

BY-LAWS
OF
MARYLAND STATE WRESTLING ASSOCIATION, INC.

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BY-LAWS
OF
MARYLAND STATE WRESTLING ASSOCIATION

ARTICLE I
OFFICES AND CONDUCT OF MEETINGS

1. Registered Office

The registered office of the corporation in the State of incorporation is at Executive Plaza IV, Suite #200, 11350 McCormick Road, Hunt Valley, Maryland 21031. The registered agent of the Corporation at such office is Haswell M. Franklin, Sr., or his designee.

2. Other Places of Business

Branch offices, subordinate offices or any other places of business may be established at any time by the Chairman or the Executive Board of Directors at any place or places where the Corporation is qualified to do business.

3. Conduct of Meetings-Order

All meetings of the corporation will be conducted in accordance with *Robert's Rules of Order*.

4. Conduct of Meetings-Agenda

The agenda of any meeting is the "purpose" of the meeting and must be provided in any notice of the meeting required hereunder. Non-specific agenda categories including, but not limited to, "miscellaneous," "new business," or "open discussion" shall not be used to discuss items that have previously come before the body. Items that have previously

been before the body must be specifically set forth as an agenda item. With the exception of financial business brought by the Treasurer and legal business brought by the General Counsel, no votes shall be taken on items or topics discussed under non-specific agenda categories, instead, those items or topics must be specifically placed on the agenda of the next meeting of the body.

ARTICLE II

MEMBERS

1. General Membership

In order to be considered a member and/or eligible for any participation in a member function, effective January 1, 2005, the prospective participant must have a current USA Wrestling membership or USA Wrestling Official's membership.

2. Biennial Meeting

The biennial meeting of the members shall be held upon not less than ten nor more than fifty days written notice of the time, place and purpose of the meeting, at 7:30 o'clock p.m. on the second Monday of the month of October of every other year at a place to be designated by the Chairman or the Executive Board of Directors; or at such other time and place as shall be specified in the notice of meeting, in order to elect Executive Board members (biennially) and transact such other business as shall come before the meeting.

3. Special Meetings

A special meeting of the members may be called for any purpose by the Chairman or two (2) members of the Executive Board of Directors or as permitted by law. A special meeting shall be held upon not less than ten (10) nor more than fifty (50) days written notice of the time, place and purpose of the meeting.

4. Election of the Executive Board

At the biennial meeting, the members qualified and entitled to vote shall elect the Executive Board of Directors including the Chairman, Vice-Chairman, Treasurer, Secretary, General Counsel, the five (5) Regional Directors, and five (5) at-large directors.

5. Voting at Biennial Meeting

All current paid members (as determined by the Executive Board) with current USA Wrestling membership are entitled to be present at the biennial meeting and may be eligible to vote. However, only members who have attended four of the monthly meetings of the Maryland State Wrestling Association in the current year are entitled to vote at the biennial meeting. Notwithstanding the foregoing, three (3) of the four meetings required for voting eligibility may be Regional Meetings. The Executive Board may waive the attendance requirement for any individual member in writing. Waiver for any one individual member does not constitute waiver for all members.

6. Record Date

The record date for all meetings of the members shall be as fixed by the Executive Board of Directors or as provided by statute.

7. Voting In-person

Unless attendance at any meeting has been waived in writing by the Executive Board for a particular member, members must be present to vote. Waiver for any one individual member does not constitute waiver for all members.

8. Quorum

A majority of the members entitled to vote in attendance at the meeting shall constitute a quorum. In the event there is a tie vote, the sitting Chairman shall break the

tie.

9. Association Management

The day-to-day business affairs of the Association shall be managed and run by the Executive Board and may not be delegated in any form or fashion to non-members other than to procure goods or services and obtain information. However, the Executive Board, at its own discretion, may present an issue, to the members entitled to vote, for discussion, consideration and voting. If properly noticed, this presentation of issues may occur at any special membership meeting or the biennial meeting in the sole discretion of the Executive Board. Unless otherwise determined by the Executive Board, a majority of the members in attendance and entitled to vote shall determine the issue. Notwithstanding the foregoing, no person who serves as an officer, director or in any management or program function of another organization in competition with the MSWA or USA Wrestling for participation, membership or funding shall be eligible to participate in any member function of the MSWA. Further, any person who has caused financial harm or any loss to the MSWA or USA Wrestling shall not be eligible to participate in any member function of the MSWA. The Association shall be managed and run in compliance with the provisions of these MSWA By-Laws, USA Wrestling By-Laws, USA Wrestling Policy, and the USA Wrestling Affiliation Agreement.

