

## MARYLAND STATE WRESTLING ASSOCIATION, INC. BYLAWS

1. NAME AND PURPOSES: The name and purposes of the Corporation are set forth in the Articles of Incorporation.

2. PRINCIPAL OFFICE OF THE CORPORATION: The principal office of the Corporation shall be a street address designated by the Executive Board of Directors.

### 3. MEMBERS OF THE CORPORATION:

3.1. Members. The Corporation shall have one or more classes of members, as shall be determined from time to time by the Executive Board of Directors . The Members of the Corporation, who shall be eligible to participate in member functions and elections of directors, shall be individuals who:

- a) have a current USA Wrestling Athlete Membership, Booster Club Membership, or "Wrestling Leader Membership";
- b) have not violated the MSWA Code of Conduct;
- c) have not violated the MSWA Abuse and Harassment Policy;
- d) have no Conflict of Interest as defined herein;
- e) support the mission and purposes of the Corporation, apply for membership in the Corporation, are approved for membership, and timely pay the dues established by the Corporation.

The Executive Board of Directors shall have the right to deny or terminate the membership of any individual, or to deny access to or participation in the programs or services of the Corporation, if such individual fails to meet the qualifications for membership, or engages in activities that are contrary to the interests of the Corporation.

3.2. Rights of Members. Membership shall entitle Members to participate in the programs of the Corporation with the rights and benefits that are accorded to Members from time to time. To be eligible to vote in the election of Directors and on other matters that are put before the membership, Members must be at least 18 years of age , and must be actively engaged in the organization, which may be demonstrated by participating in at least four meetings , including meetings of the Maryland State Wrestling Association and Regional Meetings, during the fiscal year. Record of participation, and therefore eligibility to vote, will be maintained by the Vice -Chair of the organization. The Executive Board, in its sole discretion, may waive the participation requirement for any individual member in writing , upon that member's written request for such waiver delivered to the Secretary, and a demonstration of good cause why the requirement could not be met. To be eligible to run in an election, the candidate must be in good standing, defined as having no active or pending disciplinary actions, suspensions, SafeSport sanctions, or unresolved financial or compliance issues with USA Wrestling or the Maryland State Wrestling Association. Additionally, one representative of each USAW club may vote in elections, whether or not they satisfy the

active engagement requirement, provided the club was chartered prior to the last day of the previous calendar year (December 31).

3.3. Annual Meeting of the Members. The annual meeting of Members shall be held every year at a place and on an hour and date fixed by the Executive Board of Directors and upon not less than ten (10) days' prior written notice; however, failure of notice to any Member shall not invalidate the meeting or any action taken thereat. At the annual meeting, eligible Members shall elect Executive Board members from among those persons who have been duly nominated, and shall discuss and vote on such additional matters, if any, as may be put before them by the Board.

3.5. Waiver of Notice. A Member may waive any notice requirement by signing a written waiver of notice and delivering it to the Corporation for inclusion in the minutes or filing with the corporate records. An individual's attendance at a meeting shall constitute waiver of notice unless he or she, at the beginning of the meeting, objects to holding the meeting or discussing business at the meeting.

3.6. Quorum for Member Meetings. A quorum for the transaction of business at the annual meeting of the Members and at any special meeting of Members shall consist of a simple majority of the Members of the Corporation who are entitled to vote, present and participate in person or by written proxy. In the event of a tie vote, the sitting Chair shall break the tie.

3.7. Proxy Voting. Members may cast their votes in person or by written proxy. Votes cast by written proxy shall be cast in conformance with Maryland law regarding proxy voting. Individuals represented at a meeting of Members by written proxies shall be counted in determining the presence of a quorum.

3.8. Debt. The Corporation shall not incur, assume, guarantee, or otherwise enter into any form of debt or borrowing, including loans, lines of credit, promissory notes, guarantees, or similar financial obligations. The Corporation shall not pledge or encumber its assets, nor act as a guarantor for any obligation of another party. This prohibition does not apply to ordinary operating payables incurred in the normal course of business, or to grants, donations, sponsorships, or advance payments that do not require repayment. Any action taken in violation of this section is void and of no effect and shall constitute grounds for removal from office and any other remedies available under these Bylaws or applicable law.

