

AMENDED BYLAWS

OF

TEXAS USA WRESTLING, INC.

(A NOT FOR PROFIT TEXAS CORPORATION ORGANIZED ON A NONSTOCK BASIS)

ARTICLE I

NAME AND OFFICES

- 1.1 **Name.** The name of this corporation is Texas USA Wrestling, Inc, incorporated under the Non-Profit Corporation Act of the State of Texas. In addition to the formal name, the Corporation may conduct its affairs and business under such names, symbols, insignias and images as may be approved by its Board of Directors, including but not limited to TXUSA Wrestling or Texas USA Wrestling.
- 1.2 **Registered Office and Registered Agent.** The street address of the registered office of the Corporation is the same as the address of the sitting Treasurer of the Corporation and the name of its registered agent and address for service is the same as that of the State Chairman.

ARTICLE II

PURPOSE AND ACTIVITIES

- 2.1 **Purpose.** The purposes of Texas USA Wrestling, Inc. shall be to promote, facilitate, develop and encourage State, National and International amateur wrestling competition for kids, men and women of all ages.
- 2.2 **Service and Activities.** Texas USA Wrestling Inc. shall:
 - 2.2.1 Serve as the official state organization of the National Governing Body for the sport of wrestling, being USA Wrestling, Inc. a qualified 501(c)(3) organization: and for such purpose, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
 - 2.2.2 Assist in the development and expansion of local community wrestling programs and organizations where such activities do not already exist or are in need of assistance for growth and expansion, providing that, programs and organizations qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
 - 2.2.3 Promote and organize tournaments, dual meets, clinics and other activities that promote wrestling competition in the State of Texas.

- 2.2.4** Assist in the promotion and organization of national teams (Team Texas) to represent the State of Texas in national and international competitions, at all age levels available for competition.
- 2.2.5** To receive and maintain a fund or funds of real or personal property, or both, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income there from and the principal thereof exclusively for charitable, scientific or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under section 501(c)(3) of The Internal Revenue Code, or corresponding section of any future federal tax code and its regulation as they now exist or as they may hereafter be amended.
- 2.3** **Additional Activities.** Additional services in pursuance of the Corporation's purpose may be initiated as determined by the Board of Directors and which are allowed by the Texas Non-Profit Corporation Act.

ARTICLE III MEMBERSHIP

- 3.1** **Membership.** The membership of the Corporation, for administrative purposes, shall be divided within the state into the following regions:

1. Central Region
2. North Region
3. South Region
4. West Region
5. Far West Region

Members must be a resident of the State of Texas, and a member of a chartered club or a qualifying independent member. An "Independent Member" is defined as an individual who is a Resident of the State of Texas and resides more than 200 miles from the closest defined center of a geographical region as follows

- a. North Region - DFW Airport
- b. South Region - Houston City Hall
- c. Central Region – State Capitol Building , Austin
- d. West – City Hall, Amarillo
- e. Far West – City Hall, El Paso.

- 3.2** **Voting Memberships.** Voting membership in the Corporation shall be based on the number of registered USA Wrestling memberships associated with each club. For meetings held in the months of September, October, and November, the number of registered USA Wrestling memberships from the previous wrestling season shall be used. Each duly authorized Texas USA Wrestling Chartered Club shall be entitled to zero to three votes at any and all Texas USA Wrestling regular or special meetings according to the following criteria:

- Clubs with 0-9 USA Wrestling memberships (athletes and coaches) shall have no votes.
- Clubs with 10-24 USA Wrestling memberships shall have one vote.
- Clubs with 25-49 USA Wrestling memberships shall have two votes.
- Clubs with >49 USA Wrestling memberships shall have three votes.

Each chartered club shall designate its voting representative(s) at each meeting. All voting representative(s) must be at least 18 years old; and a resident of the State of Texas at the time of the vote; and either a coach, athlete, parent of an athlete, or board member registered with the club; and a member in good standing for at least a continuous 31 days before the vote. The voting representative may carry proxies for the club pursuant to article 3.4 below. No individual may hold or exercise a right to more than three votes as a club representative.

