

## **MAT-SU MATMEN WRESTLING ASSOCIATION CONSTITUTION**

### **ARTICLE I - NAME**

The name of this organization shall be Mat-Su Matmen Wrestling Association, Inc., also referred to as "MATMEN".

### **ARTICLE II - PURPOSE**

The purpose for which Mat-Su MatMen Wrestling Association is organized is to promote and provide nonprofit, public educational Wrestling competition for youth, regardless of race, color, or creed, for the following reasons:

- (a) To provide education in the rules and skills of wrestling
- (b) To provide good, wholesome, competitive fun
- (c) To foster the physical, mental and emotional growth and development of Alaska's youth through the sport of wrestling at all levels of age and competition
- (d) To develop all-around athletic skills
- (e) To develop good character and sportsmanship

### **ARTICLE III - ORGANIZATION**

The organization of Mat-Su Matmen Wrestling Association shall be pursuant to the General Non-Profit Corporation law of the State of Alaska. This organization is organized exclusively for charitable purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code.

### **ARTICLE IV - AFFILIATION**

This association shall not be an affiliated branch with any other Federation or Association as of January 01, 2009.

### **ARTICLE V - ADMINISTRATION**

**Section 1 Governing Body:** a Board of Directors shall govern The Mat-Su Matmen Wrestling Association. This Board of Directors pursuant to the Constitution, By-laws, and Rules and Regulations of "Matmen" shall transact the business of the Mat-Su Matmen Wrestling Association.

**Section 2 Composition of Board:** The Board of Directors shall consist of a President, Vice-president, Secretary, Treasurer, and Registrar.

**Section 3 Executive Committee:** The Board of Directors may delegate its authority to an Executive Committee between board meetings. The Executive Committee shall include, but not be limited to, the following board members: the President, Secretary, and Treasurer.

**Section 4 Meetings:** Monthly meetings of the Board of Directors and one Annual General Meeting (AGM) shall be held each year, but the Board will be subject to the call of the presiding officer of President for special sessions from time to time as may be required by operation of the

Matmen. In order to conduct business at a board meeting, there must be a quorum of the elected Board of Directors. The AGM will be held the second Thursday in February or as directed in the order of business from the preceding year. There shall be at least a thirty (30) days public notice prior to the AGM.

**Section 5 Vacancy on Board:** In the event a vacancy should occur in the Board of Directors, the position shall be deemed vacant and may be filled by a majority vote of the remaining directors. A member of the board may be removed prior to completion of their term of office by a two-thirds (2/3) vote of all members present at a special meeting. A vacancy may exist in any position because of, among other things, death, resignation, removal or disqualification.

## **ARTICLE VI - ORDER OF BUSINESS**

The order of business at the Annual General Meeting shall be as follows:

- A. Call to Order
- B. Roll Call
- C. Credential report
- D. Introduction of guest
- E. Acceptance of the Minutes of the Previous Annual General Meeting
- F. Correspondence
- G. Written Reports: 1) President, 2) Vice-president, 3) Treasurer, 4) Secretary, 5) Registrar
- H. Unfinished business
- I. Proposals for change of Constitution, By-laws, and/or general procedures and specific rules.
- J. Election of Officers
- K. New Business
- L. Good of the Game
- M. Open forum
- N. Adjournment

## **ARTICLE VII - AMENDMENTS**

Proposed changes to the existing constitution and/or By-laws shall be submitted in writing to the MATMEN secretary no later than thirty (30) days prior to the Annual General Meeting. Notification of proposed changes shall be circulated to all voting members no later than ten (10) days prior to the Annual General Meeting. Amendments to the constitution and/or By-laws of the MATMEN shall be made at the Annual General Meeting. Amendments shall be deemed adopted by an affirmative vote of three-fourths (3/4) of the voting members as defined in Article I of the By-laws) present at the Annual General Meeting. Amendments to the constitution and/or By-laws become effective at the close of the Annual General Meeting.

## **ARTICLE VIII - DISSOLUTION**

In the event the organization becomes defunct, merges with another organization or is dissolved, the assets shall be turned over to whom ever, as directed by the laws of the State of Alaska. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non...



profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious, and/or scientific purposes and which has established its tax exempt status under section 501(c)(3) of the internal revenue code.

**ARTICLE IX – BOUNDARIES AND HEADQUARTERS**

The boundaries of Mat-Su Matmen Wrestling Association shall correspond to the Mat-Su School District.

