

Knoch Wrestling Boosters

Amended Bylaws

Effective July 18, 2023

Article I Name and Offices

Section 1.

The name of the organization is “Knoch Wrestling Boosters Association”, a non for profit corporation, hereinafter referred to a “KWBA”, or as “association”.

Section 2.

The name “Knoch Youth Wrestling Team” refers to the elementary wrestling team ages 5-12 (Girls 13), and hereinafter referred to as “Youth Team”.

Section 3.

The principal office of the Association will be located in Saxonburg, Pennsylvania, County of Butler. The Association's mailing address is PO Box 811, Saxonburg, PA 16056.

Article II Articles of Organization

The Association exists as an association of its members. Its "articles of organization" consist of these bylaws, as from time to time amended, and its articles of organization, if any. In the absence of separate articles of organization, these bylaws shall be deemed to be the articles of organization.

Article III Purpose / Mission Statement

It is the mission of the KWBA to promote and develop, for all eligible students, the sport of wrestling in the Knoch School District. The association is designed to promote wrestling in Folkstyle, Freestyle, and Greco-Roman throughout the district, Pennsylvania, and the United States of America. The vision of the KWBA is to create successful wrestlers and respected community members. KWBA will strive to develop young athletes, both on and off the mat. We will accomplish these goals by providing a financial support association group, competent coaching staff, and a safe training environment to provide team and individual training opportunities within the community.

Article IV Territory

Section 1.

The Association was established **to** promote wrestling for all students in the Knoch School District, and surrounding areas, while providing ancillary funding to the district's budget for wrestling.

Section 2.

In addition, the Association started the Youth Team program for students ages 5-12 (13 for girls)

as a developmental program for Junior High and High School wrestling. The Youth Team is supported through registration fees, fundraising, and donations.

Section 3.

Procedures for Youth Team Membership/Participation:

- A. Complete application and waiver of liability forms.
- B. Provide payment of yearly membership fee.
- C. Participate in scheduled Youth Team practices and team events.
- D. Sign Code of Conduct.

Section 4.

All youth head coaches must be approved by the Board, and submit to a background clearance check. Any other coaches must be submitted via head coach and approved by the Board. The head coach is allowed to bring forth any concerns with assistant coaches and youth wrestling team participants. Any person in question will be reviewed and voted on at the following monthly public meeting.

Section 5.

Coaches should also have NFHS Concussion in Sports and Protecting Students from Abuse certifications no more than 2 years old. Any costs incurred may be reimbursed at the Board's discretion.

Article V Membership, Members, and Voting

Section 1. Eligibility

- A. KWBA membership will be available to any person without regard to non-merit factors such as age, race, religion, disability, color, sex, national origin or other basis protected by law.
- B. Any coach or parent/legal guardian of a wrestler of KWBA in the current fiscal year is automatically a member.

Section 2. Classifications of Members

- A. Parents/legal guardian(s) of wrestlers are people whose child is officially enrolled into the program during the current school year of July 1st – June 30th.
- B. Coaches are the people who will provide leadership and training to wrestlers on a continuous basis throughout the wrestling season as a coach.

Section 3. Voting Rights of Members

- A. Members shall have no voting rights on any matter except as specifically set forth herein.
- B. Any voting rights specified herein shall be exercised only by a designated Board of Directors member.
- C. The only matters as to which individual members shall have any voting rights are the election of officers, voting members of the Board, and capital purchases in excess of \$1000.01. In addition, members must be in good and current standing with the Organization (e.g. have no outstanding debt). Members MAY make a motion to ask the elected officers and Board for a vote.
- D. Conflict of interest(s) must be disclosed prior to any vote and the individual(s) having a conflict of interest will not have any voting power for the specific item(s) where there is a conflict of interest.

- a. Conflicts of interest include, but are not limited to, items that have direct implications for said individuals, specific individual family members, or close friend(s) (including child(ren)'s significant others.
- b. Conflict of interest can be outlined in much more detail in a Nepotism policy should the organization approve said policy in lieu of the conflict of interests outlined in the bylaws.

Section 4. Method of Voting

Each member, through its registered voting designate, may vote or execute consents in person or in writing through email, text, or messenger system. No one may vote by proxy. For election of the Board of directors there shall be one vote per family of registered members.

Article VI Board of Directors

Section 1. Duties of the Board of Directors

The principal duties of the Board of Directors will include the following:

- A. Authorize expenditures, within limits, fixed by the Association,
- B. Act for the Association on all ordinary matters between meetings,
- C. Supervise the work of the officers, coaches, committees, and those appointed to specific duties,
- D. Be responsible for the operations of the KWBA and Youth Team,
- E. Approve memberships each season, and
- F. Organize fundraising activities.