3.3 Quorum of General Membership. At any meeting of the members, a Quorum for the transaction of business shall consist of the lesser of (a) thirty (30) registered voting members as defined in article 3.2 above, or (b) 10% of the total eligible voting memberships as defined in article 3.2 above. Only eligible voters present at the meeting and the proxies they carry pursuant to article 3.4 shall count toward the Quorum and be eligible to cast votes at the meeting.

3.4 Proxies. Proxy voting will be allowed only under the following conditions:

- The eligible voting member prepares a written notarized letter granting another eligible voting member from his team or club only, his proxy vote.
- The eligible voting member is in attendance and is unable to remain until the vote is called. Under these conditions the eligible member may prepare a written letter, granting another eligible member from his club or team only, his proxy vote, signed and witnessed by two (2) members of the Board of Directors.
- Under no circumstances will any eligible voting member hold more than three (3) votes.

3.5 Regular Meeting of Members

3.5.1 Annual Meeting. The annual meeting of the members shall be held on the second Saturday of the month of August in each year for the purpose of electing Directors, reporting financial condition of the Corporation, and for the transaction of such other business as may come before the meeting. Efforts shall be made to allow remote attendance at the meeting by teleconference, videoconference or through use of the internet.

3.5.2 Spring Meeting. The spring meeting of the members shall be held on the second weekend in March of each year, for the purpose of the transaction of such business as may come before the meeting. Efforts shall be made to allow remote attendance at the meeting by teleconference, videoconference or through use of the internet.

- 3.6 Special Meetings.** Special Meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by a majority of the Board of Directors or by the State Chairman at the written request of no fewer than 40 voting members as defined in article 3.2.
- 3.7 Place of Meetings.** The Board of Directors shall designate the place of any regular or special meeting.
- 3.8 Notice of Meetings.** Written notice stating the place, day and hour of regular or special meeting, and the purpose or purposes for which the meeting is called in the case of a special meeting, shall be delivered not less than 15 days before the date of the meeting by or at the direction of the State Chairman or Secretary to each member of record. An agenda shall be communicated to the members at least 10 days prior to the meeting. Such notices for meeting location and agenda may be by notice on the website of the Corporation, by e-mail or by mail.
- 3.9 Region Meetings.** Each region shall hold an annual meeting in the month of September at which it shall attempt to set its schedule and elect officers for its Board, including its Region Director.
- 3.10 Order of Business.** The order of business at all meetings of the members shall be as follows:
1. Roll call, designation of club representatives.
 2. Proof of notice of meeting or waiver of notice.
 3. Approval of minutes of preceding meeting.
 4. Reports of officers.
 5. Reports of committees.
 6. Election of Directors (as required).
 7. Unfinished business.
 8. New business.
 9. Adjournment.

ARTICLE IV BOARD OF DIRECTORS

- 4.1 General Powers.** The business and affairs of the Texas USA Wrestling shall be managed by its Board of Directors. The Board of Directors shall in all cases act as an entity and may adopt such rules and regulations for the conduct of its meetings and the management of Texas USA Wrestling, as it deems proper to carry out the objectives of the Texas USA Wrestling, not inconsistent with this charter and the laws of the State of Texas.
- 4.2 Structure of the Board of Directors.** The Board of Directors shall consist of the following:
1. State Chairman

2. Vice-Chairman
3. Treasurer
4. Secretary
5. Youth Folkstyle Director
6. FS/GR Director
7. Womens Director
8. Officials Director
- 9-13. Region Directors (North, South, Central, West, Far West)

