OFFICERS

- A. To be defined by the EXCOM.