

BYLAWS

CUMBERLAND VALLEY WRESTLING BOOSTER CLUB

Article I -- Name, Offices, Registered Agents, Purpose, and Corporate Identity

1.1 Name. The name of the corporation will be Cumberland Valley Wrestling Booster Club (“**CVWBC**”). In addition to the formal name, the corporation may conduct its affairs under the names, symbols and images as may be approved by its Board of Directors, including without limitation “CVWBC”.

1.2 Purpose. The primary purpose of CVWBC is to provide community support for the Cumberland Valley School District (“**CVSD**”) wrestling program (“**CV Wrestling**”) and its student-athletes, to encourage wrestlers to be scholar athletes by the award of scholarships toward the costs of college educational expenses and to foster national and/or international amateur wrestling competition.

1.3 Objective. The objectives of CVWBC at all levels, K-12, are to teach the fundamentals of wrestling, promote the spirit of fair play, sportsmanship, respect, citizenship, physical fitness, courteous competition, team effort, and cooperative enterprise by parents and their children, as well as by all other CVWBC members and volunteers.

1.4 Intent. The intent of the by-laws is to effectuate the purpose and objective as stated herein, as well as the mission of the CV Wrestling program. These Bylaws cannot address or anticipate every issue, fact pattern, or scenario, and as such, when not otherwise expressly provided for, should be interpreted in a manner consistent with, and that effectuates, the purpose, objectives, and mission of the CV Wrestling program. The Board of Directors (“**Board**”), as defined herein) and Executive Committee (as defined herein) will have broad powers and the responsibility to take necessary action(s) to carry out the objectives and purposes of the CVWBC, including but not limited to, the power to adopt policies, procedures, and rules necessary or advisable for the management and operation of the CVWBC, to make decisions regarding the allocation of resources, to enter into contracts and agreements, to solicit and receive contributions, and to undertake any other activities consistent with the nonprofit status of the CVWBC and its exempt purposes as defined in the Internal Revenue Code.

1.5 Principal Office. The principal office of the corporation, if any, will be assigned by the Executive Committee and located within the CVSD, if possible.

1.6 Registered Agent/Office. The location of the registered office of CVWBC will be assigned by the Executive Committee. This office will be continually maintained in the Commonwealth of Pennsylvania for the duration of CVWBC at the following address: Penncorp Service Group

(“**Registered Agent**”), 600 North Second Street Harrisburg, PA 17101 (“**Registered Office**”). The Secretary will be responsible for maintaining the Registered Agent

1.7 Corporate Identity. The CVWBC will be organized as a non-profit corporation within the definition of the Internal Revenue Code § 501 (c) (3), as amended. It will receive and administer funds for the sole purpose of promoting the sport of amateur wrestling within the Cumberland Valley School District. Contributions and sponsorships may be received by the CVWBC from businesses, organizations, or individuals. The CVWBC may collect dues from member programs to offset expenses.

Article II -- Composition of the Corporation

2.1 Membership. The Members of CVWBC are those having membership rights in accordance with provisions of these Bylaws.

2.2 Athlete Eligibility for Youth, Junior High, High School. To be eligible to participate in CVWBC activities at any level, a child or student must:

- (1) be eligible to be enrolled as a student in the Cumberland Valley School District (exceptions to this is are (a) a child who lives in the CVSD but attends a private school or who is homeschooled, and (b) a child outside CVSD may participate in the youth program upon majority approval of the Board);
- (2) be registered with CVWBC for an active CVWBC wrestling program, with all entry or registration fees paid, if any; and
- (3) abide by the rules and regulations of, and be in good standing with, the CVWBC.

2.3 Membership Classes. CVWBC will have three classes of Members (reference to a “**Member**” will be a reference to any of the below):

- (1) **Members at Large:** will consist of all parents, legal guardians, foster parents, and family members (“**Family**”) having supervisory roles over a CVWBC-registered wrestler, who is (a) in good standing with the CVWBC; (b) current with any applicable yearly registration fee, if any, for their wrestler(s), and (c) satisfied any volunteer requirements set by the Board;
 - (i) Notwithstanding Section 2.7, each Family is entitled to representation within the CVWBC by one (1) person, and only one (1) person from the Family;
 - (ii) The above qualification applies to participation on the Board or Executive Committee;
- (2) **Board Members,** to include the Officers that are elected by the Board;
- (3) **Honorary Booster Club Members:** will consist of any person not satisfying Section

2.3(1) above who is (a) a past Member at Large of the CVWBC, or (b) voted in as an “Honorary Booster Club Member” (“**Honorary Member**”) pursuant to Section 2.6, herein; the Board will not assess any fees to Honorary Members; and

(4) **Alumni Members:** all alumni of Cumberland Valley High School who wrestled a minimum of one (1) year for the high school CV Wrestling program are automatically Alumni Members; the Board will not assess any fees to Alumni Members.