Section 2. Structure of the Board

The Board of Directors shall consist of:

(A) Five elected officers:

- a. President
- b. Vice President
- c. Secretary
- d. Treasurer
- e. Director of Youth

(B) Up to four elected Board seats

Section 3. General Powers

The affairs of the Association shall be under the care of and be managed by the Board of Directors and the Board of Directors shall have all other powers conferred by law, including the power to establish reserves.

Section 4. Number and Vacancies

The number of Directors shall be at least Three (3) and not greater than Nine (9), which number may be increased or decreased at the discretion of the Directors by the amendment of these By - Laws. Any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of Directors, may be filled until the next succeeding annual election by the affirmative vote of a majority of the Directors then in office, although this may be less than the required quorum.

Section 5. Election of Officers to the Board of Directors

- A. Individuals from the general membership shall elect people for the positions on the Board of Directors. Those receiving the majority vote shall then become members of the Board. The elected officers may be coaches. The President may not be elected both President and Head Coach. Elected officers/seats and coaches must all acquire their updated clearances. These clearances include but are not limited to, the Pennsylvania Child Abuse History Clearance, Pennsylvania State Police Criminal History Clearance, and, if you have not lived inside the state of Pennsylvania for the last 5 consecutive years, Federal Bureau of Investigations (FBI) Criminal History Clearance.
- B. If any office becomes vacant during the year, the Board of Directors shall fill the same for the unexpired term, except in the event of President. It will be filled by the Vice President and a special election will be held for the Vice President as stated in Article VI Section 11.
- C. Said officers, and any other officers duly elected by the Board of Directors, shall have such further powers and duties as may be specifically prescribed by the Board of Directors.

Section 6. Election Process and Transitioning

- A. Elections will take place annually with elected Board members/officers beginning their terms on July 1st of the year of election.
- B. Election Process and Timing:
 - a. Nominations for Board members/officers may be submitted beginning in February and will end 30 days prior to the start of voting.
 - b. A hidden ballot will be generated based on nominations received.
 - c. Voting will be confidential and primarily take place at both the junior high/varsity banquet and youth banquet, which are typically held in April.
 - d. If someone would like to cast a vote that is not in attendance at either banquet, voting will continue at our April and May monthly Board meetings on or around the third Thursday of the month.
 - e. Each wrestling family is awarded one vote, regardless of the number of wrestlers in the program. A register of voters will be kept to ensure this.
 - f. Final votes will be counted after our May monthly Board meeting with elected members/officers announced at our June monthly Board meeting.
- C. To ensure a successful transition from the current Board member(s)/officer(s) to the newly elected Board member/officer, an open line of communication for a period of 30 days will be in place to ensure that the newly elected are clear on their responsibilities and duties.

Section 7. Term of Office

Board members shall hold offices for a term of two years and until their respective successors are chosen. The Board shall designate not more than four (4) Board seats for election on a yearly basis. Officers and/or Board seats cannot be held by couples or direct family members.

(A) Elected officers:

Each elected officer shall be elected to a two-year term of office. Elections shall be held on a rotating basis with even years electing the President and Secretary, and one Board seat and odd years electing the Vice-President, Treasurer, and two Board seats. The officers may be re-elected.

(B) Youth Team Head Coach and Director of Youth:

The Head Coach is elected/appointed each year by the Board of Directors or Members.

These can be held by the same individual, or held by couples

(C) The President will not vote unless the event of the tie.

Section 8. Resignation

Any director may resign his or her office at any time. Such resignation is to be made in writing, and it shall take effect from the time of its delivery to the Secretary, unless some other time is stated in the resignation.

Section 9. Removal by Members or Officers

An officer or Board Member, including Coaches may be removed from their position upon a vote at a special meeting for such purpose which receives the support of either two-thirds of the members or two-thirds of the Directors. Upon the vote to remove, such office shall become immediately vacant and subject to appointment by the Board of Directors, except in the event of the President. The President vacancy will be filled by the Vice President and a special election will be held for the Vice President as stated in Article VI Section 11.

