

## 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.
  - (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.
- (6) Meet other requirements as deemed necessary by the Board of Directors.

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. NVWF Officers shall outline and publish their responsibilities for review by the Board of Directors.

## **8. PROCEDURES FOR ELECTIONS, APPOINTMENTS, AND HIRING PAID AND NON PAID PERSONNEL**

- A. The Board of Directors shall establish criteria and minimum requirements for NVWF Officers, Clubs, and Directors of the Board including but not limited to policies on conflicts of interest.
- B. Elections shall be held for NVWF Officers at the spring meeting based on majority vote of the Board of Directors present at the time of vote.
- C. Removal of Officers –
  - (1) The Board of Directors may remove one or more officers at any time upon two thirds majority vote.
  - (2) Meetings which are convened for the purpose of removing any Officer can be called by any Officer or current member of the Board of Directors.
  - (3) Meeting notices shall be provided 20 business days in advance of the meeting and outline the basis or cause.
- D. Vacancies in Officer Positions –
  - (1) During the season vacancies may be filled by majority vote by current officers.
  - (2) Notices shall be issued to the Board of Directors 10 business days prior to appointments.
- E. Hiring personnel for compensation –
  - (1) The Board of Directors are required to vote on a maximum amount of funding authorized for hiring personnel in total and individually.
  - (2) The Board of Directors may vote on the appointment of a Registrar and set maximum compensation limits with the assistance of NVWF Officers no later than the early fall meeting. NVWF Officers may vote on the selection of a Registrar in the absence of BOD decisions.
  - (3) NVWF Officers are required to identify to the Board of Directors all personnel hired for compensation, an outline of expected responsibilities, the amount of funds required to perform services, the duration of time for such services, and alternatives investigated.
  - (4) The NVWF Officers are required to vote amongst themselves on the manner in which functions will be performed including the hiring of services or experts as well as the maximum compensation limits including but not limited to:
    - (a) Legal counsel
    - (b) Tournament directors or meet managers
    - (c) Accountants
    - (d) Referees

- (e) Website managers
- (f) Communications officer
- (g) Others as necessary

F. Advisors –

- (1) Only NVWF Officers may vote to select personnel on a non-paid basis to advise the executive committee on a wide variety of matters related to NVWF business.
- (2) The selection of such personnel is limited to NVWF Officers.

G. Committees –

- (1) The NVWF Officers may vote to select personnel on a non-paid basis to form committees for purposes of conducting research and develop approaches to accomplish a wide variety of NVWF business.
- (2) The selection of such personnel is limited to NVWF Officers.

H. Other non-paid personnel –

- (1) The selection of other personnel required to assist in the execution of NVWF business shall be limited to NVWF Officers.

**9. BUDGETING AND FINANCES -**

- A. The Board of Directors and NVWF Officers shall construct a strategic budget outline at the late spring meeting, and again at the early fall meeting.
- B. The Board of Directors shall establish procedures to ensure checks and balances for authorizing and expensing funds.
- C. Expenses and invoices greater than or equal to \$200 shall be posted on the website for transparency to the Board.

**10. WRESTLER ELIGIBILITY, REQUIREMENTS, DIVISIONS, AND OTHER BYLAWS MATTERS**

- A. Wrestler eligibility – The Board of Directors shall establish minimum requirements for wrestlers in terms maintaining eligibility in the NVWF.
- B. Wrestler requirements – The Board of Directors shall establish minimum requirements for wrestlers for competition events and participation in club practices.
- C. Divisions – The Board of Directors shall establish guidelines and procedures for
  - (1) Divisions based on age, weight, and experience
  - (2) Bumping up/down
  - (3) Regular and finals competition procedures
- D. Tournament rules – The Board of Directors shall establish procedures regarding rules used for competitions and checking in wrestlers.

## **11. DETAILED POLICIES ON MEETING ATTENDANCE FINE REPEALS, NOTICES, REQUIREMENTS FOR BOARD OF DIRECTORS, PENALTIES AND APPEALS, PROXIES, QUORUMS, AND REQUIREMENTS FOR DECISIONS**

### **A. Definitions –**

- (1) New planning season – begins upon the commencement of the spring meeting.
- (2) Wrestling season – begins on the first day of the wrestling season as defined by the Virginia High School League (VHSL) and ends on a date as determined by the NVWF Board of Directors.
- (3) Club representatives - shall refer to persons who represent their club interests as the Director of the Board with the endorsement of particular club leaders otherwise known as president or commissioner. The term “head coach” does not necessarily mean the person is the club leader or Director of the Board unless such person has been identified as such by the club president or commissioner.
- (4) Proxies – each club may select any adult person to represent their club interests in lieu of the designated club leader as long as a written notice has been received by the NVWF President or Commissioner from the club leader stating the alternate, surrogate, or proxy in this regard. Such a notice may remain on file until otherwise rescinded or changed by the appropriate club leader.

### **B. Contact Information for Club Representatives and NVWF Officers –**

- (1) Is required to be provided and updated to the NVWF president/ commissioner, including but not limited to emails and phone numbers, at each of the mandatory meetings, otherwise risk the loss of club votes or the ability to address club interests.