2.4 Members at Large. New Members at Large may join at any time by paying any Board-designated membership fee(s), volunteer fee(s), or registration fee(s) for participation of their wrestler(s) in the CVWBC program, and by satisfying any other requirements set by the CVWBC, which requirements are at the sole discretion of the CVWBC.

2.5 Membership Agreement. Membership in each class of the CVWBC will constitute an understanding and agreement that, as a condition to acceptance and maintaining membership, the member agrees to be bound by and observe all applicable provisions of these Bylaws, and any codes of conduct, rules, regulations, operating rules, or policy set by the CVWBC. No individual will be denied membership in the CVWBC, nor will any athlete be denied eligibility, because of race, color, religion, sex, age, or national origin.

2.6 Honorary Booster Club Member Approval. Honorary Booster Club Member requests will be accepted by the President, and presented to the CVWBC for approval, which will be upon the affirmative vote of two-thirds of the Board Members present and voting if a quorum is present.

2.7 Suspension or Termination of Membership. Any Member (whether a Member at Large, Board Member, Honorary Member, or Alumni Member), may be suspended or removed from the CVWBC by a majority vote of the Board Members present, where a quorum is present, for conduct deemed detrimental to the CVWBC, provided that the Member will have first be served with notice of the accusations and given an opportunity to produce witnesses and to be heard at the CVWBC meeting at which the vote is taken.

Article III -- Board of Directors and Executive Committee

3.1 Powers. The Board Members are that group of persons vested with the management of the business and affairs of CVWBC. The budget for a fiscal period will be approved by a majority of the Board of Directors prior to that fiscal period unless authorization is granted by the Board to the Executive Committee.

3.2 Composition. The Board of Directors will be composed of the following voting members, totaling Seventeen (17) members on the Board:

- (1) President
- (2) Treasurer

- (3) Vice President
- (4) Secretary
- (5) Coach (typically the varsity head coach)
- (6) Two (2) High School level representatives (“**HS1**” and “**HS2**”)
- (7) One (1) Junior High level representatives (“**JH Rep**”)
- (8) Four (4) Elementary level representatives, as follows:
 - (a) Youth 1 (“**Y1**”)
 - (b) Youth 2 (“**Y2**”)
 - (c) Youth 3 (“**Y3**”)
 - (d) Youth Girls – this position will exist if the CVWBC continues to register girls into the program, otherwise, this will convert to an At-Large position under subsection
- (9) Five (5) At-large representatives, as follows:
 - (a) Concessions – this Board Member will be responsible for running the concessions program of the CVWBC and chairing the concessions committee;
 - (b) Volunteer Coordinator – this Board Member will be responsible for coordinating all volunteers and chairing the volunteer committee;
 - (c) At Large 1 (“**AL1**”) – the Board will endeavor to first fill this position with a Member At-Large; if this position cannot be filled by a Member At Large, then the Board can next look to Alumni Members, and then to Honorary Members (in that order of priority) to fill this position;
 - (d) At Large 2 (“**AL2**”) - this position will be filled by a Member At Large, Honorary Member, or Alumni Member; and
 - (e) Honorary/Alumni - this position will be filled by an Honorary Member or Alumni Member.

3.3 Board Member Qualifications. The qualification for becoming a Board Member of CVWBC is to be a Member of any Membership Class and be in good standing at the time of the election; only one member of a family will be permitted to be in the Board at any time. Members of the Board of Directors will be selected without regard to race, color, religion, national origin, or sex. To be elected as HS#1, HS#2, JH, E#1 or E#2, that Member must have a child with at least two (2) full years remaining at the respective level (unless the Board determines otherwise, upon the vote of a majority of Board Members present) and can hold the board position for the remainder of the term, however, the Member cannot run for re-election of that position if the child has moved up a level or who is no longer enrolled in an active CV Wrestling program. A Member with a child in the 9th grade can run for either a high school or junior high position.

