

BYLAWS
NATIONAL WRESTLING HALL OF FAME, INC. - STATE CHAPTERS

SECTION I

1.1 Name and Place of Business

The name of this organization shall be the National Wrestling Hall of Fame State Chapters, an extension of the National Wrestling Hall of Fame, Inc., a non-profit corporation.

1.1.1 Individual State Chapters

One or more individual State Chapters for each state may be authorized by the Board of Governors of the National Wrestling Hall of Fame and Museum (hereafter National Wrestling Hall of Fame). When the words “Chapter” or “Chapters” are used, those words apply to those individual State Chapters.

1.2 Principal Office

The principal office and place of business of the Chapter shall be located in the city chosen by the President and approved by the Board of Directors.

1.3 Financial

Each State Chapter will pay an annual fee to the National Wrestling Hall of Fame, which includes five award plaques and associated costs of providing oversight. The Chapter will be charged for any plaques over five. The State Chapter is part of the National Wrestling Hall of Fame and cannot be part of any other organization. The National Wrestling Hall of Fame owns all revenues earned by the State Chapter. However, each State Chapter may retain \$5,000.00 to defer expenses it may incur before receiving additional revenue. Annual budgets must be submitted to the National Wrestling Hall of Fame. The State Chapter shall:

- a. Provide the National Wrestling Hall of Fame with information concerning new funds raised and the source of the funds; and
- b. Provide the National Wrestling Hall of Fame with a year-end financial report in a form prescribed by the National Wrestling Hall of Fame.

1.4 Publication

The National Wrestling Hall of Fame will publish a State Chapter Newsletter.

1.5 Banquets

The State Chapter will endeavor to hold yearly banquets following a uniformed model prescribed by the National Wrestling Hall of Fame. The purpose of the banquet is to honor individuals selected by the Chapter.

1.6 Awards

Description of awards to be given at Chapter Banquets:

1.6.1 Lifetime Service to Wrestling Award

A candidate may be nominated and selected based on at least 20 years of service and dedication to the development of leadership and citizenship in young people through the sport of wrestling; or on consistent high levels of officiating performance, length of service, integrity, impartiality, moral character, and development of young officials and leadership.

1.6.2 Medal of Courage award

Award is presented annually to a wrestler or former wrestler who has overcome what appear to be insurmountable challenges.

1.6.3 Outstanding American award

A candidate, having participated in wrestling, shall be selected based on his/her achievement of state or national stature or acclaim in their chosen profession.

ARTICLE II
Board of Directors

2.1 **Directors**

The Directors of the Chapter shall consist of officers and directors at large, and shall be known as the Board of Directors. The Directors shall consist of a well-rounded representation of those who support the sport of wrestling and should represent diverse areas of the community.

2.2 **Rights of Directors**

The right of a Director to vote and all his or her right, title and interest in or to the Chapter shall cease upon the termination of his or her directorship. No Director shall be entitled to share in the distribution of the assets of the Chapter upon dissolution.

2.3 **Resignation of Directors**

Any Director may resign from the Chapter by delivering a written resignation to the President or Secretary of the Chapter.

2.4 **Powers**

Operating under the limitations of the Bylaws of the State Chapter and the laws under which the National Wrestling Hall of Fame is organized, the State Chapter's board of directors is expressly empowered to:

2.4.1 Appoint and remove all officers, agents and employees of the Chapter, prescribe such powers and duties for them as shall be consistent with the law, the Articles of Incorporation, the Bylaws of the National Wrestling Hall of Fame, Inc., fix their compensation or expenses-

2.4.2 Conduct, manage and control the affairs of the Chapter, and to make such rules and regulations consistent with the Bylaws of the Chapter, the Articles of Incorporation, and the Bylaws of the National Wrestling Hall of Fame, Inc.

2.4.3 Designate any place within the state for the holding of any meetings.

2.5 **Number and Term of Directors**

The authorized number of Directors shall not be less than six (6) or more than twelve (12). Each Director shall serve until his or her term has expired, or until he or she resigns or is removed. If a vacancy in the Board occurs by reason of death, resignation or removal, or if a new office is created, such vacancy or new office shall be filled at the next Directors meeting by a majority vote of the Directors. Any Director may be removed from office by a majority vote of the Directors entitled to vote at any regular or special meeting of the Directors, and the vacancy or vacancies created may be filled by a majority vote of the Directors at such meeting. The Directors of the Chapter shall be elected by the Board of Directors at the annual meeting of the Directors for a term of two (2) years. Directors can serve three (3) consecutive terms, for a total of six (6) years. After the third two-year term, it is recommended the Director wait two (2) years before being nominated for re-election.