**ARTICLE X - RULES OF PLAY**

The rules of play shall be the LAWS of the Game as published by NFSHSA, USAW, USOC & FILA rules book.

**ARTICLE XI - FINANCIAL DISCLAIMER**

Mat-Su Matmen Wrestling Association specifically disclaims financial responsibility for, and shall not assume nor be held liable for, the debt financial obligation, either expressed or implied, of any member, coach, manager, officer or official.



STATE OF ALASKA  
DEPARTMENT OF  
**COMMERCE**  
COMMUNITY AND  
ECONOMIC DEVELOPMENT

Division of Corporations, Business and Professional Licensing

*Sarah Palin, Governor*  
*Emil Notti, Commissioner*  
*Lynne Smith, Director*

05/04/2009

Mat-Su Matmen Wrestling Association, Inc.  
PO Box 4479  
Palmer, AK 99645

Re: Mat-Su Matmen Wrestling Association, Inc.

The corporate bylaws are not required to be filed with this office, but must be maintained by the corporation. Your corporate bylaws are being returned.

Sincerely,

Kathryn E. Fagerstrom  
Business Registration Examiner

Enclosure(s):  
Mat-Su Matmen Wrestling Association By-Laws

# **MAT-SU MATMEN WRESTLING ASSOCIATION BY-LAWS**

## **ARTICLE I MEMBERSHIP**

**Section 1 Affiliation:** The Mat-Su Matmen Wrestling Association shall be within the Matanuska-Susitna Borough that desire to affiliate and that meet the requirements of "affiliates in good standing."

**Section 2 Members & Voting Rights:** Members of this corporation are individuals who are associated with or active participants in the affiliated districts. There shall be two classes of members: 1) voting members, and 2) associate members.

(a) **Qualifications of Voting Members:** The voting members of this corporation shall be the persons who from time to time are the elected members of the Board of Directors of this corporation. Voting by proxy shall be allowed but all proxies must be hand carried by a resident of the district of the absent board member. Only the above named voting members, in good standing, shall be entitled to one vote at all meetings.

(b) **Qualifications of Associate Members:** Any individual who is associated with and actively participates in the activities of any affiliate district shall be an associate member of this corporation. Associate members have one vote each at the Annual General Meeting and any Special meeting, duly called, of all members. Election of an individual as a voting member of this corporation shall terminate his or her membership as an associate member of this corporation.

**Section 3 Affiliates in Good Standing:** Districts in good standing are those, which have made full payment of all dues and completed all registration requirements.

**Section 4 Removal of Member:** Should the Board of Directors find the conduct of any member (whether player, parent, coach, assistant coach, official or officer) detrimental to the best interests of Mat-Su Matmen Wrestling Association or to the purpose for which Mat-Su Matmen Wrestling has been formed or to the interest of wrestling, the Board of Directors may take such action, after providing due process, as the Board of Directors may deem reasonable, applicable and appropriate, including but not limited to suspension or removal from Mat-Su Matmen Wrestling Association. Such action shall require the vote of two-thirds (2/3) majority of the Board of Directors.

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## **ARTICLE II MEETINGS OF MEMBERS**

**Section 1 Annual Meeting and Board of Director Meetings:** The Annual General Meeting (AGM) of this corporation and regular Monthly Board of Director Meetings shall be as set forth in the MATMEN Constitution.

**Section 2 Special Meetings:** Special meetings for Board of Directors as well as those for Associate members shall be set as follows:

- (1) Special meetings of the Board may be held by teleconference with seventy two (72) hours written, verbal, or electronic notification to the Board of Directors. Any business may be transacted providing a quorum is participating.
- (2) Special meetings of all members of this corporation for any purpose or purposes may be called at any time by one-third (1/3) of the Board of Directors. The President shall send written notification to the Board within fourteen (14) days of the request. The meeting shall be scheduled within thirty (30) days of the request.

**Section 3 Quorum:** A quorum shall be determined as follows:

(a) Board of Directors Meetings: Unless otherwise provided in MATMEN Constitution and By-laws, a quorum shall be necessary for the meetings and voting. Three (03) of the five (05) Board of Directors shall comprise a quorum. Any action of a majority of those voting members present at any meeting at which there is a quorum, when duly assembled, is valid as a corporate act, unless otherwise provided in the MATMEN Constitution or By-laws.

