

PENN STATE WRESTLING CLUB BY-LAWS

ARTICLE 1: PURPOSE

The Penn State Wrestling Club, hereinafter the PSWC, shall be a non-profit organization whose primary propose is, in cooperation with the PSU wrestling coaches, to promote and encourage fan support for Penn State wrestling.

ARTICLE 2: OFFICES

The principal office of the PSWC shall be in 110 Bryce Jordan Center, University Park, PA 16802. The Club shall also maintain a post office box at the State College, PA Post Office.

ARTICLE 3: MEMBERSHIP

Membership in the PSWC shall be open to the general public who wish to support Penn State Wrestling. The Board of Directors shall determine annual dues in compliance with the Penn State University Intercollegiate Athletics Support Group Policy. The PSWC membership year begins on May 1 and ends on April 30.

ARTICLE 4: MEMBERSHIP COMPLIANCE RESPONSIBILITIES

The PSWC and all its members shall act within NCAA rules and in a manner consistent with University policy. Failure to act within these rules and policies may result in revocation of the individual's right to membership or the PSWC's recognition by the University.

ARTICLE 5: MEETINGS OF THE MEMBERS

The President shall conduct Membership Meetings, usually monthly between August and April with the exception of December.

The Annual Meeting of the PSWC shall be held immediately following the April Membership Meeting for the purpose of electing members to the Board of Directors and PSWC officers for the next year. The Board of Directors shall give notice of the time and place of the Annual Meeting by written notice in the PSWC

Update and on the PSWC website, or in such a manner as the Board of Directors may elect.

An Organizational Meeting of the Board of Directors and the Chairs of all Standing Committees, *or their designate*, shall be held annually. The purpose is planning PSWC activities for the next wrestling season, and as a Budget Review of the preceding fiscal year. *The meeting can be held at any date after any portion of the schedule is available, typical would be August.*

Voting members at the Annual Meeting and other PSWC Board of Directors meetings are the **13** members of the Board of Directors. All active PSWC members in attendance may vote at the PSWC membership meetings. Members of the Board of Directors and Standing Committee Chairs **or a Standing Committee Chair's designate** may vote at the Organizational Meeting.

(12/4/2020: Number of Board Members moved from 14 to 13, per BOD Vote)

ARTICLE 6: DIRECTORS

The Board of Directors is the body responsible for overall policy of the PSWC, for fiscal policy and responsibility, and the final authority for all decisions of the Club. The President shall serve as Chairperson of the Board of Directors. The Board of Directors shall consist of **thirteen** adult persons; eleven of whom shall be elected for a three-year term and three ex-officio members consisting of the Head Wrestling Coach, and the Pennsylvania State University Athletic Liaison Officer. Of the eleven elected Directors, FIVE shall be officers and SIX shall be at-large members. Any vacancy on the Board occurring between elections may be filled by a vote of the majority of the Board of Directors. (12/4/2020: Number of Board Members moved from 14 to 13, per BOD Vote, Assistant Head Wrestling Coach removed)

Director-at-Large terms of office shall be staggered with two being elected or re-elected each year. Directors-at-Large are limited to two consecutive three year terms with the exception that if a Director-at-Large becomes a PSWC Officer, the term limitation of the Office supersedes the Director-at-Large term limitation. After being out-of-office for one three year period, a former Director-at-

Large may again serve up to two more consecutive three year terms as a Director-at-Large.

ARTICLE 7: BOARD OF DIRECTORS MEETINGS

Meetings of the Board of Directors shall be held by the President as needed. A majority of the Board of Directors may petition the President to call a Board of Directors meeting at any time. A majority of the Board shall constitute a quorum; and a majority vote of this quorum shall constitute the action of the Board of Directors, *for all votes except changes to these bylaws (see ARTICLE 13: AMENDMENTS)*.

ARTICLE 8: OFFICERS AND TERMS OF OFFICE

The officers of the PSWC shall be:

- President
- Vice President
- Secretary
- Treasurer
- Assistant Treasurer

PRESIDENT: The President shall preside over the meetings of the PSWC and of the Board of Directors. Such meetings shall be conducted in accordance with Robert's Rules of Order. The President shall appoint and assign the following Standing Committees: Budget, Audit, Nominating, Trips, Socials, Membership, Clothing Sales, Awards Luncheon, Update (Newsletter), Website, and the Penn State Wrestling Affiliate Club. The President shall appoint additional ad hoc committees as needed to conduct the activities of the Club. The President shall be an ex-officio member of all committees. The President shall also appoint a PSWC Historian to archive the activities of the PSWC. In the event a Standing Committee is dissolved, or a new Standing Committee is created, PSWC Meeting Minutes shall serve as evidence of the change, pending an update to these bylaws. The President shall be elected for a three year term of office and may serve in this capacity a maximum of two consecutive three year terms. In an emergency, the BOD may extend, by a two thirds majority vote of the entire BOD, the Presidential term of office beyond two consecutive three year terms.