Section 10. Voting

- A. Voting rights shall be granted to the following Board members:
 - a. Four elected officers
 - b. Four elected Board seats
 - c. President will have no voting powers unless the event of a tie
- B. If a voting member misses 3 consecutive meetings/events, their voting rights will be suspended until they attend 3 consecutive meetings. If they miss 4 consecutive meetings/events, they will be removed from their seat and a replacement to finish out the term will be appointed by the Board.
- C. Conflict of interest(s) must be disclosed prior to any vote and the individual(s) having a conflict of interest will not have any voting power for the specific item(s) where there is a conflict of interest.
 - a. Conflict of interest(s) include but are not limited to items that have direct implications for said individuals, specific individual family members, or close friend(s) (including child(ren)'s significant others.
 - b. Conflict of interest(s) can be outlined in much more detail in a Nepotism policy should the organization outline and approve a policy in lieu of the conflict of interests outlined in the bylaws.

Section 11. Duties of Elected Positions

A. President

The President will provide leadership and guidance toward the accomplishment of Association mission and goals. The President will be responsible to perform all duties common to such an office and assume any duties prescribed by the Organization to accomplish KWBA objectives. The principal duties will include, but are not limited to:

- a. Organize and preside at all meetings of the Officers, Board Members, Coaches, general members, as well as any pertinent donors.
- b. Organizing and appointing committees, as necessary, serve as an official member of all committees, and delegate committee responsibilities.
- c. Approve all decisions made regarding or pertaining to Youth Team officials and coaches.
- d. Supervise all fund raising activities.
- e. At the end of each season, survey coaches to determine their needs for the next season.

- f. Handle websites and social media in conjunction with the Secretary and necessary coaches.
- g. Authorized signer of checks for both operating and capital expenditures.

B. Vice President

The Vice President will provide leadership and guidance toward the accomplishment of Association mission and goals. The Vice President will be responsible to perform all duties common to such an office and assume any duties prescribed by the Organization to accomplish KWBA objectives. The principal duties will include, but are not limited to:

- a. In the event the President is unable to fulfill the responsibilities of the office, the Vice President shall assume all responsibility of the President and a special election will be held to fill the office of Vice President.
- b. Serve in the absence of the president or any other officer.
- c. Administer Committee meeting(s) as deemed necessary by the Board to help facilitate Association and Committee goals.
- d. Discuss concerns with parents of wrestlers concerning problems. If parents wish further action, have parents prepare a written complaint that will then be presented to the President for consideration by the Board of Directors.
- e. Help to lead necessary fund raising activities.
- f. Keep record of the monthly booster meeting attendees in order to determine voting eligibility as set forth in Article V of these bylaws.
- g. Authorized signer of checks for both operating and capital expenditures.

C. Secretary

The Secretary is responsible for assisting in daily/weekly/monthly activities pertaining to the Association. The Secretary will be responsible to perform all duties common to such an office and assume any duties prescribed by the Organization to accomplish KWBA objectives. The principal duties will include, but are not limited to:

- a. Assisting in all decisions made by the incumbent officers but are not limited to, schedule of meeting; fundraising; etc.
- b. Provide a concise account of all Board meetings, through the recording of minutes and keep all records of minutes.
- c. Meeting minutes need to include the following:
 - i. Time and date that the meeting is held.
 - ii. Name of venue where the meeting is held.
 - iii. Name of organization.
 - iv. Name of Board members in attendance and absent.
 - v. Names of all other non-Board member attendees.
 - vi. Identify who is recording the minutes.
 - vii. Meeting purpose.
 - viii. A record that the previous meeting's minutes have been approved.
 - ix. A summary of motions with transcripts, name of person that made the motion, and the results of the vote.
 - x. The time the meeting ends and a signature from the individual who recorded the minutes.
- d. The minutes will be provided to each Board member 1 week after the meeting for review and correction if necessary.
- e. The minutes will become part of the following month's agenda for approval and part of the permanent records.
- c. Prepare any written communication required by members of the Board of Directors.
- d. Maintain all information on individual Wrestlers and oversee the signup, medical waivers, release of liability information
- e. Handle websites and social media in conjunction with President and

- necessary coaches
- f. Authorized signer of checks for both operating and capital expenditures.

D. Treasurer

The Treasurer is responsible for all financial recording and reporting aspects of the Association. The Treasurer will be responsible to perform all duties common to such an office and assume any duties prescribed by the Organization to accomplish KWBA objectives. The principal duties will include, but are not limited to:

- a. Schedule of donations as required by the Internal Revenue Service.
- b. Preparation and filing of an annual federal 990 and any state filing requirements.
- c. Financial statements that include Statement of Activities and Statement of Financial Position, if necessary.
- d. Monthly printed treasurer report for disbursement at meetings.
- e. Obtain and maintain working files that support revenue and expenditures both for internal and external auditing purposes.
- f. Pay all bills of the association in a prompt and efficient manner.
- g. Authorized signer of checks for both operating and capital expenditures. Note that two signatures are required on all checks.
- h. Preparation of a yearly operating budget with input from the Board, finance committee, and coaches.
 - i. The general format for the budget should include revenues and expenditures for each group.
 - ii. The budget shall be presented to either the general membership or the Board of Directors for review during the July Board meeting and ratified at the August Association Board meeting.