3.4 Meetings. Pursuant to these Bylaws, the Board will hold Board Meetings for Board Members, the Executive Committee, and committee chairpersons, to discuss the ongoing

business of the CVWBC (“**Board Meetings**”); the Board will hold an “**Annual Meeting**” that is open to all Members between June 1 and November 1 of each year; and the Board will hold an “**Annual Election Meeting**” open to all Members to be held after the PIAA state wrestling tournament and before September 1 of each year. At the Annual Election Meeting, the Board Members and Officers will be elected.

3.5 Election of Officers and Board Members. Elections will be held when there is a quorum (defined in Section 3.14) of the Board of Directors is present and as follows:

(1) Officers will be elected before Board Member elections with the order as follows – President, Treasurer, Vice President, and then Secretary, Concession, Volunteer Coordinator, High School reps, Junior High rep, Elementary reps, At-Large reps, and then Honorary Rep.

(2) It will be the policy of the CVWBC to endeavor to elect officers by and from the existing Board of Directors, if possible.

(a) To be eligible to be an officer, a Board Member must have served a minimum of one (1) full year on the Board of Directors.

(b) Only a member of the existing Board may be nominated for the office of President.

(c) The Board can waive the requirement of Section 3.5(2)(a) upon a majority vote of quorum present at the meeting immediately following the nomination of a Member At-Large for an officer position, or, if the nomination is made at a regularly scheduled meeting, then the Board can approve the nomination at that meeting.

(d) The Board can waive the requirement of Section 3.5(2)(b) only in situations where there are no eligible Members to run for the position of President and upon a majority vote of quorum present at the meeting immediately following the nomination of a Member At-Large for an officer position, or, if the nomination is made at a regularly scheduled meeting, then the Board can approve the nomination at that meeting.

(3) Those names eligible to be placed on a ballot for office are those nominations received and certified by the Secretary of the Board (and if there is no Secretary, then by the Vice President), plus those nominations taken from the floor.

(4) Officers will be elected by a simple majority of the Board Members in attendance at the Annual Election Meeting, or, if an officer is being elected mid-term due to a vacancy occurring in a position, at the Board Meeting when the election occurs.

(5) Once the officers are elected, final nominations can be made for remaining open Board positions, and Board Members will then be elected by a simple majority of all Members At-Large, Honorary Members who have been previously approved by the

Board, and Alumni Members in attendance at the Annual Election Meeting (Board Members can only vote in this election as a Member At-Large and no other family member is voting on behalf of that family, or if they are an Honorary or Alumni Member).

(6) Votes will be cast by secret ballot, but the election meeting may be observed by candidates and other Members, however, if the President calls for a discussion on any election (contested or uncontested), then the President may ask the candidates for that election to leave the room so that a free discussion can occur prior to the vote.

(7) The Vice President will collect all votes and, with the Treasurer, will immediately count the votes and report the results to the President.

(8) The President will inform candidates of the results of an election upon the final count by the Vice President and Treasurer.

(9) The procedure for electing Officers and Board Members is as follows:

(a) The Board must give a minimum of thirty (30) days' notice to the Members that an election will occur and providing (i) the time and place of the election, (ii) sufficient information on the positions open for election, and (iii) the procedure for nominating someone for any open position.

(b) Nominations in Advance of an Election Meeting -- any individual member of the Board may nominate himself or another Member, as long as the nomination does not conflict with the rules appearing herein.

(c) Nominations will be submitted prior to the date on which the Annual Election Meeting is scheduled to occur, however, the Board may take nominations from the floor at the Annual Election Meeting.

(d) The Secretary will notify each individual nominated and ask if he/she wishes to serve and have his/her name placed on the ballot.

(e) Except upon the prior approval of the Board, each nominee will be present at the Election Meeting.

(f) An individual nominated for office from the floor must be physically present to accept the nomination.