4.3 Responsibilities of the Board of Directors.

4.3.1 State Chairman:

- (a) Shall at all times Promote and Act in the best interest of the athletes and Texas USA Wrestling;
- (b) Shall be the Chief Executive Officer of the Corporation and shall supervise and coordinate all business of the Corporation;
- (c) Shall preside at all regular or special meetings of Texas USA Wrestling Inc. and at any meeting of the Board of Directors;
- (d) Shall be the principal representative of Texas USA Wrestling, Inc. to the USA National Governing Body Board of Directors and serve as a liaison to that body;
- (e) Shall sign with the State Treasurer any deeds, mortgages, bonds, contracts or other business instruments authorized by the Board of Directors, except when expressly directed otherwise by State and Federal law or regulation or these By-laws and shall always act in compliance with all laws under section 501(c)(3) of The Internal Revenue Code, or corresponding section of any future federal tax code and its regulation as they now exist or as they may hereafter be amended;
- (f) Will be responsible for carrying out the decisions of Texas USA Wrestling, Inc.'s Board of Directors, and shall perform such other duties as may be assigned by the Board of Directors;
- (g) Shall ensure yearly representation and participation by Team Texas at the National Tournaments determined by the Board of Directors;
- (h) Shall continually promote the growth, expansion and increased participation of all forms of amateur wrestling in the State;
- (i) Shall oversee the operations of the Corporation while executing and administering the policies established by USA Wrestling and the Board of Directors; and
- (j) Shall prepare the annual budget to be submitted at the annual convention for approval.

4.3.2 Vice-Chairman:

- (a) Shall at all times Promote and Act in the best interest of the athletes and Texas USA Wrestling;

- (b) In the absence of the State Chairman serve as the Acting State Chairman and exercise all the powers of the State Chairman in his absence; and
- (c) Shall perform such duties as may be assigned by the State Chairman and/or the Board of Directors

4.3.3 Secretary:

- (a) Shall at all times Promote and Act in the best interest of the athletes and Texas USA Wrestling;
- (b) Shall maintain a roster of membership including the designated director of each duly chartered club;
- (c) Shall ensure notices of meetings are duly given by:
 - (i) Providing a written "Call to Meeting" notice to the general membership stating the place, day and hour of regular or special meeting, and the purpose or purposes for which the meeting is called at least 15 days before the meeting; such notice may be by notice on the website of the Corporation, by e-mail or by mail.
 - (ii) Sending the "Call to Meeting" directly to all board members and club directors;
 - (iii) Ensuring all Board Members are notified at least 10 days prior to any Board of Directors Meeting.
- (d) Shall keep all the records of Texas USA Wrestling, Inc. by recording minutes of all Board of Directors meetings, and any regular or special meetings of the Corporation;
- (e) Shall, within thirty (30) days of any regular or special meetings, submit the minutes of said meeting to the Board of Directors and post the minutes on the Corporation website.
- (f) Shall, within thirty (30) days of any Board of Directors meeting, submit the minutes of said meeting to the Board of Directors and post the minutes on the Corporation website;
- (g) Shall maintain and keep all the records of the Corporation at a single location; and
- (h) Shall perform such duties as may be assigned by the State Chairman or the Board of Directors.

4.3.4 Treasurer:

- (a) Shall at all times Promote and Act in the best interest of the athletes and Texas USA Wrestling;
- (b) The treasurer shall have charge, custody and responsibility for all funds and securities of the Corporation;
- (c) Shall receive and provide receipts for all monies due and payable to the Corporation from any source;
- (d) Shall deposit all funds received by the Corporation in such bank or other depository designated by the Board of Directors and manage the account.
- (e) Shall make payment for Lawful debts of the Corporation in accordance with provisions of Article VI (6) of the By-laws and in compliance with all laws under section 501(c)(3) of The Internal Revenue Code, or

- corresponding section of any future federal or state tax code and its regulation as they now exist or as they may hereafter be amended;
- (f) Shall prepare and file all tax returns and quarterly and/or annual financial reports in compliance with all laws under section 501(c)(3) of The Internal Revenue Code, or corresponding section of any future federal or state tax code and its regulation as they now exist or as they may hereafter be amended; such reports shall be provided to the Secretary of the Board of Directors for distribution and publication on the website of the Corporation;
 - (g) Shall perform such duties as may be assigned by the State Chairman or the Board of Directors;
 - (h) Shall be bonded for \$200,000, paid for by Texas USA Wrestling; and
 - (i) Shall directly oversee any hired employees of the Corporation who are working on financial matters.