10. Members Entitled To Vote

The Vice-Chairman shall maintain a list of the members entitled to vote. Upon request, the Vice-Chairman shall publish the list of individual members entitled to vote at the biennial meeting. Should the Vice-Chair require an extension of time to compose the list the item(s) to be voted on shall be tabled until the next special meeting of the

membership.

ARTICLE III

EXECUTIVE BOARD OF DIRECTORS

1. Number and Term of Office

The Executive Board of Directors shall consist of fifteen (15) members. Elections shall be held every two years at the biennial meeting. Each director shall be elected by the paid members otherwise entitled to vote at each biennial meeting and shall hold office until the next biennial meeting for the election of the Executive Board and until that director's successor shall have been elected and qualified.

2. Regular Meetings

A regular meeting of the Board shall be held without notice immediately following and at the same place as the biennial member's meeting for the purposes of conducting such other business as may come before the meeting. Except that the Chairman in his discretion may establish Regional Meetings in place of some of the regular meetings. The Board, by resolution, may provide for additional regular meetings, which may be held without notice, except to members not present at the time of the adoption of the resolution.

3. Special Meetings

A special meeting of the Board may be called at any time by the Chairman or by two (2) directors for any purpose. Such meeting shall be held on not less than twenty (20) days notice if given orally, (either by telephone, electronic mail or in person), or upon not less than ten (10) days notice if given by depositing the notice in the United States mails, postage prepaid, to the address maintained in the books and records of the corporation for

that director. Such notice shall specify the time, place and purposes of the meeting. Notwithstanding the foregoing, special meetings may be conducted by electronic mail and/or conference call upon not less than five (5) days notice. Meetings by electronic mail and conference call must have the participation of not less than two-thirds (2/3) of the Board in order to transact business.

4. Action Without Meeting

The Board may act without a meeting if, prior to such action, each member of the Board shall consent in writing thereto. Such consent or consents shall be filed in the minute book.

5. Quorum

A majority of the entire Board shall constitute a quorum for the transaction of business.

6. Vacancies in Board of Directors

Vacancies in the Board, whether caused by removal, death, mental or physical incapacitation or any other reason, including vacancies caused by an increase in the number of directors, shall be filled by the affirmative vote of the remaining directors, even though less than a quorum of the Board, or by a sole remaining director.

7. Duties of the Executive Board of Directors

The Executive Board of Directors through its Chairman shall be responsible for the operation and management of the Maryland State Wrestling Association. The day-to-day business affairs of the Association shall be managed and run by the Executive Board and may not be delegated in any form or fashion to non-members other than to procure goods or services and obtain information. Should the Executive Board seek to obtain information

from non-members, a request to obtain the information shall be put before the Executive Board and the Executive Board by majority vote shall determine the necessity of the request and the form of the question. If deemed necessary by the Executive Board the information will be collected. Should the Executive Board seek to obtain the goods or services of non-members, the request for goods or services shall be put before the Executive Board. The Executive Board by majority vote shall determine the necessity of the request and the procurement of the goods or services. If deemed necessary by the Executive Board the goods or services will be procured.

8. Duties and Authority of Chairman

The Chairman shall be the chief executive officer of the Maryland State Wrestling Association. Subject only to the authority of the Board, he/she shall have general charge and supervision over, and responsibility for, the business and affairs of the Maryland State Wrestling Association. Unless otherwise directed by the Board, all other officers shall be subject to the authority and supervision of the Chairman. The Chairman may enter into and execute in the name of the Maryland State Wrestling Association contracts or other instruments not in the regular course of business, which are authorized, either generally or specifically, by the Board. He/she shall have the general powers and duties of management usually vested in the office of president of a corporation, including, but not limited to, the power to delegate tasks to the Officers and Members of the Executive Board. The Chairman may establish positions to be filled by appointment, by the Chairman, to assist the Chairman in the management of the Maryland State Wrestling Association, including but not limited to, sergeant-at-arms, special advisor to the chairman, special assistant to the chairman, assistant secretary, assistant treasurer, and deputy vice-

chairman.

9. Duties and Authority of Vice-Chairman

The Vice-Chairman shall perform such duties and have such authority as from time to time may be delegated to him/her by the Chairman or by the Board. In the event of the absence, death, inability or refusal to act by the Chairman, the Vice-Chairman shall perform the duties and be vested with the authority of the Chairman.

10. Duties and Authority of Treasurer

The treasurer shall have the custody of the funds and securities of the Maryland State Wrestling Association and shall keep or cause to be kept regular books of account for the Maryland State Wrestling Association. The treasurer shall perform such other duties and possess such other powers as are incident to that office or as shall be assigned by the Chairman or the Board.