3.6 Terms of Officers and Board Members. The term of each Officer and Board Member will be two (2) years, with no limit on the number of terms a Member can be an Officer or Board Member, with elections for each as follows:

(1) In each year ending with an even number (ie, 2022, 2024, etc), the CVWBC will elect:

(a) President

(b) Secretary

(c) High School Rep #2

- (d) Youth Rep #2
- (e) Youth Rep #4 - Girls
- (f) Concessions
- (g) At-Large Rep #4

(1) In each year ending with an odd number (ie, 2021, 2023, etc), the CVWBC will elect:

- (a) Treasurer
- (b) Vice President
- (c) High School Rep #1
- (d) Junior High
- (e) Youth Rep #1
- (f) Youth Rep #3
- (g) Volunteer Coordinator
- (h) At-Large Rep #3
- (i) At-Large Rep #5 - Honorary

3.7 Executive Committee. The Executive Committee will be made up of the Officers and the varsity head coach. The Executive Committee will, consistent with the policies established by the Board, exercise the powers and perform the duties of the Board between meetings of the Board. On a regular basis, the Executive Committee will review the approved budget and may alter by a majority vote of the Executive Committee.

3.8 Vacancies on the Board. Any vacancy occurring on the Board or Executive Committee between elections will be filled with any Member of the CVWBC by a majority vote of the Board present at the meeting when the vote occurs. The newly elected Board Member will fill the vacancy for the unexpired term of their predecessor in office. Nominations for a vacated position will be accepted after thirty (30) days' notice to the class of Members eligible for the board position.

3.9 Time and Place of Meetings. Meetings of the CVWBC will be held at the times and places designated by the Board and the Board may determine the timing for meetings according to its schedule and agenda. A calendar will be set at the start of the CVWBC fiscal year ("**Preapproved Board Schedule**") and posted for all classes of Members to access. All Board meetings will be open to all Members, unless declared closed upon a majority vote of the Board Members in attendance or in advance. Executive Committee meetings will be open or closed at the discretion of the President or a majority vote of the Executive Committee.

3.10 Notice of Board Meetings, the Annual Meeting, and the Annual Election Meeting. No notice of a Board Meeting is required if it falls on the date set in the Preapproved Board Schedule; otherwise, the Secretary will endeavor to provide written notice to each Board Member at least three (3) days prior to the date of the meeting, stating the place, day, and hour of the Board Meeting, including an agenda, and in the case of any special meeting the

purpose for which the meeting is called. Written notice of the Annual Election Meeting and the Annual Meeting will be given by, or at the direction of, the Secretary to each Member, at least ten (10) days prior to the date named for the meeting. Written notice may be given to Members as follows: (a) personally; (b) by sending a copy thereof by e-mail, at the email address provided to the Board; (c) by posting notice of the meeting at the place designated for posting of notices by the Board; or (d) by posting the notice on a public webpage or social media page designated by the CVWBC.

3.11 Conduct of Meetings. All meetings of the CVWBC will be conducted by the President. In the absence of the President, the Vice President, Treasurer or Secretary, in that order, will conduct the meeting. After each meeting, (1) the Secretary will send a copy of the minutes of each meeting to the Board within two (2) days of the Board Meeting for review and approval; (2) the Board will have two days to comment on or approve the minutes (a Board Member's silence will be deemed an approval); and (3) the Secretary will post the minutes of the meeting where directed by the Board for review by Members.

3.12 Voting Rights of Board Members. All Board Members are entitled to one vote on each matter submitted to a vote. Board Members may submit votes in person or by delivering a written signed proxy to another Board Member, and upon prior approval of the President, via telephone, video conference, or by email.

3.13 Voting Rights of Members. Each family of a current wrestler in the CV Wrestling Program is entitled to have one (1) adult representative of the family cast one (1) vote for each open Board position at the Annual Election Meeting. Members will not have any further voting rights.

3.14 Quorum. To conduct a meeting where a vote must occur, a quorum must be present. A "quorum" is defined as a simple majority of the actively filled Board positions being present in person or, with the prior approval of the President, remotely (e.g., teleconference or other means), with two (2) of those present being Officers.

3.15 Fiscal Year. The fiscal year for the CVWBC will run from August 1 through July 31 each year.

3.16 Special Meetings. Upon notice to the Board, the President or Executive Committee is permitted to call special meetings of the Board, or a special meeting can be called upon the written request of at least twenty-five percent (25%) of the Board Members. Special Meetings will be held at the time and place as will be specified in the notice of meeting, with a minimum of twenty-four (24) hours' notice. "Special meetings" are defined as all meetings outside of a regularly scheduled monthly board meeting, the Annual Meeting, and the Annual Election meeting, and will include, but not be limited to, email motions, or motions made electronically through an app, website, text message, etc., outside of a regularly scheduled Board Meeting, and will require the approval of (1) the President, or (2) the Secretary, Treasurer and Vice

President in order to proceed.