VICE-PRESIDENT: The Vice President automatically succeeds to the office of President at the conclusion of the President's term of office. The Vice President shall act in the absence of the President and carry out such duties as are assigned to him/her by the President.

The Vice President shall be elected for a three year term of office and may serve in this capacity a maximum of two consecutive three year terms of office. In an emergency, the BOD may extend, by a two thirds majority vote of the entire BOD, the Vice Presidential term of office beyond two consecutive three year terms.

SECRETARY: The Secretary shall keep records of all meetings and send copies of these minutes with the next meeting's agenda to the Board of Directors and other interested members.

The Secretary shall be elected for a three year term of office and may serve in this capacity a maximum of two consecutive three year terms of office. In an emergency, the BOD may extend, by a two thirds majority vote of the entire BOD, the Secretarial term of office beyond two consecutive three year terms.

TREASURER: The Treasurer shall have charge and custody of all funds of the PSWC, shall keep true and accurate records thereof and shall deposit and disburse funds as budgeted or as directed by a majority approval vote of the entire Board of Directors. The Treasurer shall send copies of the monthly financial statements and reports to the Board of Directors, the Penn State University Athletic Compliance Officer, and other interested PSWC members.

The Treasurer shall be elected for a three year term of office and may serve in this capacity a maximum of two consecutive three year terms of office. In an emergency, the BOD may extend, by a two thirds majority vote of the entire BOD, the Treasurer term of office beyond two consecutive three year terms.

ASSISTANT TREASURER: The Assistant Treasurer shall assist as the Treasurer designates and shall act in the absence of the Treasurer in his/her stead. Normally, the Assistant Treasurer will progress to Treasurer upon the retirement of the Treasurer and after having served at least two to three years as Assistant Treasurer.

The Assistant Treasurer shall be elected for a three year term of office and may serve in this capacity a maximum of two consecutive three year terms of office. In an emergency, the BOD may extend, by a two thirds majority vote of the entire BOD, the Assistant Treasurer term of office beyond two consecutive three year terms.

ARTICLE 9: ELECTION OF OFFICERS

At the March Membership Meeting, the President shall announce that the Nominating Committee will be recommending a slate of nominees for those Directors-at Large and PSWC Officers *whose terms begin at the conclusion of the upcoming Annual Meeting in April*, and shall invite PSWC members to suggest nominees to the Nominating Committee.

The PSWC Nominating Committee shall recommend a slate of candidates for open PSWC Officer and Director-at-Large positions at the April Membership Meeting. Additional nominations may be added to those recommended by the Nominating Committee by a majority vote of the PSWC members attending the April Membership Meeting. The voting for each additional nominee shall be done separately. The recommended slate of Officers and Directors-at-Large shall, by majority vote of those attending the April PSWC Membership Meeting, be forwarded to the Board of Directors. The Board of Directors shall elect, from the recommended slate of nominees, the PSWC Officers and two Directors-at-Large for the next year at the Annual Meeting in April.

PSWC Board of Directors and Officers terms begin at the conclusion of the Annual Meeting in April of the year elected. Two Directors-at-Large are elected each year for a three year term; four Directors-at-Large continue to serve the remaining portions of their terms. If any office is left open due to death or resignation, or for any other cause, the Board of Directors shall elect a replacement for the remainder of that term.

ARTICLE 10: COMMITTEES

The President shall appoint all committee chairpersons. The committee chairperson shall appoint members to the committee with the advice and consent of the President.

Standing Committees and Responsibilities

Audit Committee: The committee shall conduct an internal or external audit of the PSWC financial records and PSWC procedures annually and present a written report at the August Membership Meeting of the PSWC. No current PSWC Board of Directors member may serve on the committee. The Treasurer and Assistant Treasurer shall provide requested financial records to the committee and may be requested by the committee chair to attend committee meetings as a resource person. The committee chair may also request the President's attendance at selected committee meetings as needed for clarification of policies and procedures.

Nominating Committee: The committee shall present a slate of candidates for PSWC officers and Directors-at-Large at the April Membership Meeting.

Budget Committee: The committee shall prepare a proposed PSWC budget of income and expenditures for presentation and adoption at the August Membership Meeting each year. The committee membership is the current Treasurer, the current Assistant Treasurer, the current President, the current Vice-President, and Penn State's Head Wrestling Coach or his appointee.

Trips Committee: The committee shall plan and implement a set of trips and associated activities to away Penn State wrestling dual meets and tournaments. The committee shall present a proposed budget to the Budget Committee by August 1 of each year. The committee shall keep sound financial records and submit such records to the Treasurer in a form suitable for internal and external audits.