4.3.5 Officials Director:

- (a) Shall at all times Promote and Act in the best interest of the athletes and Texas USA Wrestling;
- (b) Provide leadership and direction for all USAW Officials within the state;
- (c) Shall maintain a current listing of all state Officials and coordinate volunteers to all FS/GR tournaments;
- (d) Shall provide training and guidance to all officials;
- (e) Shall serve as senior mat official, or designate a qualified replacement, at all FS/GR state championship tournaments; and
- (f) Shall be the State Director of the TX-USWOA.

4.3.6 Youth Folkstyle Director:

- (a) Shall at all times Promote and Act in the best interest of the athletes and Texas USA Wrestling;
- (b) Shall coordinate and provide leadership for the Texas Youth wrestling programs;
- (c) Shall, along with the Region Directors, oversee the operation of the Youth Folkstyle season according to the Folkstyle Rules and Regulation Manual including scheduling tournaments, clinics and other events;
- (d) Shall coordinate regional and national Youth Team Texas programs including Elementary Duals and Middle School Duals; and
- (e) Shall coordinate the Texas USA Rookie, Novice, and Open State Championship Tournaments; and work directly with the tournament director to insure successful completion of the event.

4.3.7 Freestyle/Greco Director:

- (a) Shall at all times Promote and Act in the best interest of the athletes and Texas USA Wrestling;
- (b) Shall coordinate and provide leadership for the Texas FS/GR programs;

- (c) Shall, along with the Region Directors, oversee the operation of the FS/GR season according to the FS/GR Rules and Regulation Manual including scheduling tournaments, clinics and other events;
- (d) Shall coordinate all regional and national FS/GR programs, including Team Texas (Team Texas shall include schoolboy/girl, cadet and junior events);
- (e) Shall coordinate the Texas FS/GR state tournament; may serve as tournament director;
- (f) Shall create and publish standards for athlete and coach qualifications for Team Texas; and
- (g) Shall nominate and present for Board approval Team Texas head coach and assistant coaches.

4.3.8 Womens Director:

- (a) Shall at all times Promote and Act in the best interest of the athletes and Texas USA Wrestling;
- (b) Shall coordinate and provide leadership for the Texas Womens wrestling programs;
- (c) Shall coordinate all girls/womens tournaments, clinics and other events;
- (d) Shall coordinate all regional and national Womens programs including Team Texas;
- (e) Shall act as liaison to the U.S.A.W.A. Womens program(s) in conjunction with the State Chairman;
- (f) Shall create and publish standards for athlete and coach qualifications for Team Texas; and
- (g) Shall nominate and present for Board approval Team Texas head coach and assistant coaches.

4.4 Advisory Council

Advisory Council members are appointed by the Board of Directors and serve entirely at the Board's discretion; they may be removed for cause or without cause.

4.4.1 Fundraiser Director:

- (a) Establish programs for raising funds to help in the support of Texas USA Wrestling in accomplishing its mission statement; and
- (b) Develop programs and a budget for achieving these programs, in conjunction with the other appropriate Directors.

4.4.2 Public Relations Director:

- (a) Provide coordination of media coverage of all aspects of Texas USA Wrestling, including news releases, records of events and advertising; and
- (b) Coordinate submitted information from all board members to be published on the website of the Corporation, and publish at the direction of the state Chairman and/or the Board of Directors.

4.4.3 Membership Director:

- (a) Rewrite informational club packet letter to fit the fiscal year;
- (b) Develop promotional material for the purpose of growing membership in the State organization.
- (c) Coordinate membership drives with representatives from each region.
- (d) Implement state-wide membership programs as directed by the state Chairman or the Board of Directors.
- (e) Work with the state Secretary to publish membership information on the Corporation website.

4.4.4 Webmaster

- (a) Insure timely posting on the Corporation website of all information from the Board of Directors including meeting notices, budgets, financial reports, membership information, and any other material as directed.
- (b) Insure that the Corporation website is available and current.

4.4.5 General Counsel

Provide guidance regarding corporate and tax law as may be requested from time to time by the Board of Directors.