When a Director no longer is eligible for election as a Director, the Director may be elected by the Board to the position of Advisory Director and allowed to attend board meetings without being given the power to vote.

2.6 **Organization and Election of Officers**

After each annual election of Directors, the Directors shall meet for the purposes of organization, the election of officers and the transaction of other business at such place and time as shall be fixed by the Directors at the annual meeting, and no other notice of such meeting shall be required to be given to the Directors. The place and time of such meeting also may be fixed by written consent of the Directors.

2.7 **Contracts and Services**

The Directors and Officers of the Chapter shall not have any interest, directly or indirectly, in any contract relating to or incidental to the operations conducted by the Chapter. However, Directors and Officers are not prohibited from providing goods or services to the Chapter when those goods or services are provided without profit to the Directors or Officers. No contract, transaction or act shall be taken on behalf of the Chapter, if such contract, transaction or act is a prohibited transaction or would result in the denial of the tax exemption under Section 503 of the Internal Revenue Code and its regulations as they now exist or as they may

hereafter be amended. All contracts, transactions and acts must be approved by the national Wrestling Hall of Fame, Inc. However, contracts pertaining to the Annual Awards Banquet do not require approval of the National Wrestling Hall of Fame if prescribed model for the banquet is followed.

2.8 **Fees and Compensation**

Directors shall not receive compensation for their services, but by resolution of the Board, expenses may be allowed for travel incurred in the performance of Chapter business.

ARTICLE III
Meeting of Directors

3.1 **Place of Meeting**

All meetings of the Directors shall be held at a place designated by the President or Board of Directors.

3.2 **Annual Meeting**

The annual meeting of the Board of Directors shall be set by the President or Board of Directors. This meeting is to develop the programs for the coming year, for the purpose of electing any new Directors and for the transaction of such other business as may come before the meeting. This meeting shall be held at least two (2) months before the end of the fiscal year. Notice of 28 days must be given for the annual meeting.

3.3 **Special Meetings**

Special meetings of the Directors, for any purpose or purposes, may be called by the President. A special meeting must be called by the President or Secretary upon receipt of the written request of one-third (1/3) of the Directors of the Chapter within seven (7) days after receipt of such request of the Directors calling for the meeting. The President or Secretary may fix the time of the meeting and give notice thereof. The purpose or purposes of the meeting shall be stated in the notice to be given and no other business may be transacted without unanimous consent of all Directors. Notice of at least 14 days must be given for special meetings.

3.4 **Notice of Meeting**

Written notice of each meeting of the Directors, whether annual or special, stating the time and place, and in case of a special meeting, the purposes, shall be given to each Director personally or by mail or other means of written communication, addressed to such Director at the address appearing on the books of the Chapter.

3.5 **Adjourned Meetings and Notice Thereof**

If any Directors meeting is adjourned to another time or place, no notice need be given other than by announcement at the meeting at which such adjournment is taken, provided, that in the event such a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

3.6 **Waiver of Notice**

Any Director may waive in writing or the requirement of notice of time, place and purpose of any meeting, or waive the notice by his or her attendance at the meeting. Such waiver may be given before or after the meeting in question and shall be filed with the Secretary and entered into the records of the meeting.

Notice of time, place and purpose of any meeting of the Directors may be waived in writing by any Director or by his or her attendance at such meeting. Such waiver may be given before or after the meeting and shall be filed with the Secretary or entered upon the records of the meeting.

3.7 **Quorum**

The presence at any meeting in person of at least 50% plus one (1) of the Directors shall constitute a quorum for the transaction of business. In the absence of a quorum, any meeting may be adjourned from time to time. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment,

notwithstanding the withdrawal of enough Directors to leave less than the number required to originally constitute a quorum.

3.8 **Voting**

At every meeting of the Directors of the Chapter, the Directors shall be entitled to vote in person. Each Director of the Chapter shall be entitled to one vote. All elections shall be held and all questions decided by a majority vote of the persons present in person; a quorum must be present to constitute a legal meeting. A proxy vote may be cast if a Director submits a signed document stating why the Director could not attend and clearly identifying both how the Director is voting and on what issue the Director is voting.