3.17 Conflicts of Interest. No member of the Board or Executive Committee will participate in the discussion concerning, or vote on, any action from which the member or any organization in which the member is materially interested, may directly or indirectly derive any material benefit. In addition, no member of the Board will participate in any action of the Board or a committee concerning an athlete or Member if they have any bias or conflict of interest with the party who is the subject of said action. A violation of this rule by a member of the Board or Executive Committee will not invalidate the action taken by the Board or committee if, following disclosure of the adverse interest of the member, the Board or committee authorizes, ratifies, or approves the action by a vote sufficient for the purpose, without counting the vote of the member, or if the vote in question received enough votes to pass without the vote of the conflicted Board Member.

3.18 President. The President will be the Chief Executive Officer of CVWBC and will supervise and oversee the affairs of CVWBC. The President will perform all duties of the office and all other duties as may be provided in these Bylaws, or as may be prescribed from time to time by the Board, including but not limited to the following: (1) setting the Agenda for and presiding over all CVWBC meetings, (2) assuring that orderly and complete meetings are conducted, (3) appointing all Committee Chairs and serving as an ex officio member of all committees, (4) ensuring that all members, including Board Members and coaches, fulfill their duties to the CVWBC, (5) represent (or designate a member of the Board to represent) CVWBC in contracts with governmental agencies or other organizations involving the affairs of CVWBC, and (6) appoint an accountant who is not a CVWBC Member to perform the annual review of CVWBC's financial records ("books") annually and report at the Annual Meeting. The President will be responsible for reviewing and revising any Standard Operating Procedures ("**SOPs**") for its position on a yearly basis to coincide with the end of the fiscal year.

3.19 Vice President. The Vice President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President will coordinate and collect background checks for all members of the Board and all coaches in the youth level of the CVWBC. The Vice President will perform the other duties as may be prescribed in these Bylaws or as may be prescribed from time to time by the President or the Board, including but not limited to assuring that the provisions of the Articles of Incorporation and Bylaws are adhered to at all times, reviewing Bylaws annually & revising as needed for presentation to the Board each September for approval, and monitoring adherence to CVWBC policies and procedures. The President will oversee and be a de facto member of the following committees:

- (1) Tournament Committee
- (2) Offseason Committee
- (3) Volunteer Committee

(4) Bylaws and Standard Operating Procedures Committee

The Vice President will be responsible for reviewing and revising any SOPs for its position on a yearly basis to coincide with the end of the fiscal year.

3.20 Secretary. The Secretary will (1) keep minutes of all meetings of the Board, (2) present via email the minutes from the prior meeting within two days of each concluded Board meeting for approval of the Board, (3) post meeting minutes and agendas for Members to review in a place designated by the Board, (4) distribute an agenda prior to CVWBC meetings, (5) record attendance at meetings, (6) maintain CVWBC membership lists, (7) serve as custodian of CVWBC records, (8) give all notices as are required by these Bylaws, (9) conduct official correspondence on behalf of CVWBC, (10) conduct meetings in the absence of the President and Vice President, (11) oversee registration, (12) provide support to the team parents, and Junior High and High School teams, and (13) generally perform all duties of the office of Secretary and the other duties as may be required by these Bylaws, by the Articles of Incorporation, or which may be assigned from time to time by the Board. The Secretary will keep a copy of the current Bylaws and have them available at CVWBC meetings. The Secretary will hold one CVWBC post-office key. The Secretary will be responsible for reviewing and revising any SOPs for its position on a yearly basis to coincide with the end of the fiscal year.