(b) AGM & Other Special Meetings: Unless otherwise provided in MATMEN Constitution and By-laws, Associate Members must be present to exercise their right to vote. Any action of a majority of these voting members present, when duly assembled, is valid as a corporate act, unless otherwise provided in the MATMEN Constitution or By-laws.

## **ARTICLE III BOARD DIRECTORS: MANAGEMENT**

**Section 1 Powers:** Subject to the limitation of the Articles of Incorporation, of the By-laws and the Laws of the State of Alaska, all corporate powers shall be exercised by or under authority of, and the business and affairs of this corporation shall be controlled by, a Board of Directors.

**Section 2 Numbers and Qualifications:** Number of directors of the corporation shall be no less than three (3), as more fully set out hereinafter, at the annual general meeting of the members of this corporation.

**Section 3 Election and Tenure of Office:** The directors shall be elected by ballot at the annual meetings of the membership of this corporation, to serve for two (2) years and until their successors are elected and have qualified. Their term of office shall begin on March 1 of that year. Directors are elected at large. The elected directors shall determine titles and positions, as set forth by the MATMEN Constitution by the time they take office.

**Section 4 Vacancies:** Vacancies in the Board of Directors may be filled by a majority vote of the remaining directors, and each director so elected shall serve out the remaining term of office. A vacancy or vacancies shall be deemed to exist in case of among other things death, resignation, removal or disqualification of a director. If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, the Board shall have



power to elect a successor to take office when the resignation shall become effective. No reduction of the number of directors shall have the effect of removing any director prior to the expiration of this term of office.

**Section 5 Removal and Resignation:** The entire Board of Directors or any individual director may, prior to completion of his/her term of office, be removed from office at a special meeting, and duly called, where members must be present to vote. A director may be removed by two-thirds (2/3) vote of the voting members present. An officer may be removed for, among other things, non-performance of duties, missing three (3) meetings without notification to the executive board, violation of MATMEN Constitution or By-laws, or using his/her position for personal gain. Any officer may resign at any time by giving written notice to the Board of Directors, to the President, or to the Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 6 Seasonal Year:** The seasonal year of the MATMEN shall be January 1<sup>st</sup> through December 31<sup>st</sup>.

**Section 7 Meetings:** Meetings of the Board of Directors shall be as follows:

(a) Meetings of the Board of Directors shall be held within the boundaries of MATMEN and at the place designated for the purpose, from time to time, by resolution of the Board of Directors.

(b) Organization Meetings: The organization meetings of the Board of Directors shall be held immediately following the adjournment of the annual meetings of the members of this corporation.

(c) Other Regular Meetings: Regular meetings of the Board of Directors shall be held the first (1st) Thursday of each month as set forth in the MATMEN Constitution.

(d) Special Meetings-Notices: Special meeting of the Board of Directors for any purpose or purposes shall be called at any time by the President or by any two (2) Directors. Directors may attend telephonically. Notice of the time and place of special meetings shall be made by telephone at least forty-eight (48) hours prior to the time of the holding of the meeting. Any business may be transacted provided a quorum is participating.

**Section 8 Directors Acting Without a Meeting by Unanimous Consent:** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, and with the same force and effect as a unanimous vote of the Directors, if all members of the Board shall individually or collectively consent in writing or by phone to such action. Such consent shall be signed and filed with the regular minutes of the Board. Any certificate or document relating to an action so taken by written or phone consent shall state thereon that it was taken by unanimous written or phone consent of the Board of Directors without a meeting thereof and that the By-laws of the corporation authorize the Directors to so act.

## **ARTICLE IV BOARD OF DIRECTORS: OFFICERS**

**Section 1 Officers:** Unless otherwise provided herein or by vote of the Board of Directors, the officers of this corporation shall be comprised of the Directors of this corporation in their respective positions. The officers of the corporation shall be a President, Vice- President, Secretary, Treasurer, and Registrar.

**Section 2 President:** Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chairman of the Board, if there be such an officer, the President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the corporation. He shall preside at all meetings of the members of this corporation, and in the absence of the Chairman of the Board, or if there be none, at all meetings of the Board of Directors. The President shall cast a vote only in the case of a tie. He shall be ex officio a member of all of the standing committees including the executive committee, if any, shall appoint committee chairpersons, shall have



the general powers and duties of management usually vested in the office of president of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or by the By-laws. The President may not be a member of the executive board of any affiliated association. The President shall submit to the Secretary, to be kept in the official records of this corporation, a true and correct copy of all documentation relating to the activities and annual report. The President shall oversee all contact with outside agencies, associations or clubs. He/She will submit a written report to the secretary at each monthly board meeting. If not in attendance, said written report must be electronically submitted by means of e-mail or fax.