3.9. MSWA Property. All elected Directors acknowledge that all property of the Maryland State Wrestling Association ("MSWA")—including but not limited to equipment, materials, documents, intellectual property, credentials, and access to digital accounts—remains the sole property of MSWA and must be promptly and fully returned or transitioned in an orderly manner upon the conclusion of their term or service. Each Director agrees to cooperate in good faith to ensure a seamless transfer of all such assets and access. In

the event of failure to comply, MSWA reserves the right to pursue recovery through legal means, and the reasonable costs and expenses incurred in such recovery, including legal fees, shall be the responsibility of the exiting Director.

#### 4. EXECUTIVE BOARD OF DIRECTORS:

4.1. Classes: There shall be only one class of Directors.

4.2. Role/Number: The business and affairs of the Corporation shall be governed by a n Executive Board of Directors (hereinafter the "Board" ) which shall be composed of no more than seventeen (17) persons and no fewer than five (5) persons.

4.3. Composition: The Board shall, at all times, be composed of persons dedicated to the mission of the organization, possessing the skills to govern the organization and inclusive of the diversity of the community being served. Board members must be residents of Maryland and at least 21 years of age to be eligible to serve. Residency may be established by any of the following documents: a current Maryland driver's license that contains a photograph, a federal, state, or local identification card with a photograph on it, a voter's registration card, a current lease or mortgage statement that shows the name and address, a current utility bill that shows the name and address, or a W -2 Form.

4.4. USA Wrestling Affiliation: The Association shall be governed and managed in compliance with these bylaws, USA Wrestling Bylaws, USA Wrestling Policy, and t he USA Wrestling Affiliation Agreement.

4.5. Election/Vacancies: At each annual meeting of the Members and Directors to serve for the ensuing term shall be elected by the Members eligible to vote . Terms of service shall commence on August 1, prior to the beginning of the new fiscal year which begins on September 1. Vacancies occurring between annual meetings may be filled for the balance of the term by election by the remaining Directors.

No individual may seek election to more than one Board position in the same election, nor may any individual hold more than one Board seat at any time. A Director who runs for and is elected to a different Board position shall be deemed to have resigned from their existing seat effective upon assuming the new position. Board members that are assisting in the duties for vacant seats may do so provided there is not a conflict of interest (e.g. the Chairman may not also be the Treasurer or Secretary.)

4.6. Term: Each Director shall hold office for a term of two (2) years or until a successor is duly elected. The Directors shall be divided into two approximately equal groups. The following positions shall be elected in 2026 and subsequent even years Vice Chairman, Treasurer, Regional Director North, Regional Director East, Board Member at

Large (Programs), Board Member at Large (Social Media), Boys Kids Director, and Girls Kids Director for a 2 year term. The following positions shall be elected in 2027 and subsequent odd years for a 2 year term Chairman, Secretary, Regional Director West, Regional Director South, Regional Director Central, Board Member at Large (Fundraising), Board Member at Large (Programs), Women's 16U/19U Director, Boy's 16U/19U Director.

4.7. Removal: Any Director may be removed from office, with or without the assignment of any cause, by a vote of the majority of the Directors in office. A vote for removal may occur at any meeting of the Board convened in compliance with these bylaws, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

4.8. Employment by the Corporation shall disqualify an individual and any member of the individual's immediate family from eligibility for election to the Executive Board of Directors. Employment of a Director or a member of a Director's immediate family by the Corporation shall lead to the resignation of the Director from the Board.

4.9. Resignation: A Director may resign by submitting a written resignation to the Chair or to the other Directors, if the resigning Director is the Chair. Failure of any director to participate in the activities of the Executive Board of Directors as evidenced by the failure to attend at least  $\frac{3}{4}$  of the meetings of the Executive Board of Directors during a last twelve-month lookback without an approved excuse from the Chairman will be considered an automatic resignation.

## 5. OFFICERS OF THE BOARD:

5.1. Election/Vacancies: The officers shall consist of Chair, Vice-Chair, Secretary, and Treasurer and such additional vice chairs or assistant secretaries or assistant treasurers as the Board may from time to time appoint. The officers shall be elected by the Members at the annual meeting of the Corporation. Any vacancy occurring in any office, for whatever reason, shall be filled by the Board and any Director so elected shall fulfill the term of his/her predecessor.