11. Duties and Authority of Secretary

The secretary shall cause notices of all meetings to be served as prescribed by these By-Laws and shall keep or cause to be kept the minutes of all meetings of the members, executive committee and the Board. The secretary shall have charge of the seal of the Maryland State Wrestling Association. The secretary shall perform such other duties and possess such other powers as are incident to that office or as are assigned by the Chairman or the Board.

12. Removal of Officers

The Board may remove any Board member of the Maryland State Wrestling Association for just cause if such action, in the judgment of the Board, is in the best interest of the Maryland State Wrestling Association. The officer or agent shall be afforded

a reasonable opportunity for a hearing before the entire Board. Prior to the hearing before the entire Board, the officer or agent subject to removal shall be presented with documents from a member of the Board that allege with particularity the nature of the cause for removal. The factual allegations shall be set forth in numbered paragraphs, each paragraph containing a single factual allegation. The Chairman or his designee Executive Board Member will establish a reasonable time and place for the conduct of the Hearing. At the Hearing, the Chairman will establish a reasonable time period for each side to present evidence and arguments. The Chairman, his designee Executive Board Member, or any other Board member may present arguments and evidence on the issue of the removal. At the close of the presentation of evidence and arguments the Board may retire to Executive Session for deliberation and voting. Unless otherwise provided by the Chairman or herein, the Executive Board will render a decision within 72 hours of the completion of the presentation of all of the evidence and arguments. Appointment or election to a corporate office shall not, in and of itself, establish or create contract rights. Any vote for removal of an officer must be approved by a vote of not less than two-thirds (2/3) of the Board eligible to vote. The Board may remove any other member or agent of the Maryland State Wrestling Association if such action, in the judgment of the Board, is in the best interest of the Maryland State Wrestling Association. Membership and participation in the Maryland State Wrestling Association does not create a right or an agreement to participate or maintain membership.

13. Vacancies in Office

The Board, in its absolute discretion, shall fill all vacancies in offices, regardless of the cause of such vacancies, for the remainder of the terms of offices.

14. Offices

One person may hold two or more offices, but no person shall hold the offices of Chairman and secretary or treasurer at the same time.

ARTICLE IV

COMMITTEES

1. Formation- Authority

Committees shall be formed at the sole discretion of the Executive Board. A 2/3 vote of the Executive Board is required to form a committee, determine the size of the committee, and establish the nomination time period for nominations. Committees serve at the pleasure of the Executive Board and may be dismissed for any reason. However, mandatory dismissal is required for the failure of a committee or any member thereon to comply with these By-laws, the instructions of the Executive Board, and the resolutions of the Executive Board. Unless otherwise limited or re-authorized by a 2/3 vote of the Executive Board a committee will have a term of 60 days.

2. Formation-Participation

Participation on committees is limited to members of the Association as defined in Article II, Section 1 of these By-laws. Unless otherwise determined by the Executive Board, a committee shall have three (3) members.

3. Nominating Committee Members

Any individual member of the Association or Executive Board Member may nominate himself or herself or other members of the Association or Executive Board to a committee seat.

4. Electing Committee Members

At the close of the nomination period the Executive Board will vote on the candidates for committee seats. A majority vote of the Executive Board will fill the committee seats, elect a chair, and a secretary.

5. Committee Conduct

The committee will conduct itself in accordance with Article I, Section 3 and Article I, Section 4 of these By-laws. The committee will produce to the Executive Board a final report. This report shall be produced along with the unanimously accepted minutes of the committee as a specifically noticed agenda item for the next Executive Board Meeting following the completion of the task of the committee. No report shall be received by the Executive Board without the unanimously accepted minutes of the committee meetings.

6. Engaging Non-members

Should a committee seek to obtain information from non-members, the committee shall present the question to the Executive Board. The Executive Board by majority vote shall determine the necessity of the request and the form of the question. If deemed necessary by the Executive Board the information will be collected and provided to the committee members. Should a committee seek to obtain the goods or services of non-members, the committee shall pose the request to the Executive Board. The Executive Board by majority vote shall determine the necessity of the request and the procurement of the goods or services. If deemed necessary by the Executive Board the goods or services will be procured and provided to the committee members.

7. Meetings

All committee meetings, including the presentation of the final report and

unanimous minutes to the Executive Board, shall be treated as special meetings under these By-laws and the committee secretary must provide notice such that the meeting shall be held on not less than twenty (20) days notice if given orally, (either by telephone, electronic mail or in person), or upon not less than ten (10) days notice if given by depositing the notice in the United States mails, postage prepaid, to the address maintained in the books and records of the corporation for that director. Such notice shall specify the time, place and purposes of the meeting.