4.5 Meetings of the Board of Directors.

4.5.1 Authority to Call Meetings. Authority to call meetings of the Board of Directors may be called by or at the request of the Chairman or by a majority of the Board. The person or persons thus duly authorized to call a meeting may fix the place and time of any meeting called by them. Board members may attend meetings by teleconference or other electronic means.

4.5.2 Notice. Notice of any meeting of the Board of Directors, including the stated purpose of the meeting, shall be given at least 10 days prior to the meeting. The notice period may be waived upon the approval of eight members of the Board of Directors.

4.5.3 Quorum. At any meeting of the Board, a minimum of eight directors/board members shall constitute a quorum for the transaction of business.

4.5.4 Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the directors/board members.

4.6 Establishment of the Board of Directors.

4.6.1 Election of the Board of Directors. The election of the Board of Directors shall be from the voting membership pursuant to the qualifications in article 4.6.2 below, with the exception of the Officials Director, and a majority vote shall constitute election. The Officials Director shall be the person elected State

Director of the TX-USWOA. Election of members of the Board shall occur at the annual regular meeting of the members.

- 4.6.2 Qualifications for the Board of Directors.** Beginning in 2010, candidates for and members of the Board of Directors must meet all of the following qualifications:
- (a) Be a member of USA Wrestling (coach, official, or member) and remain a member while in office;
 - (b) Possess a current USA Wrestling background clearance;
 - (c) Be in good standing with Texas USA Wrestling.
- 4.6.3 Appointment of Team Texas Coaches.** Candidates for Team Texas coaches shall be nominated by the appropriate Director and confirmed by the Board of Directors. If the Board fails to ratify a coach nominee, the Director shall present nominees with the advice and confirmation of the Board.
- 4.7 Terms of Office.** The terms of office of the members of the Board of Directors shall be for two years, with the exception of the Officials Director, who shall serve according to the by-laws of the Officials' organization. The schedule for elections shall be:
- Chairman, Secretary, Youth Director, Womens Director: even numbered years – 2010, 2012, and etc.;
- Vice-Chairman, Treasurer, FS/GR Director: odd numbered years – 2011, 2013, and etc.;
- Region Directors: per each region's schedule;
- 4.8 Multiple Positions.** No member shall hold more than one position on the Board of Directors of the Corporation at any time.
- 4.9 Interim Vacancies.** If an interim vacancy on the Board of Directors occurs within 30 days preceding either the Spring Meeting or the Annual Meeting, the vacancy shall be filled by election at the meeting consistent with the other provisions of Article 4.6.1. An interim vacancy on the Board of Directors at any other time shall be filled by a majority vote of the directors then in office with all general members meeting the qualifications in Article 4.6.2 being eligible for such appointment. A director so elected shall hold the office for the duration of the unexpired term of the predecessor.
- 4.10 Removal of Directors.** Any State position on the Board of Directors may be removed for just cause by the vote of at least 8 Board of Directors members or by a 2/3's vote of the eligible voting members present at any official meeting where there is a quorum, and for which the vote for removal was properly noticed to the Board of Directors and the general membership. Region Directors can be removed by a 2/3's vote of the members in their region.
- 4.11 Committees.** The Board of Directors, by resolution, may designate from its members, committees as the Board deems necessary to carry out the functions of Texas USA

Wrestling, and such committees shall serve at the discretion of the Board under the general guidance of the Chairman.

ARTICLE V REGION BOARD OF DIRECTORS

5.1 Establishment of Boards. At the Region Meeting of each of the 5 regions, each Region shall establish a Region Board of Directors consisting of the following positions:

1. Region Director
2. Region Secretary
3. Region Treasurer
4. At-large member

5.2 Responsibilities of the Region Board of Directors.

5.2.1 Region Director:

- (a) Serve on the Board of Directors of the Corporation;
- (b) Work with State Chairman and age group directors assisting with finding tournament and/or training sites in their respective region;
- (c) Work to improve USA Wrestling membership and provide leadership, address needs and bring problems from their respective regions to the attention of the board;
- (d) Serve as tournament director, or designate a qualified replacement, for any "national" tournament in their region; and
- (e) Assist with coordinating any state tournament held in their region.