Pre-Match Socials Committee: The committee shall plan and implement a set of pre-match socials, for PSWC fans for at least the majority of the home dual meets. The committee shall present the proposed schedule and venues for the pre-match socials to the President by the August Membership Meeting of the PSWC. The committee chair shall present a proposed pre-match budget to the

Budget Committee by August 1 of each year. The committee shall keep sound financial records and submit such records to the Treasurer in a form suitable for internal and external audits.

Nittany Lion Inn (NLI) Pre-Match Social Committee: *The committee shall plan and implement a for-fee luncheon pre-match social at the Nittany Lion Inn or other venue, for PSWC fans. The PSU Wrestling schedule is a determining factor for this event. While it is a separate committee, the “Pre-Match Socials Committee” shall be consulted, to coordinate available dates. The committee shall present the proposed schedule and venues for the NLI pre-match social(s) to the President by the August Membership Meeting of the PSWC. The committee chair shall present a proposed budget to the Budget Committee by August 1 of each year. The committee shall keep sound financial records and submit such records to the Treasurer in a form suitable for internal and external audits.*

Awards Luncheon Committee: The committee shall plan and implement, in cooperation with the Wrestling Coaching Staff, a social event at the conclusion of the dual meet season and the NCAA Wrestling Championship Tournament to recognize and honor the accomplishments of the Penn State wrestling team. The committee chair shall present a proposed Awards Luncheon budget to the Budget Committee by August 1 of each year. The committee shall keep sound financial records and submit such records to the Treasurer in a form suitable for internal and external audits. The Head Wrestling Coach or his appointee shall be a member of the committee.

Website Committee: The committee shall monitor the PSWC website, www.pennstatewrestlingclub.org, and make recommendations for maintaining, updating and improving the website. The committee chair shall present a proposed budget for website activities and maintenance to the Budget Committee by August 1 of each year. The PSWC Webmaster and the Head Wrestling Coach or his appointee shall be members of the committee.

Clothing Sales Committee: The committee shall select, purchase, inventory and sell Penn State wrestling clothing, and

other memorabilia items for sale at home dual meets, tournaments, and on the website. The committee chair shall present a proposed clothing sales budget to the Budget Committee by August 1 of each year. The committee shall keep sound financial records and submit such records to the Treasurer in a form suitable for internal and external audits. Clothing and other memorabilia items shall be inventoried periodically during the PSWC year.

Update Committee: The committee shall prepare and publish up to five editions of the PSWC Update each membership year. The President shall appoint an Update Editor each membership year. The Update Editor shall serve as the committee chair. The committee chair shall present a proposed budget for publication and distribution of the Update to the Budget Committee by August 1 of each year. The committee shall submit to the August general membership meeting a tentative publication schedule for the upcoming season.

Membership Committee: The committee shall conduct a membership campaign each year for the retention of members and the enrollment of new members in the PSWC. The committee shall maintain a membership database using the PSWC website, provide mailing labels for other committees as needed, and provide a membership report at each PSWC Membership Meeting. The committee shall mail Wrestling Media Guides to all who are active PSWC members on November 1st of each year. The committee shall carry non-renewed members from the immediately prior membership year until November 30 each year, *for all other benefits except receiving NCAA Ticket applications. NCAA Ticket applications shall be mailed to all CURRENT Members only, unless the Penn State Ticket Office deadline for receiving applications is prior to September, in which case previous year members shall also receive an application.* Membership renewals after March 15th of each year shall be applied to the next membership year. The committee chair shall present a proposed operational budget to the Budget Committee by August 1 of each year.

Photography Committee: The committee shall plan all aspects of photography at Penn State Wrestling home and away duals, and

tournaments. The committee shall also plan aspects of photography at PSWC events, such as the Awards Luncheon. Photos shall be made available, as appropriate, for PSWC UPDATES (newsletters) and scrapbooks (done by the Student WAC). The committee chair shall present a proposed budget for photography supplies and other associated costs to the Budget Committee by August 1 of each year.

Penn State University Wrestling Affiliate Club: This committee is unlike all other PSWC Standing Committees. The Chairperson(s) is/are Advisors to the Wrestling Affiliate Club, a student group recognized and registered on Penn State's Main Campus. (Note 1: There is also an Advisor from the wrestling office that is their contact for the coaches and team.) This student organization has its own Mission, Constitution, and Bylaws within the Student Activities framework. (Note 2: While the Wrestling Affiliate Club has its own bylaws, they are also bound by the bylaws of the PSWC for activities supported and financed by the PSWC.) This club elects its officers, who become the main contacts with the PSWC Advisor(s). Wrestling Affiliate Club members may or may not have student memberships with the PSWC. The connection to the PSWC is provided through the Mission Statement of the Wrestling Affiliate Club, and this language in the PSWC Bylaws.

