

BYLAWS
OF
MAVERICKS WRESTLING, INC

I. NAME:

The name of the Corporation shall be Mavericks Wrestling, Inc. hereby called “Corporation” throughout this document.

II. PURPOSE:

The purposes of the Corporation, as set forth in the Articles of Incorporation, are exclusively charitable within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law (“Section 501(c)(3)”). In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes, as set forth in the Articles of Incorporation and these Bylaws.

The specific purpose of Mavericks Wrestling, Inc is to promote, support, and develop amateur wrestling through preparation, competition, and fellowship.

III. LOCATION:

The registered office shall be a street address designated by the Board of Directors.

IV. MEMBERSHIP:

The Corporation shall have NO members.

V. EXPENSES:

The Corporation shall have two types of expenses: Operating Expenses and Capital Expenses.

- a. Operating Expense: any single expense or series of related expenses incurred by the Organization towards an initiative, where the total cost is less than or equal to \$5,000.00 (five thousand dollars). The Executive Committee may use Operating Expenses to effectively manage the corporation's day-to-day operations.
- b. Capital Expense: any single expense or series of related expenses incurred by the Organization towards an initiative, where the total cost is greater than \$5,000.00 (five thousand dollars). Capital Expense requests must be approved by the affirmative vote of a majority of the Elected Board Members present at a duly held meeting of the board.

VI. BOARD OF DIRECTORS:

The Board of Directors oversees the governance, strategic direction, and overall health of the corporation.

- a. The Board of Directors shall consist of Elected Board Members (Section VI.a.i). The Board of Directors may also have Emeritus Board Members (Section VI.a.ii).
 - i. Elected Board Members (voting members)

1. Elected Board Members shall consist of the following positions:
 - a. President: Responsible for guiding meetings, setting agendas, and ensuring the board functions effectively.
 - b. Secretary: Responsible for maintaining accurate records of board meetings, including minutes, and ensuring compliance with legal and regulatory requirements.
 - c. Treasurer: Responsible for overseeing the organization's budgets, financial reports, and audits. The treasurer also signs all approved capital expense requests, submits all required state and federal filings, maintains the corporation's tax exemption(s), and ensures the corporation maintains its non-profit status with all state and federal entities.
 - d. Member(s)-At-Large: Participate in board meetings, provide input on key decisions, and contribute expertise or guidance on matters relevant to the organization's mission and objectives.
 2. Elected Board Members shall be elected by the affirmative vote of a majority of the Elected Board Members present at a duly held meeting of the board, except that no Elected Board Member shall vote for his/her own election.
 3. Elected Board Members shall serve a term of two years.
 - a. Beginning in May 2024, three board positions shall be up for re-election every other even year.
 - b. Beginning in May 2025, four board positions shall be up for re-election every other odd year.
 4. The Board of Directors shall assign and/or re-affirm positions (Section V.a.i.1) of all Elected Board Members no later than 30 days after a duly held election.
 5. Notice of upcoming elections shall be posted on the Mavericks Wrestling, Inc webpage and shall solicit nominations for applicants.
 6. Should an Elected Board Member die, resign, or be removed, the Board of Directors shall elect a successor to serve for the duration of the unexpired term.
 7. An Elected Board Member may be removed from office by an affirmative vote of a majority of the Elected Board Members present at a duly called meeting, provided that not less than five (5) days' and not more than thirty (30) days' notice of such meeting, stating that removal of such board member is to be on the agenda, shall be given to each member of the Board of Directors.
- ii. Emeritus Board Member (non-voting member)
1. An Emeritus Board Member is a former board member who stays on the board as a non-voting member. Emeritus Board members serve in an advisory capacity only.
 2. An Emeritus Board Member may be nominated by any Elected Board Member.

3. An Emeritus Board Member shall be elected by the affirmative vote of a majority of the Elected Board Members present at a duly held meeting of the board.
 4. An Emeritus Board Member shall be elected for a term of two years.
 5. An Emeritus Board Member does not count toward the overall number of the board's composition.
 6. An Emeritus Board Member may be removed from office by an affirmative vote of a majority of the Elected Board Members present at a duly called meeting, provided that not less than five (5) days' and not more than thirty (30) days' notice of such meeting, stating that removal of such board member is to be on the agenda, shall be given to each director.
- b. Board Composition:
- i. At a minimum, the Board of Directors must consist of the following three Elected Board Members: President, Secretary, and Treasurer.
 - ii. The Board of Directors may have up to four (4) additional Elected Board Members serving as Members-At-Large.
 - iii. The total size of the Board of Directors shall not exceed seven (7) Elected Board Members.
 - iv. At all times, not less than 100 percent of the Elected & Emeritus Board Members shall be persons who have a vested interest in the amateur wrestling community.
- c. Compensation: No compensation shall be paid to any member of the Elected & Emeritus Board Members for service as a member of the board, except that, by resolution of the board, directors may be reimbursed for expenses incurred on behalf of the Corporation.
- d. Expenditures: The Board of Directors shall approve all Capital Expense expenditures by affirmative vote of a majority of the Elected Board Members present at a duly held meeting of the board.