5.2.2 Region Treasurer:

- (a) The regional treasurer shall have charge, custody and responsibility for all funds in the Region account;
- (b) Shall receive and provide receipts for all monies due and payable to the Region from any source;
- (c) Shall deposit all funds received by the Region in such bank or other depository designated by the Board of Directors and manage the account.
- (d) Shall make payment for Lawful debts of the Region in accordance with provisions of Article VI (6) of the By-laws and in compliance with all laws under section 501(c)(3) of The Internal Revenue Code, or corresponding section of any future federal or state tax code and its regulation as they now exist or as they may hereafter be amended;
- (e) Shall prepare and provide to the state Treasurer quarterly reports of the income and expenditures of the Region;
- (f) Shall prepare and provide to the state Treasurer reports of the income and expenditures for any "National" or State Championship tournaments held by the Region; and

- (g) Shall perform such duties as may be assigned by the Region Director.

5.2.3 Region Secretary:

- (a) Shall maintain a roster of region membership including the designated director of each duly chartered club in the region;
- (b) Shall, within thirty (30) days of any region meetings, submit the minutes of said meeting to the Region Board of Directors and distribute the minutes to all club directors in the region; and
- (c) Shall perform such duties as may be assigned by the Region Director.

5.2.4 At-Large Member:

- (a) Shall advise and assist the Region Director; and
- (b) Shall perform such duties as may be assigned by the Region Director.

5.3 Regional Liaisons. Each region shall have the following Liaisons appointed by the Region Board and which report to their constituent state Director: Officials' Liaison, Freestyle/Greco Liaison, Youth Liaison, Women's Liaison. The Liaisons serve one year terms and may hold other positions in the Corporation.

ARTICLE VI FINANCIAL AFFAIRS

- 6.1 Contracts.** Only the Board of Directors may authorize any Director, or other agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of Texas USA Wrestling, and such authority may be general in nature or confined to specific instances or matters.
- 6.2 Loans.** No loan shall be contracted on behalf of Texas USA Wrestling and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general in nature or confined to specific instances or matters.
- 6.3 Checks and Drafts.** All checks, drafts or other orders for payments of money, notes or other evidences of indebtedness issued in the name of Texas USA Wrestling shall be signed by the State Treasurer, or such agent and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- 6.4 Deposits.** All funds of Texas USA Wrestling not otherwise employed shall be deposited from time to time to the credit of Texas USA Wrestling in such banks, trust companies or other depositories as the Board of Directors may select. Each region of the Corporation shall maintain a bank account and all deposits pertaining to the operating of that region shall be deposited in those accounts. Each of these accounts shall be opened by the authority of and at the direction of the Board of Directors.

- 6.5 Restrictions.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay just and reasonable expenses and compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purpose of the Corporation set forth in these By-laws. No substantial part of the activities of the Corporation shall be the carrying out of propaganda, or attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for political office.
- 6.6 Gifts.** The Executive Board of Directors may accept on behalf of the Corporation contributions, gifts, bequest and grants for the general purpose of the Corporation.
- 6.7 Fiscal Year.** The fiscal year of Texas USA Wrestling shall begin on the first day of September in each year.