**Section 3 Vice-President:** In the absence or disability of the President, the Vice-president shall perform all duties of the President, and when so acting shall have all the powers of; and be subject to, all the restrictions upon the President. He/She shall have such other powers and perform such other duties as from time to time may be prescribed for the Vice-president by the Board of Directors or the By-laws. The Vice-president shall keep complete and accurate documentation of all the activities of the Vice-president, which shall be deemed a part of the official records of this corporation, and shall tender all such documents and records to the successor Vice-president immediately following the next annual election. The Vice-president shall submit to the Secretary, to be kept in the official records of this corporation, a true and correct copy of all documentation relating to the activities of the Vice-President. The Vice-president may not be a member of the executive board of any affiliated association. He/She will submit a written report to the secretary at each monthly board meeting. If not in attendance, said written report must be electronically submitted by means of e-mail or fax.

**Section 4 Secretary:** The Secretary shall keep an accurate record of all meetings, handle all correspondence, give notice of meetings and maintain the files of the MATMEN. The Secretary shall be responsible for the preparation of the annual report and distribution of the Constitution, By-laws, and Regulations to all MATMEN board members. The secretary shall also be responsible for communication between the Association and its districts. The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of directors and members of this corporation, with the time and place of holding, (whether regular or special, how authorized), notice thereof, the names of those present at all meetings, and proceedings thereof. The secretary will be responsible for maintaining the organization's general calendar. The Secretary shall give, or cause to be given, notice with an agenda of all the meetings of the members of this corporation, and of the Board of Directors, required by the By-laws or by law to be given, and the Secretary shall keep the seal of the corporation in safe custody, (should one be obtained), and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the By-laws. The Secretary shall keep, or cause to be kept a book or books containing true and correct copies of all documentation submitted to the Secretary by each of the designated officers in this Article IV, as required by these By-laws to be kept in the official records of this corporation, and shall maintain and keep said official records in current and up-to-date status at all times. The Secretary shall tender all such documents and records to the successor secretary immediately following election of a new secretary.

**Section 5 Treasurer:** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, itemized receipts, disbursements, gains, capital, surplus and any other accounts. The treasurer shall create and maintain separate itemized accounts from each director, committee, and/or budget accounts as needed for operation of MATMEN. The books or accounts shall be at all reasonable times open to inspection by any director. The Treasurer shall deposit all Monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation, by check bearing a signature or the Board of Directors may order signatures as. No payee can sign his/her own check. The Treasurer shall render to the President and Directors, whenever they request it, an account of all his or her transactions as Treasurer and of the financial condition of the corporation. The treasurer will submit a budget report to the budget committee at the first board meeting in February. The Treasurer shall have such other powers and perform such other duties as may be described by the Board of Directors or by the By-laws. The receipt book and vouchers shall be produced when required by the Board, properly balanced according to the bankbook or statement, whichever is up to date. The Treasurer shall be responsible for the preparation of any and all papers pursuant to the Articles of Incorporation and tax exemption status of the MATMEN. He/She will submit a written



report to the secretary at each monthly board meeting. If not in attendance, said written report must be electronically submitted by means of e-mail or fax.

**Section 6 Registrar:** The Registrar shall organize and coordinate all procedures for MATMEN player registrations including player registrations and district affiliation. The Registrar shall keep complete and accurate documentation of all player registration and of all the activities of the director of registration, which shall be deemed a part of the official records of this corporation and shall tender all such documentation and records to the successor director of registration immediately following election of a new registrar. The Registrar may not be a member of the executive board or the registrar of any affiliated league, association or club. He/She will submit a written report to the secretary at each monthly board meeting. If not in attendance, said written report must be electronically submitted by means of e-mail or fax.

## **ARTICLE IV COMMITTEES**

**Section 1 Committees:** Committees, not having and exercising the authority of the Board of Directors in the management of the Association, may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Association, and the President of the Association shall appoint the members thereof. The person thereof may remove any member or persons authorized to appoint such member whenever in their judgment the best interest of the Association shall be served by removal. Committees will be formed as deemed necessary.

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