E. Director of Youth

The Secretary is responsible for overseeing and managing the operations of the Knoch Youth Wrestling Team. The Director of Youth will be responsible to perform all duties common to such an office and assume any duties prescribed by the Organization to accomplish KWBA objectives. The principal duties will include, but are not limited to:

- a. Configure Youth Registration in team management application.
- b. Schedule Practice with Knoch School District management system including uploading required proof of insurance.
- c. Provide Representation at Youth League Meetings.
- d. Coordinate communications and other events specific to youth team.
- e. Ensure that communications sent regarding the entire organization are appropriately forwarded to Youth parents, coaches, and wrestlers
- f. Coordinate any other activities related to the youth program.
- g. Authorized signer of checks for both operating and capital expenditures.

F. Board Seats

Any individual elected will be responsible to perform all duties common to such an office and assume any duties prescribed by the Organization to accomplish KWBA objectives. The principal duties will include, but are not limited to:

- a. Chairing any specific committee
- b. Assisting officers with any duties asked of them
- c. Vote on action items

Article VII Meetings

Section 1. Meeting of Board of Directors

The Board of Directors shall meet each month on the Third Thursday of the month or at another agreed upon date if necessary, publicly posted 2 weeks prior. In addition, the Board may meet more frequently, as necessary.

Section 2. Annual Meeting for members

An annual meeting of the members shall be held during the month of November each year. Failure to hold the annual meeting shall not authorize the dissolution of the Organization. The Board of Directors shall provide a written informational report for distribution to the members present at the meeting.

Section 3. Special Meetings

Special meetings of the members may be called by the President, the Board of Directors or one - quarter of the members entitled to vote at such meetings. Special meetings will follow Notices section 5, unless there is an emergency situation that requires immediate attention.

Section 4. Place of Meetings

Meetings of the members may be held at the Knoch Intermediate Library, home or any other place agreed upon by the Board of Directors, and publicly accessible.

Section 5. Notices

Notice of any meeting of the members of the Association, in each case specifying the place, date, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which it is called, shall be given to each member by delivering notice, by text message through Communication App & Facebook page, not more than 30 days but at least 2 week before the time set for such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage prepaid and addressed to the member at such address as appears on the records of the Organization. If sent by email, such notice shall be deemed to be delivered upon execution of such message by the Association's secretary or any designated member to the address listed for the member in the records of the Association. Notice may be waived in writing by any member attending a meeting; and the waiver shall appear in the minutes of the meeting.

Section 6. Quorum; Action

Fifty percent (50%) of the number of Board of Directors members shall constitute a quorum for the transaction of business. Every action taken by a majority of the members present at a duly held meeting at which a quorum is present shall be the action of the members.

Section 11. Order of Business

The order of business at any regular or special meeting of the Board of Directors shall be:

- A. Reading and disposing of the minutes of preceding meeting;
- B. Reports of officers;
- C. Reports of committees;
- D. Unfinished business;
- E. New business; and
- F. Adjournment.

Section 7. Adjournment

Any meeting of the members, whether annual or special, and whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the members present. Notice of the time and place of an adjourned meeting need not be given to absent members if said time and place are fixed at the meeting adjourned. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the

meeting adjourned.

Article VIII Committees

The Board may establish one or more committees to consist of one or more members of the Board as well as community volunteers. Any committee, to the extent provided in its creation by the Board, shall have and may exercise all of the powers and authority of the Board, except that a committee, including the Executive Committee, shall not have any power or authority as to the following:

- A. The creation or filling vacancies of the Board;
- B. The adoption, amendment or repeal of the bylaws;
- C. The amendment or repeal of any resolution of the Board that by its terms is amendable or repealable only by the Board.
- D. Action on matters committed by the bylaws or resolution of the Board exclusively to another committee of the Board.

Article IX Termination / Expulsion

A member may be expelled by an affirmative vote of two-thirds of the individual members entitled to vote on the matter.

Article X Member Obligations

Members are expected to work at events hosted by the Association and to participate as an officer, director, or on a committee formed by the President or the Board of Directors. Participation in fundraising activities is encouraged and expected. Any member not meeting such member obligations is subject to termination as stated herein.