The Secretary will oversee and be a de facto member of the following committees:

- (1) IT / Communications / Social Media Committee
- (2) Registration Committee
- (3) Special Events Committee

3.21 Treasurer. The Treasurer will (1) have charge and custody of all funds of CVWBC, (2) will disburse and deposit the funds as required by the Board, (3) will keep and maintain adequate and correct accounts of CVWBC's properties and business transactions, (4) will render reports and accountings to the Board and to the Members as required by the Board or Bylaws, (5) may sign CVWBC checks for values up to \$499.99 (and checks for values of \$500.00 and above will be signed by the Secretary OR President), and (6) will perform in general all duties of the office of Treasurer and all duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board, including but not limited to the following:

- (1) Submit a written financial report at all regularly scheduled meetings;
- (2) Prepare an annual report for the close of the fiscal year and a budget for the upcoming fiscal year to be submitted to the Board showing all receipts and expenditures. The report will be audited by the designated appointees by the Board;
- (3) Require documentation for all reimbursements.
- (4) Reimbursements/invoices will be paid within 30 days of receipt.

(5) Deposits will be made within one week of receipt.

(6) Does not hold a booster club credit card but manages the credit card account so that Treasurer receives alerts for larger purchases of an amount to be set by the booster club.

If required by the Board, the Treasurer will deliver to the President, and will keep in force, a personal bond in form, amount and with a surety or securities satisfactory to the Board, but in no case less than the total amount of expenditures in the current years' budget, conditioned on faithful performance of the duties of the office, and for restoration to the CVWBC in case of death, resignation, retirement or removal from office, of all CVWBC books, papers, vouchers, money and property in the Treasurer's possession or control. The Treasurer will hold one CVWBC post-office key. The Treasurer will be responsible for reviewing and revising any SOPs for its position on a yearly basis to coincide with the end of the fiscal year.

The Treasurer will oversee and be a de facto member of the following committees:

- (1) Concessions Committee
- (2) Fundraising Committee (and the related Sponsorship Subcommittee)
- (3) Scholarship Committee
- (4) Equipment Management / Capital Improvements Committee

3.22 Authority of the Board. The business and affairs of CVWBC will be managed by the Board, which may exercise all powers of CVWBC. In addition, the Board will:

- (1) Handle the finances of CVWBC;
- (2) Oversee the committees of the Board;
- (3) Enforce the rules and regulations of the Board;
- (4) Authorize the President to enter into contracts on behalf of the CVWBC;
- (5) Oversee the background checks of all youth coaches and other Members required to obtain clearance under applicable law prior to their participation in CVWBC activities. Reimbursement will be made for all required clearances (youth, JH, HS) at all levels upon receipt and proof of payment; and
- (6) Any other duties necessary for the administration of the CVWBC.

3.23 Removal of Board Members. Board Members may be removed from office for any of the following reasons:

- (1) Resignation; or
- (2) Missing three (3) regularly scheduled meetings without prior notice and approval during a fiscal year; or
- (3) Upon the vote of three-fourths (3/4) of the Board.

3.24 Compensation. No dividend will be paid and no part of the income of CVWBC will be distributed to its any of its Members, Board Members or Officers. CVWBC may pay fair compensation to Members or Officers for services rendered upon approval of the Board.

3.25 Awards. The Board may grant awards, including but not limited to, scholarship and gifts, at its discretion, with the goal of recognizing the accomplishments of CVWBC wrestlers, at its discretion. These awards will not be deemed compensation.

3.26 Budget and Financial Transactions. The date for submission of the annual budget for the upcoming fiscal year will be prior to the September Board meeting each year. All expenditures not included in the annual budget will be subject to Board vote. All checks for less than \$500.00 will be signed by the Secretary or President and all checks for \$500.01 and above will be signed by two (2) of the following: Secretary, Treasurer and President.

(a) At all times, the CVWBC will maintain a bank account for the general business of the CVWBC, with the President, Treasurer and Secretary being the signatories for this account.

(b) At all times, the CVWBC will maintain a separate bank account for concessions, with the President, Treasurer and Concessions Chair being the signatories for this account.

3.27 Review of Books and Records. The financial records (“books”) of the CVWBC will be reviewed or audited within 120 days after the close of each fiscal year.

3.28 Action by Consent. The Board may act without a meeting pursuant to Section 3.16 if consent setting forth the action so taken is provided electronically or in a writing signed by a majority of the Board and filed with the Secretary as minutes.