As Advisors to the Wrestling Affiliate Club, the PSWC Chairperson(s) is/are consultants and facilitators to the students, with an expert's knowledge on PSWC processes and procedures. To maintain the integrity of this relationship, it is critical that all decisions, and appropriate communications involving organizational or budget matters, between the PSWC and the Wrestling Affiliate Club, involve the PSWC Chairperson(s). Officers of the Wrestling Affiliate Club are encouraged to report club activity at the monthly membership meetings.

The committee chair shall present a proposed budget for the Wrestling Affiliate Club to the Budget Committee by August 1 of each year. The Wrestling Affiliate Club uses the ASA (Associated Student Activities) financial office for reimbursement of spending against budgeted items (*Scrapbooks and Promotions, as examples*). *Unlike other committees, funding is provided in "lump sum" amounts (example; \$500, \$1000, etc.), based on ASA*

reimbursement to WAC Members. An accounting of that activity shall be provided to the PSWC Treasurer, by the WAC Treasurer, at a frequency needed to assure effective oversight.

PSWC Membership Meeting Reports: The Audit, Nominating, and Budget committee chairpersons, or designee, shall report progress as appropriate at the PSWC Membership Meetings. All other standing committee chairpersons, or designee(s), shall report progress at each PSWC Membership Meeting and at Board of Directors meetings as requested by the President. Reports can be oral, but the President may request written summaries, especially for financial items. Committee chairs shall submit a written summary report to the President and membership at the completion of committee activity for the membership year.

ARTICLE 11: OPERATIONS & FINANCIAL PROCEDURES

The fiscal year of the Penn State Wrestling Club is May 1 to April 30. The fiscal year of the Penn State Wrestling Club may be changed by the Board of Directors as needed.

Funds for the Penn State Wrestling Club are raised through annual membership dues, donations, and sales of clothing or other memorabilia.

Expenditures are based upon the annual budget which is approved by the Penn State Wrestling Club's Board of Directors. Additional expenditures shall be approved by a majority of the Board of Directors as needed. All expenditures that reach approval at membership meetings shall be discussed and voted on separately by the BOD, either by called meeting, or by email. A majority BOD vote is required for this final approval.

Two PSWC BOD signatures are required for all checks. Receipts are required for any cash disbursement. Under most circumstances the Treasurer and Assistant Treasurer will both sign checks. If, in the case of special circumstances both cannot sign the checks, a pre-designated member of the Board of Directors, who has a signature card with our local bank, may be asked to sign checks. In the event it is impractical for two signatures at the time a check is written, pre-signing by the Assistant Treasurer or other authorized person is allowed, so that two signatures are on the check when it is distributed. If this is

the case, an Internal Control shall be developed to ensure every check written is verified.

Liability insurance is maintained for all PSWC-sponsored activities such as: clothing sales, banquets, pre-match socials, bus trips, or any other Penn State Wrestling Club sponsored event. All financial activities of the Penn State Wrestling Club shall be conducted in accordance with prudent business practices and generally accepted accounting principles.

An annual audit, either internal or external, shall be conducted each year after the close of the fiscal year.

A copy of the current edition of the "Guide to NCAA Rules for Friends of PSU Athletics" shall be sent to all new PSWC members.

ARTICLE 12: POLICY MANUAL

The PSWC shall maintain a policy manual to cover issues such as conflicts of interest protocols, indemnification protocols, guidelines for accepting gifts by BOD members, cash receipts protocols, maintenance & destruction of records protocols, website wrestling-related public service announcements and advertising guidelines, **and** Penn State University policy on "Revocation or Withholding of Privileges".

ARTICLE 13: AMENDMENTS

The power and authority to amend these by-laws is vested in the Board of Directors. Amendments of the by-laws shall require a two-thirds approval of the Board of Directors.

ARTICLE 14: DISSOLUTION

In the event the PSWC shall be dissolved or terminated, all assets, monies and properties of the PSWC remaining after payment of all liabilities shall be distributed to the Pennsylvania State University.

ARTICLE 15: ADOPTION

These revised by-laws, which become effective on September 18, 2016, supersede the April 29, 2015 edition of the PSWC By-Laws and are hereby adopted by the PSWC, by a two thirds approval vote of the entire PSWC Board of Directors, on the 18th day of September, 2016.

Allen P. Smith

Allen P. Smith
President, PSWC

James A. Welsh

James Welsh
Secretary, PSWC

Darrel R. Zaecagni

Darrel Zaecagni
Vice President, PSWC