### **C. Votes –**

- (1) Each club gets to cast one vote in accordance with the Articles of Incorporation.
- (2) Votes may be cast by one of the following
  - (a) Club leader otherwise known as the president or commissioner
  - (b) Person designated to be a Director on the Board to represent club interests as determined and identified by the club leader
  - (c) Club proxy which is a person designated by the club leader to represent club interests in the absence of the Director or leader
  - (d) Each club shall be required to notify the NVWF president or commissioner of the person serving in a capacity as the Director or proxy

### **D. Meeting guidelines -**

- (1) Meeting progress and efficiency principles –
  - (a) The organization shall be capable of conducting business, take actions, make plans, and implement decisions in an efficient and timely manner without

incurring large expenses in time or money for club representatives or officers due to the absence of club representatives and incomplete contact information.

- (b) The risk of not being able to influence decisions at meetings may become the incentive for clubs to participate in meetings, arrive on time, and provide updated contact information for primary and proxy contact personnel. In short, the absence of club participation in meetings or decisions shall not stifle NVWF planning/work activities or shall not adversely impact clubs that diligently uphold 501(c)3 volunteer-based participation principles.

(2) Meeting attendance restrictions –

- (a) NVWF meetings are not open to the general public
- (b) Any member of an NVWF club shall be authorized to attend meetings as observers
- (c) All NVWF business discussions shall be restricted to NVWF officers and club representatives, or their proxies, as Directors of the Board
- (d) Other persons may actively participate as requested by officers or the Board of Directors
- (e) All attendees are required to sign an attendance sheet for accountability

(3) Quorums for mandatory meetings shall be based on the number of clubs in attendance at the time of a particular vote to encourage clubs to arrive on time and remain during the entire meeting so to ensure clubs obtain clear concise guidance on rules, expectations, and procedures that would otherwise cause confusion and extra work on officers and other members of the Board.

(4) Review time – the Board of Directors and officers shall be given an adequate period of time to review proposals that require votes as follows:

- (a) 15 business days for major or complex proposals,
- (b) Proposals considered to be minor may be presented during meetings or in accordance with electronic voting procedures,
- (c) Officers have the authority to make minor corrections or cosmetic changes as deemed necessary without burdening the Board of Directors.

(5) Notices for solicitations – NVWF officers are required to issue notices to the Board of Directors for the solicitation of issues, concerns, and proposals as follows:

- (a) Notices shall be issued at least 10 calendar days prior to the issuance of meeting notices so to ensure adequate time for review, packaging, and distribution to club members, unless there is an absence of complex or major issues thus allowing solicitations to accompany meeting notices.
- (b) Topics that require major or complex solutions require adequate review time by its members.

- (c) Topics that require minor solutions may be included as part of the published meeting agenda or during the meeting as time allows.
- (6) Meeting agendas – A meeting agenda shall be provided to the Board of Directors no later than the Sunday prior to the scheduled meeting, and shall include the following at a minimum:
  - (a) Time, date, and place of meeting
  - (b) Meeting purpose and topics scheduled for discussion at the meeting
- (7) Officer preparations for meetings – NVWF officers are required to meet in person or by reasonable means for purposes of preparing for Board of Director meetings prior to the issuance of an agenda.
- (8) Voting and adoption of measures (including Bylaws) –
  - (a) Votes shall be based on the total number of club representatives otherwise known as Directors of the Board present during the presentation of any particular topic.
  - (b) Major proposals require two thirds vote of those present.
  - (c) Minor proposals require majority vote of those present.
  - (d) The Board of Directors may present, vote, and adopt any proposal upon the completion of regularly scheduled agenda topics with two thirds vote of the Board of Directors present at the time of the discussion without abiding by solicitation and meeting notice requirements.
- E. Mandatory Meetings for Club Representatives and Officers –
  - (1) At a minimum, the Board of Directors shall be required to gather together at a minimum of three meetings per year for the following purposes:
    - (a) Outline requirements, expectations, and changes to the organization, policies, or procedures by presented by club representatives or officers during the early fall period to prepare for the winter wrestling season,
    - (b) Outline detailed plans, policies, procedures, requirements, and expectations of clubs, NVWF officers, and others in the late fall period prior to the start of the winter wrestling season, such as but not limited to the calendar of events,
    - (c) Conduct elections for NVWF officer positions, close out the season, identify outstanding actions/payments, and collect feedback from members and participants for future planning in the early spring period, preferably before the start of spring sports activities.
  - (2) Meeting notices shall be provided to club representatives 15 business days in advance of the meeting. The following dates may be utilized as guides:
    - (a) Early fall meeting on the first Thursday after Labor Day
    - (b) Late fall meeting on the first Thursday prior to Thanksgiving

- (c) Early spring meeting on the third Thursday in March
- (3) Penalties for the absence of club representation shall include the following:
  - (a) \$100 fine for the first offense
  - (b) \$200 fine for the second offense
  - (c) \$300 fine for the second offense plus automatic loss of voting privileges
- F. Strategic Planning Meetings for Club Representatives and Officers –
  - (1) The NVWF Officers shall make arrangements for strategic planning for the Board of Directors as determined necessary, and may be include the following:
    - (a) Late spring for the purpose of setting long term objectives and working with school officials for advance planning.
    - (b) Evaluating budget and financial information.
    - (c) Planning the yearly calendar.
- G. Other meetings – may be scheduled for the Board of Directors as determined necessary.
- H. Officer meetings – NVWF Officers shall meet regularly for purposes of preparing for Board of Director meetings, exchanging information, and executing the intent of the Board.