5.2. Term: Officers shall serve a term of 2 years and until their successors are elected, or until they are removed for cause.

5.3. Removal: An officer may be removed from office, with or without cause, as determined by a two-thirds ( $\frac{2}{3}$ ) majority vote of the Board present at any meeting at which there is a quorum.

5.4. Resignation: An officer may resign by submitting a written resignation to the Chair or Secretary. If the resigning officer is the Chair, the officer may resign by submitting a written resignation to the other Directors. Resignation as an officer does not constitute resignation from the Board.

5.5. Authority and Duties: The Officers shall have the authority and responsibility delegated by the Board as follows:

5.5.1. The Chair shall preside at and conduct all meetings of the Board and of the Executive Committee. The Chair may sign all contracts and agreements in the name of the Corporation after they have been approved by the Board, serve as the representative of the Corporation in meetings and discussions with other organizations and agencies, and otherwise perform all of the duties which are ordinarily the function of the office, or which are assigned by the Board.

5.5.2. The Vice-Chair shall perform the duties of the Chair if the Chair is unable to do so or is absent; and perform such other tasks as may be assigned by the Board and, at the request of the Chair, assist in the performance of the duties of the Chair.

5.5.3. The Secretary shall keep accurate records and minutes of all meetings of the Corporation; make available minutes of the previous meeting and distribute them in advance of each meeting; cause to be delivered all notices of meetings to those persons entitled to vote at such meeting; and maintain the minutes and a current listing, with contact information, of the Directors at the office of the Corporation.

5.5.4. The Treasurer shall ensure there is timely and adequate management of financial resources and reporting to enable the Board to monitor the organization's financial resources. The Treasurer shall advise the Board of any significant financial matters that require action by the Board. If required, the Treasurer shall ensure that the Board engages a qualified auditor for an annual examination of the financial statements. The Treasurer shall serve as a member of the Finance Committee and may serve as this committee's chair.

5.5.5. Other officers appointed by the Board shall perform such duties as may be specified in writing by the Board or by officers given authority over them.

## 6. BOARD MEETINGS:

6.1. Annual Meeting: The Annual Meeting of the Corporation shall be held at such date and time as is determined by the Board.

6.2. Regular Board Meetings: Regular meetings of the Board shall be held at least quarterly and may be scheduled more often by the Chair. One of the regular meetings shall be held without notice immediately following and at the same place as the

annual member 's meeting.

6.3. Special Meetings: Special meetings of the Board shall be held at any time and at any place when called by the Chair or by at least three (3) Directors. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.

6.4. Notice of Meetings: Notice of regular Board meetings, including the annual meeting, shall be in writing and delivered at least 10 days and no more than 30 days before the day of the meeting to all Board members . Notices of special meetings shall state that it is a special meeting being called and may be given orally or in writing at least 48 hours prior to the meeting time. Written notice of meetings may be delivered by electronic transmission. Failure of any member to respond to notice shall not invalidate the meeting or any action taken at the meeting.

6.5. Executive Session: At any meeting of the Board, where a quorum is present, the Board may, by a majority vote, decide to enter an executive session in which only voting Directors and other persons invited by the Board may be present. The decision to enter executive session shall be recorded in the minutes , and actions taken may be recorded in the minutes . Executive session minutes may be kept separately and confidentially, and need not include the discussion, only actions taken.

6.6. Quorum: At meetings of the Board, a quorum shall consist of a simple majority or fifty percent (50%) plus one (1) of the Directors then serving, present in person including as defined in ( 6.8) below.

6.7. Voting: Except as otherwise provided in these bylaws, decisions of the Board shall be by vote of a majority (fifty percent (50%) plus one (1) of those present, assuming a quorum. Each Director shall have one vote. Directors may vote in person or virtually as determined by the Board Chair or Executive Committee. There shall be no proxy voting but all the Executive Committee shall make all efforts to achieve board inclusion in voting matters.