Article XI Annual Dues and Wrestler Fees

Dues for wrestlers may be assessed annually by the KWBA Board of Directors. The purpose of the annual dues is to show a sincere interest in being an active participant in the program. It will also aid in deferring some of the operating costs of the wrestling program.

Article XII Organization Fiscal Year

The Organizations and fiscal year will run from September 1st to August 31st of the following calendar year.

Article XIII Restrictive Activities and Dissolution

Section 1. Restrictive Activities

No part of the net earnings of the Organization shall inure to the benefit of or be distributable to its members, Directors, officers, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes. No substantial part of the activities of the Organization shall be carrying on propaganda or otherwise attempting to influence legislation, and the Organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 2. Dissolution

Upon the dissolution of the Association, after paying or adequately providing for the debts and obligations of KWBA, the remaining assets shall be distributed to a local non-profit charity. The non-profit charity will be determined by the Board of Directors or governing staff at the time of dissolution. Any such assets not so disposed of shall be disposed of by the Court of Common

Pleas of the county in which the principal office of the Association is located, exclusively for such purposes as said Court shall determine, which are organized and operated exclusively such purposes

Section 3. Privacy Rights

Every Member of the KWBA must respect individual rights of privacy, including but not limited to the Names, Postal Addresses, Phone Numbers, Email Addresses, Children's Names and ages, and any other Personally Identifiable Information which are collected or shared in the course of participation in an KWBA supported program. When provided during the course of registration or participation, this personal information remains the sole property of the KWBA. Usage of this personal information is strictly prohibited unless approved by a Program Director and the Executive Board.

Article XIV Adoption of Knoch School District Policy No. 916

With the adoption of the Knoch Wrestling Boosters Association bylaws, the Association agrees to follow the South Butler County School District's policy 916. Attachment A.

Article XV Funding

Capital for KWBA will be provided through several sources. The primary sources of funding will be through individual Youth Team registration, corporate donations, fundraising, and apparel and concession stand sales. All above activities will be conducted by current organization officers, Board members, coaches, volunteers, and parents of each wrestling team. In addition, Junior High and High School wrestlers/parents will be asked to fully participate in fundraising activities to complement fundraising. A donation form or membership application can be obtained through any club representative, coach, or by visiting the website www.knochwrestling.com.

Article XVI Operating Expenses

The Association will operate with a checking account titled "Knoch Wrestling Boosters Association". The account is and will remain a business checking account at a local financial institution. All expenses will be covered by individual Youth Team Registration fees, corporate donations, fundraising, and apparel and concession stand sales efforts. Income generated by the Association will be used for, but not limited to, uniforms, tournament entry fees, training equipment, administrative fees, travel expenses, individual awards, and year-end banquets.

Article XVII Capital Purchases

As needed the Association will invest in assets that exceed the useful expected life of more than one year. These types of purchases will be considered capital purchases and not operating expenses and may be specific for the youth team or the scholastic team from time to time. Any capital assets purchase requires that the mission of the Association be adhered to. As part of the budget process, a capital fund should be established for future investments in equipment. Capital Purchases in excess of \$1,000.01 shall be subject to a majority membership vote.

Article XVIII Amendments

The Board of Directors may from time to time by vote of a 2/3 majority of the Board, adopt, amend, or repeal any and all of the bylaws of this Organization. All proposed amendments should be considered at the 2nd meeting of the fiscal year, unless there is an emergency situation that needs to be addressed before then. All proposed changes need to be submitted to the Board at

least 1 month prior to the changes being considered for vote.

501(c) (3) Organization

Effective November 29, 2011, KWBA received exemption from Federal income tax under section 501(c)(3) of the Internal Revenue Code. KWBA is qualified to receive tax deductible bequests, devises, transfers, or gifts under section 2055, 2106, or 2522 of the Code. KWBA is classified as a public charity under section 509(a)(2) of the Code.

The organization must not be organized or operated for the benefit of private interests, and no part of section 501(c)(3) organization's net earnings may inure to the benefits of any private shareholder or individual. If the organization engages in an excess benefit transaction with a person having substantial influence over the organization, an excise tax may be imposed on the person and any organization managers agreeing to the transaction.

Section 501(c)(3) organizations are restricted in how much political and legislative (lobbying) activities they may conduct. For a detailed discussion, see Political and Lobbying Activities. For more information about lobbying activities by charities, see the article Lobbying issues; for more information about political activities of charities, see the FY-2002 CPE topic Election Year Issues.