3.9 **Action Without Meeting**

Any action required to be taken or which might be taken at a meeting of Directors of the Chapter may be taken without a meeting if consent for the action is given in writing by a majority of the Directors.

4.0 **Telephone Meetings**

Telephone meetings of the Board of Directors may occur if the rules prescribed for Special Meetings are followed.

ARTICLE IV **Chapter Officers**

4.1 **Officers**

The officers of the Board of Directors shall be a President, Vice President, Secretary, Treasurer, Development Officer, and Public Relations/Marketing Officer.

4.2 **President**

The President shall be the Chief Executive Officer of the Chapter. It shall be his or her duty to preside at all meetings of the Directors, to see that all orders and resolutions of the Board of Directors are carried into effect and to carry out other obligations and instruments in the name of the Chapter. He/she shall have general supervision of the other officers of the Chapter and shall see that their duties are properly performed. He/she shall submit a report of the operations of the Chapter for the year to the Directors at their annual meeting. With the prior consent and approval of the Board of Directors, the President may appoint one or more committees to function with regard to the activities of the Chapter, such committees to be responsible directly to the President and to the Board of Directors, and the President shall be an ex officio member of all such standing committees. He/she shall have the general duties and powers of supervision and management usually vested in the office of the President of a Chapter.

4.3 **Vice President**

The Vice President shall chair the nominations committee carrying out the responsibilities of the committees. In the absence of the President, or in the event of their inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

4.4 **Secretary**

The Secretary shall record or cause to be recorded in books provided for the purpose, all the proceedings of the meetings of the Chapter and all committees of which a Secretary shall not have been appointed; shall see that all notices are duly given in accordance with the provisions of these Bylaws; shall be custodian of the records; shall provide information to the National office for the State Chapter Newsletter; and in general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to him or her by the Board of Directors or the President.

4.5 **Treasurer**

The Treasurer shall be the Chief Financial Officer of the Chapter, shall be responsible for the receipt, custody and disbursement of Chapter funds and other assets, and shall be custodian

of the financial records of the Chapter. All checks written are required to have two signatures. The Treasurer shall render to the President and the Board of Directors, whenever they may require it, a proper account and statement showing the financial condition of the Chapter; and in general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him or her by the Board of Directors or the President. The Treasurer is responsible for sending the yearly financial report and a copy of the Dec. 31 bank statement to the NWHOF and the Director of the State Chapter Program.

4.6 **Development Officer**

The Development Officer shall chair the development committee and carry out the responsibilities of the committee. The Development Officer shall be responsible for working directly with the NWHOF Development Director.

4.7 **Public Relations/Marketing Officer**

The Public Relations/Marketing Officer shall chair the promotions committee and carry out the responsibilities of the committee. Including directing the website (maintain/update website including inputting honorees with bios and photos), social media, etc.

4.8 **Election and Term of Office**

The officers of the Chapter shall be elected by the Board of Directors at the annual meeting of the Directors for a term of two (2) years. Officers can serve three (3) consecutive terms, for a total of six (6) years. After the third two-year term, it is recommended the officer wait two (2) years before being nominated for re-election.

4.9 **Resignation**

Any officer may resign by giving written notice to the Board of Directors, to the President, or to the Secretary. Such resignation shall take effect at the time specified therein and acceptance shall not be necessary to make it effective.

4.10 **Vacancies**

A vacancy in any office because of resignation, removal or any other cause, may be filled for the unexpired portion of the term of that office by the Board of Directors.

ARTICLE V **National Conference**

5.1 **Terms**

A National Conference will be held as determined by the National Wrestling Hall of Fame and Museum and the State Chapter office.

5.2 **Place and Date**

To be determined

5.3 **Representative**

One Chapter representative is required to attend the National Conference. All State Chapter board members are invited and encouraged to attend.

ARTICLE VI

6.1 **Capital Stock**

The Chapter is not organized for pecuniary profit and falls under the direction and control of the National Wrestling Hall of Fame, Inc.

ARTICLE VII

7.1 **Fiscal Year**

The fiscal year of the Chapter shall commence on the first day of January and end December 31.