3.29 Waiver of Notice. Whenever any notice is required to be given under the Non-Profit Corporation Law of 1972, as amended, Articles of Incorporation, or these Bylaws, a waiver of notice in writing and signed by the person or persons entitled to notice, whether before or after the time stated in the waiver, will be deemed equivalent to the giving of notice. Notice required to be given under these Bylaws may also be effectively waived by the person entitled to notice by attendance at the meeting other than for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

3.30 Youth Head Coach. The Varsity Head Coach will appoint a Youth Head Coach on a yearly basis to oversee the youth program. The Board will endeavor to have the Varsity head Coach appoint this position prior to the close of the previous fiscal year. The Youth Head Coach will not be permitted to hold a voting position on the Board and will fill the Coach board position when the Varsity HeadCoach position is vacant or if the Varsity Head Coach cannot be in attendance and requests that the Youth Head Coach act as the proxy.

Article IV -- Committees

4.1 Committees. In addition to the committees in Sections 3.19, 3.20, and 3.21, the Board will create standing and ad hoc Committees as needed for effective operation of the CVWBC. Each Committee will have a chairperson, who is a Member or CVWBC coaches in good standing; members of each committee will be made up of Members or CVWBC coaches in good standing. The Chairperson will be appointed by the President and approved by the Board. Committees may hold meetings at times and places as they desire. Each committee will perform the duties delegated to it by the Board and will be responsible for preparing, reviewing and revising SOPs prior to the close of each fiscal year.

4.2 Standing Committees.

- (1) Concessions Committee. Plans concessions for sale at CVWBC events, including requesting and obtaining donations of goods, purchasing concessions for sale, and scheduling volunteers for CVWBC events (e.g., CVWBC duals meets, tournaments, clinics, etc.) as appropriate; the Chairperson for this Committee will be a Board Member.
- (2) Registration Committee. Schedules and organizes CVWBC elementary wrestler registration. Holds no fewer than 3 registration events each year and recruits Team Parents for each classification of CVWBC elementary wrestlers (e.g., Eagle Team, Red Team, White Team).
- (3) IT / Communications / Social Media Committee. Develops CVWBC marketing, communications, and public relations strategies and coordinates activities related thereto which are not within the purview of any other CVWBC Committee, including designing and editing of event programs, websites, apps, and other IT-related items. Maintains the CVWBC website. Recommends technology purchases for CVWBC and coordinates technology issues and function at CVWBC wrestling and social events.
- (4) Fundraising Committee (and Sponsorship Subcommittee). Develops and manages a fundraising and sponsorship program for the CVWBC. Fundraising and sponsorship will consist of grant applications, sponsorship solicitations, and other regular and ad hoc fundraising activities to raise funds for the CVWBC generally and for special purposes and activities as appropriate and approved by the Board. Coordinates the design and purchase of the “Spirit Wear” and other “gear” for the CVWBC.
- (5) Special Events Committee. Plans and coordinates banquets and special events to include Senior Night, Welcome Banquet, and End of Season Banquet.
- (6) Tournament Committee. Plans, coordinates, and executes wrestling tournaments for the benefit of the CVWBC. Creates separate budgets of projected and actual expenses and income for each event. Includes the CVWBC elementary program head coach, varsity head coach, junior high head coach, or their designees.
- (7) Volunteer Committee. The Volunteer Committee Chairperson will be a Board

Member.

(8) Hospitality Committee. Will be organized and run as a subcommittee of the Tourney Committee.

(9) Equipment Management / Capital Improvements Committee. Maintains an inventory of CVWBC equipment and arranges for distribution and collection of equipment including singlets and other apparel/equipment distributed to wrestlers, coaches or others.

(10) Bylaws / Standard Operating Procedures Committee. Reviews and recommends changes to the Bylaws for presentation to the Vice President and to the Board.

(11) Coaching Committee.

(12) Youth Committee.

(13) Offseason Programs Committee.

(14) Team Parents Committee.

(15) Scholarships Committee.

Article V: Condolence and Sympathy

5.1 Condolence and Sympathy. At the discretion of the Board, an acknowledgment, such as but not limited to, flowers, a fruit basket or monetary donation may be sent to the family of a member or former member, wrestler, fan/supporter in the case as bereavement, serious injury or illness. The value of any gift or monetary donation will not exceed \$250.

Article VI: Amendment

6.1 Modification of Bylaws. The power to alter, amend, or repeal these Bylaws, or to adopt new Bylaws, insofar as it is allowed by law, is vested in the Board. All amendments to the Bylaws must be submitted to the Board in written form for discussion. Bylaw changes may not be voted upon at the same meeting at which they are presented for discussion. The Bylaws of CVWBC may be changed via amendment approved by two-thirds (2/3) of the Board members in attendance if a quorum is present.