6.8. Telephone and Electronic Participation: Directors may participate in Board meetings and vote on matters discussed therein, by means of a conference telephone, virtual conference or similar communications equipment by means of which all persons participating in such meetings can hear each other at the same time. Participation by such means shall constitute in person presence of the Director at the meeting.

6.9. Action without Meeting: Any action which may be properly taken by the Board assembled in a meeting may also be taken with out a meeting, if unanimous consent in writing setting forth the action taken is signed by all of the Directors entitled to vote with respect to the action. Such consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes.

7. COMMITTEES: The Executive Board of Directors , by resolution adopted by a majority of the Executive Board of Directors present at a meeting where there is quorum , may designate one or more committees. Committees may be formed on an ad -hoc basis or may be a standing committee as provided below or in the resolution. The Board, by majority, shall appoint the members and the Chair of all committees. The Board Chair may appoint committees persons who are not Directors of the Corporation. All committees created by the Executive Board of Directors shall be chaired by a member of the Executive Board of Directors or in the case of co -chairs at least one chair must be a member of the Board unless otherwise specified herein. The Board Chair shall serve as an ex-officio member of all committees. Committee minutes must be kept and record the date and meeting agenda, those in attendance and any action taken by the committee minutes must be shared with the Board, and must become part of the corporate record.

7.1. Each committee shall exercise the authority of the Executive Board of Directors to the extent authorized by the Executive Board of Directors . However, a committee may not by itself:

7.1.1. Approve action that requires full Board approval by law;

7.1.2. Fill vacancies on the Executive Board of Directors or any of its committees;

7.1.3. Amend the Articles of Incorporation;

7.1.4. Adopt, amend or repeal the Bylaws;

7.1.5. Approve a plan of merger, consolidation or dissolution; or transfer of assets of the corporation;

7.1.6. Employ or discharge anyone from employment with the Corporation ;

7.1.7. Other than the executive committee if so charged, committees may not enter into any agreement, contract or obligation on behalf of the organization;

7.1.8. Other than the executive committee if so charged, Committees and their members shall not portray themselves as representing the organization as a whole publicly.

7.2. There shall be the following standing committees:

7.2.1. Executive Committee. The Executive Committee shall be comprised of the Chair , the Vice Chair, the Secretary, the Treasurer, and one (1) member of the Board elected at large each two year officer term by the Executive Board of Directors.

When the Executive Board of Directors is not in session, the Executive Committee shall possess and exercise all powers of the Executive Board of Directors in the management of the business and affairs of the Corporation that lawfully may be exercised by the Executive Committee, except as specified in Section 7.1. The Executive Committee shall provide reasonable notice of meetings of the executive committee to all board members and shall include a summary of the circumstances requiring any expeditious action taken by the Executive Committee. The Executive Committee shall then provide a complete report on such action along with minutes of the meeting at the next meeting of the Board, and may elect to do so in executive session. Care will be taken to ensure that

only those issues necessitating discussion/action prior to the next Board meeting be addressed. The Executive Committee is responsible for recommending and overseeing procedures for the evaluation of the job performance of the Chief Executive Officer and, as necessary, for succession planning.

The Executive Committee shall be responsible for oversight of the financial operations of the Corporation. While serving on the Executive Committee, a member of the Committee shall not: ( i ) accept any consulting fee, advisory fee, or other compensation or benefits from the Corporation; or (ii ) have participated in any other transactions with the Corporation in which he or she has a financial interest within the previous year. Regarding financial oversight, the Committee shall undertake at a minimum the following responsibilities:

7.2.1.1. Review, discuss and recommend changes to the proposed annual Corporation budget and submit for approval to the Board of Directors;

7.2.1.2. Review, discuss and present the financial statements to the Board of the Corporation for approval, at least quarterly;

7.2.1.3. Oversee the Corporation's audit if required, including appointing the auditor and receiving the auditor's report;

7.2.1.4. Recommend and review policy and procedures for: (a) the receipt, retention, and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting, auditing or other financial matters;

7.2.1.5. Periodically, review and discuss the quality, quantity, substance and dissemination of financial information provided to the Board of Directors and the Committee, recommending improvements as necessary; and

7.2.1.6. Monitor the investments of the Corporation and develop and recommend to the Board changes to the Corporation's investment and endowment policies as appropriate.