VII. MEETING STRUCTURE:

- a. The Board of Directors must meet at least once a quarter and may hold its meetings at such times and places as majority of the voting members in office determine (to include the ability to hold meetings using virtual technology).
- b. Special meetings of the Board of Directors may be called at any time upon request of the President, or any three (3) voting members, provided that any such request shall specify the purpose of the meeting. Such a meeting shall be held within fifteen (15) days of such request.
- c. Written notice of regular and special meetings shall be given not less than fifteen (15) days prior to such meetings, provided, however, that any voting member may execute a written waiver of notice before or during a meeting, and the Secretary shall enter it on the minutes or other records of the meeting.
- d. At all meetings of the Board of Directors, a majority of the voting members then in office shall be necessary and sufficient to constitute a quorum for the transaction of business.
- e. Except where otherwise required by law, the articles, or these bylaws, the affirmative vote of the majority of the voting members present at the duly held meeting shall be sufficient for any action.
- f. All rules and procedures will follow Robert's Rules of Order.

VIII. COMMITTEES:

- a. Executive Committee: The Executive Committee is responsible for the management of the corporation. The Executive Committee is empowered to take necessary actions, within the scope of the Corporation's mission, policies, and budgetary constraints, to effectively manage the corporation's day-to-day operations, achieve its goals, and uphold its best interests, subject to the oversight of the Board of Directors.
 - i. The Executive Committee shall:
 1. Provide overall leadership and direction to the organization, overseeing staff, volunteers, and day-to-day operations.
 2. Collaborate with the Board of Directors to develop and implement the organization's strategic plan, ensuring alignment with the mission and setting measurable goals.
 3. Manage the organization's budget, financial resources, and fiscal operations.
 4. Lead fundraising efforts by identifying funding opportunities, cultivating donor relationships, and diversifying revenue streams to support the organization's mission and programs.
 5. Oversee the development, implementation, and evaluation of programs and services to ensure they align with the organization's mission and meet the needs of the community or beneficiaries.
 6. Provide regular updates to and implement decisions of the Board of Directors.
 7. Represent the Corporation externally, building partnerships, advocating for the Corporation's mission, and engaging with stakeholders, including government entities, other nonprofits, donors, and the public.
 8. Hire, supervise, and evaluate staff/volunteers, ensuring a positive culture, and compliance with employment laws and regulations.
 9. Identify and manage risks that may affect the organization's reputation, operations, or finances, and implement risk mitigation strategies.
 10. Ensure the organization operates in compliance with relevant laws, regulations, and ethical standards, and maintains necessary licenses and accreditations.
 11. Cultivate strategic partnerships, collaborations, and alliances that further the organization's mission and expand its impact.
 - ii. The Executive Committee shall be comprised of three Elected Board Members.
 - iii. Periodic Executive Committee elections shall occur annually in June. Executive Committee members shall be elected by an affirmative vote of a majority of the Elected Board Members present at the annual June meeting.
 - iv. Executive Committee members may be removed from the Executive Committee by an affirmative vote of a majority of the Elected Board Members present at a duly called meeting, provided that not less than five (5) days' and not more than thirty (30) days' notice of such meeting, stating that removal of an Executive Committee member is to be on the agenda, shall be given to each member of the Executive Committee.
 - v. Should an Executive Committee member die, resign, or be removed, Elected Board Members shall appoint a new Executive Committee member by the

- affirmative vote of a majority of the Elected Board Members present at a duly convened board meeting.
- vi. Compensation: No compensation shall be paid to members of the Executive Committee, except that, by resolution of the board, an Executive Committee member may be reimbursed for expenses incurred on behalf of the Corporation.
- b. Ad-Hoc Committees: The Board of Directors, by resolution adopted by a majority of the Elected Board Members present at a meeting where there is quorum, may designate one or more ad-hoc committees.
- i. The Board, by majority, shall appoint the members and the Chair of all ad-hoc committees.
 - ii. The President may appoint, to committees, persons who are not on the Board of Directors of the Corporation.
 - iii. All ad-hoc committees created by the Board of Directors shall be chaired by a member of the Board of Directors.
 - iv. Committee Minutes: All committees must keep meeting minutes. Minutes must record the date, the meeting agenda, those in attendance, and any action(s) taken. Committee minutes must be shared with the Board of Directors at the next scheduled board meeting and must become part of the corporate record.

IX. AMENDMENTS:

These Bylaws may be altered, amended, added to, or repealed at any meeting of the Board of Directors called for that purpose by the vote of a majority of the Elected Board Members present.

These Bylaws were adopted on behalf of Mavericks Wrestling, Inc on the 21st day of April in the year 2024.

Demetrios Gourgoulianis

President Name



President Signature