Article VII: Dissolution

7.1 Dissolution. Upon dissolution of this organization, assets will be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or should be distributed to the federal government, or to a state or local government, for a public purpose.

Article VIII: Personal Liability; Indemnification of Officers, Directors and Agents

8.1 Personal Liability. A Board Member or Officer will not be personally liable for monetary damages for any action taken, or any failure to take any action, unless he or she has breached or failed to perform the duties of his/her office under Section 8363 of the Directors' Liability Act, 1986, November 28, P.L. 1458, No.145, Section 1 as enacted or as thereafter amended, or the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness. The limitation of personal liability provided by this Section 12.1 will not apply to the responsibility or liability of a Board Member or Officer pursuant to any criminal statute or the liability of a Director for the payment of taxes pursuant to local, state, or federal law.

8.2 Indemnification. The CVWBC will indemnify any Board Member or Officer of the CVWBC and may indemnify any other employee, agent, or authorized representative, who was or is a party to (which will include for purposes of this Article the giving of testimony or similar involvement), or is threatened to be made a party to, or who is called as a witness in connection with, any threatened, pending or completed action, suit, appeal, or proceeding, whether civil or criminal, administrative or investigative, formal or informal, including an action brought by or in the right of the CVWBC, by reason of the fact that said person is or was a Board Member, Officer, employee, agent, or authorized representative of the CVWBC to the fullest extent permitted by law, or is or was serving at the request of the CVWBC as a Board Member, Officer, or agent, including attorneys' fees and disbursement, judgments, damages, punitive damages, penalties, fines and amounts paid in settlement actually and reasonably incurred by said person in connection with the action, suit, appeal, or proceeding unless the act or failure to act giving right to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct, or recklessness, or if said person failed to act in good faith or in a manner reasonably believed to be in the best interests of the CVWBC. If a Board Member, Officer, agent, or authorized representative is not entitled to indemnification with respect to any portion of any liabilities to which such person may be subject, the CVWBC will nonetheless indemnify such person to the maximum extent of the remaining portion of the liabilities.

The CVWBC will pay expenses (including attorneys' fees and disbursements) actually and reasonably incurred by an Officer or Board Member, and may pay expenses (including attorneys' fees and disbursements) actually and reasonably incurred by any other employee, agent, or authorized representative, in defending a civil or criminal action, suit, appeal, or proceeding in advance of the final disposition of the action, suit, appeal, or proceeding upon receipt of any undertaking by or on behalf of such person to repay the amount if it will ultimately be determined that said person is not entitled to be indemnified by the CVWBC. The financial ability of an indemnified representative to repay an advance will not be a prerequisite to the making of the advance.

8.3 Non-exclusivity. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article will not be deemed exclusive of any other rights to which persons seeking indemnification or advancement of expenses may be entitled under any bylaws, agreement, contract, vote of Members or disinterested Board Members or pursuant to

the direction, howsoever embodied, of any court of competent jurisdiction or otherwise, both as to action in said person's official capacity and as to action in another capacity while holding office. It is the policy of the CVWBC that indemnification of, and advancement of expenses to, Board Members and Officers of the CVWBC will be made to the fullest extent permitted by law.

8.4 Continuing Obligation. The indemnification and advance of expenses provided by or granted pursuant to this Article 11 will, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Board Member, Officer, employee, agent, or authorized representative, and will inure to the benefit of the heirs, executors, and administrators of such person. The repeal of this Article or any amendment hereof which may impair or otherwise diminish the protection afforded hereby to persons described herein will be effective only with respect to acts or omissions by such persons which occur after the effective date of the repeal or amendment and will have no effect whatsoever with respect to acts or omissions occurring prior to the effective date.

8.5 Insurance. The CVWBC will purchase and maintain insurance covering the CVWBC and on behalf of any person who is a Board Member, Officer, employee, committee member or agent of the CVWBC, or is or was serving at the request of the CVWBC as a member of the board, director, officer, employee or agent of another association, corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the individual and incurred by the CVWBC in any capacity or arising out of the individual's status as such, whether or not the CVWBC would have the power to indemnify said individual against such liability under the provisions of this Section.