## 8. APPOINTED OFFICERS AND STAFF:

8.1. The Board may appoint any staff person, with a title appropriate to the functions of the position. Other staff shall be appointed by the highest ranking staff person.

8.2. The Board may delegate any duties and authority to the highest ranking staff person, which duties and authority shall be memorialized in a written job description.

8.3. The highest ranking staff person shall be subject to hire and termination by the Board. Other appointed staff shall be subject to hire and termination by the highest ranking staff person.

8.4. Except when the Board is meeting in executive session, the highest ranking staff person shall attend and participate in meetings of the Board and of committees as staff to the Board and the committees but shall not be entitled to a vote.

9. CONFLICT OF INTEREST: The Board has adopted the USA Wrestling conflict of interest policy.

10. ADDITIONAL POLICIES: In addition to the Conflict of Interest Policy, the Executive Board of Directors shall maintain additional policies and procedures, including but not limited to:

- a) Internal Grievance Procedure
- b) MSHA Code of Conduct
- c) USA Wrestling Policy on Abuse and Harassment (adopted from USA Wrestling)
- d) USA Wrestling Background Screening Policy (adopted from USA Wrestling)

11. INDEMNIFICATION: The Corporation shall indemnify its directors and officers to the fullest extent permitted by state and federal law including the payment of related legal expenses.

12. INSURANCE: The Board shall evaluate the organization's needs for insurance coverage as appropriate for its activities including but not limited to general liability insurance, and directors and officers' liability insurance.

13. COMPENSATION: The Directors of the Corporation shall serve without compensation. Directors may be reimbursed for pre-approved expenses reasonably incurred on behalf of the Corporation. Nothing in this paragraph is intended to preclude a Director from receiving compensation for his/her service to the Corporation in some other capacity, provided the transaction is consistent with the organization's conflict of interest policy and these Bylaws.

14. CORPORATE RECORDS: The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Executive Board of Directors, and all committees, and shall keep at the principal office of the Corporation a record of the names and addresses of the Directors as well as its Articles of Incorporation, Bylaws, and board approved policies. The Corporation shall make available to the public its application to the IRS for tax exempt status, its IRS determination letter, and its three most recently filed IRS Form 990s. Upon written request, all books and records of the Corporation may be inspected by any Director within three (3) business days.

15. SIGNATURE AUTHORITY: All checks, notes, acceptances, and orders for payment of money shall be signed by any individual(s) authorized by the Board as described in the organization's financial policies. All contracts, leases and deeds of any kind shall be signed by the Chair, Vice Chair or any other agent of the Corporation designated by the Board.

16. FISCAL YEAR: The fiscal year of the Corporation shall be from September 1st to August

31st.

17. AMENDMENTS: These bylaws may be amended by a two-thirds (2/3 ) vote of the Directors present and entitled to vote at a meeting at which a quorum is present. Any proposed amendment(s) must be submitted to the Directors in writing with written notice of the meeting to decide on the proposed amendment(s) at least ten (10) days prior to the meeting date.

18. NON -DISCRIMINATION: The Corporation shall not discriminate against any person on the basis of age (40 and older), marital status, sex (including pregnancy, childbirth, and related medical conditions), race, color, national origin, citizenship status, ethnicity, sexual orientation, gender identity, disability: physical or mental, genetic information, or political or religious opinion or affiliation in any of its policies, procedures or practices.

19. DISSOLUTION: The Corporation may be dissolved by a two -thirds (2/3) vote of the Directors then serving provided that notice of the proposed dissolution has been submitted to the Directors in writing with written notice of the meeting date to decide on the proposed dissolution at least thirty (30) days prior to the meeting date. In the event of dissolution, the Board shall dispose of all of the net assets of the Corporation exclusively to such organization(s) which are organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code. Any remaining assets not disposed of by the Board shall be disposed of by the Court in the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations.

I, the undersigned, being Chairman or Secretary of the Corporation, hereby certify that the above is a true, complete and accurate copy of the Bylaws adopted by the Board on May 12th, 2026.

Dated: May 12, 2026