ARTICLE VII ELIGIBILITY

- 7.1 Application of the Rules.** The Rules of Conduct shall apply to all competitive members, general members, officials, coaches, chartered clubs, parents and spectators associated with Texas USA Wrestling. It is the expectation of Texas USA Wrestling that all individuals and organizations affiliated with it in any manner shall conduct themselves in the most honorable, courteous and sportsmanlike fashion.
- 7.2 Provisions for Sanction, Probation and Revocation of Membership in Texas USA Wrestling.** In the event that a general member or elected officer of Texas USA Wrestling, Inc. participates in any activity that is determined to be detrimental to the health and welfare of children, or in violation of the Code of Conduct, or detrimental to the stated purposes of the Corporation, that individual shall be subject to sanction, including, but not limited to the revocation of membership in Texas USA Wrestling.
- 7.3 General Procedure.**
- 7.3.1** A written complaint generated by any member of Texas USA Wrestling, containing the details of the alleged offense, shall be delivered to the State Chairman. The State Chairman shall then notify the party named in the complaint by a certified carrier (certified mail, Federal Express, etc.) informing him of the complaint and providing him with a copy of the complaint. In the event that the infraction involves one or more minors, such notification shall be delivered to the appropriate parent(s) or guardian(s). The party named in the complaint will have 20 days from receipt of such notice to deliver a written response to the State Chairman. In addition, if the State Chairman determines that there is probable merit to the complaint, he shall immediately suspend all of the offending party's participation in all activities of Texas USA Wrestling pending the resolution of the complaint. Failure of the party named in the complaint to provide a written

response and cause it to be delivered either in person or by certified carrier, within twenty (20) of receipt of the notice will be prima facie evidence that the party named in the complaint stipulates to the facts of the complaint.

- 7.3.2** Upon receipt of the written response, the State Chairman shall provide copies of both the complaint and the response to each member of the Board of Directors for review. The Board of Directors shall then convene by telephone or private meeting to review the complaint and determine the appropriate discipline. All parties directly involved with the complaint may or may not be asked to participate in the meeting, at the discretion of the State Chairman. A two-thirds majority vote of the Board of Directors is required to revoke membership. All other actions that could be considered by the Board of Directors require only a simple majority vote. The Secretary shall prepare a document that details the decision rendered by the Board of Directors and cause one copy to be delivered, by certified carrier, to the offending party and one copy to the member who initiated the complaint. In the event that the infraction involves one or more minors, the copy of the report shall be delivered to the appropriate parent(s) or guardian(s).
- 7.3.3** In the event the Board of Directors renders a decision to revoke a person's membership that revocation shall be for one (1) calendar year from the date the Board of Directors renders its decision. In the event the Board of Directors has cause to revoke a person's membership a second time, that revocation shall be for two (2) calendar years from the date the Board of Directors renders its decision. In the event the Board of Directors has cause to revoke a person's membership a third time, that revocation will result in a lifetime ban from Texas USA Wrestling.
- 7.3.4** The decision rendered by the Board of Directors is final and is not subject to review except and until all conditions set forth by the Board of Directors in their written decision have been met.
- 7.4** **Reinstatement.** All members, coaches, and clubs shall automatically be reinstated following the conclusion of any assessed suspension. Any club that has been suspended shall be required to have a member of the Board of Directors present at the first club meeting or event following the suspension to monitor the meeting or event, and the club shall be liable for all expenses incurred by the Board member to attend the meeting or event.
- 7.5** **Officials.** All reports against officials shall be directed to the director of officials for handling according to the by-laws of the TX-USWOA.

ARTICLE VIII DISSOLUTION

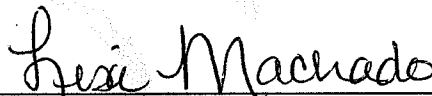
Upon dissolution of the Corporation or the winding up of its affairs, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the

Corporation, dispose of all of the assets of the Corporation exclusively to charitable, scientific or educational organizations or associations for the prevention of abuse to women or children which qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

**ARTICLE IX
AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a vote of the Board of Directors of Texas USA Wrestling at any Board meeting, or any special meeting, when the proposed amendment has been set forth in the proper notice of any such meeting. Such Bylaws shall be effective only when ratified by a 2/3's vote of members present at any general or special meeting of the Corporation when the proposed amendment has been set forth in the proper notice of any such meeting and notification including the full text of all changes is provided at least 14 days in advance of any such meeting.

I, the undersigned, being Secretary of TEXAS USA WRESTLING, INC., do hereby certify the foregoing to be the Bylaws of the Corporation, as adopted by the Executive Board of Directors on the 31st day of July 2011, and ratified by a 2/3's vote of the general membership present on the 13th day of August 2011.



Secretary