ARTICLE V

WAIVERS OF NOTICE

Any notice required by these By-Laws, the certificate of incorporation or the law of the State of incorporation may be waived in writing by any person entitled to notice. The waiver or waivers may be executed before, at or after the event with respect to which notice is waived. Each director or member attending a meeting without protesting the lack of proper notice, prior to the conclusion of the meeting, shall be deemed conclusively to have waived such notice.

ARTICLE VI

AMENDMENTS TO AND EFFECT OF BY-LAWS

FISCAL YEAR

1. Force and Effect of By-Laws

These By-Laws are subject to the law of the State of incorporation and the corporation's certificate of incorporation, as it may be amended from time to time. Except that the number of directors and principal place of business may be changed without amendment of the certificate of incorporation either in these By-Laws or any subsequent

amendment to these By-Laws. If any provision in these By-Laws is inconsistent with a provision in the State statutes or the certificate of incorporation, the provision of the State statutes or the certificate of incorporation shall govern.

2. Amendments to By-Laws

These By-Laws may be altered, amended or repealed by the Board.

3. Fiscal Year

The fiscal year of the Maryland State Wrestling Association shall begin on the first day of September of each year.

ARTICLE VII

CONFLICT OF INTEREST POLICY

1. Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

2. Definition "Interested Person"

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

3. Definition "Financial Interest"

A person has a financial interest if the person has, directly or indirectly, through

business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

4. Procedures - Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

5. Procedures – Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of

interest exists.

6. Procedures – Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

7. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure

to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

8. Institutional Conflicts of Interest

No MSWA funds may be used either directly or indirectly to support any person, program, organization, or event sponsored by a person, organization or entity that is in competition with the MSWA and/or USA Wrestling for participation, funding or membership. Further, no MSWA funds may be used either directly or indirectly to support any person, program, organization, or event sponsored by a person, organization or entity that has caused financial harm or any loss to the MSWA and/or USA Wrestling.

ARTICLE VIII

RECORD OF PROCEEDINGS

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the

transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE IX
COMPENSATION

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE X
ANNUAL STATEMENTS

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax

exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE XI

PERIODIC REVIEWS

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE XII

USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XIII

INTERNAL GRIEVANCE PROCEDURE

1. Grievance

Any member of the Corporation may file a written grievance with the Chairman pertaining to any matter within the cognizance of the corporation and/or alleging a violation of any provision of these MSWA By-Laws, USA Wrestling By-Laws, USA Wrestling Policy, or the USA Wrestling Affiliation Agreement.

2. Terms

Any grievance shall be signed under oath and shall allege with particularity the nature of the grievance and each claimed violation of the aforementioned documents by reference to specific sections thereof, stating in concise language how, when and where the alleged violation occurred. The factual allegations shall be set forth in numbered paragraphs, each paragraph containing a single factual allegation. The grievance shall state on its face, the USA Wrestling card number of the grieving member.

3. Referral of Grievance

Upon receipt of a grievance, the Chairman shall refer it to the Vice-Chairman or, in the case of more generalized grievances, to the Executive Board of Directors. In the case of a grievance referred to the Vice-Chairman, the Vice-Chairman shall make an effort to resolve the grievance herself/himself, through informal means.

4. Hearing

If the grievance is referred to the Executive Board of Directors, or in the event that the member filing a grievance is not satisfied with the resolution of the matter by

informal methods, the member shall be entitled to be heard before the Executive Board of Directors at its next scheduled meeting. The Board's determination of the matter shall be final.

5. Hearing Procedures

The Chairman will establish a reasonable time and place for the conduct of the Hearing. At the Hearing, the Chairman will establish a reasonable time period for the grieving member to present evidence and arguments. The Chairman, his designee Executive Board Member, or any other interested member may present arguments and evidence on the issue of the grievance. In any event, the grieving member shall present evidence and arguments first followed by other members in the order determined by the Chairman. At the close of the presentation of evidence and arguments the Board may retire to Executive Session for deliberation and voting. Unless otherwise provided by the Chairman or herein, the Executive Board will render a decision within 72 hours of the completion of the presentation of all of the evidence and arguments.

ARTICLE XIV

INDEMNIFICATION

Indemnification:

(a) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the

right of the corporation) by reason of the fact that said individual is or was a member of the Executive Board, Officer, employee, committee member or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the individual in connection with such action, suit or proceeding if the individual acted in good faith and in a manner in which the individual reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe said conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent, shall not, or itself, create a presumption that the person did not act in good faith and in a manner that the individual reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that said conduct was unlawful.

(b) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the individual is or was member of the Executive Board, Officer, employee, committee member or agent of the corporation or is or was serving at the request of the

Corporation as a director, officer, employee, or agent of another association, corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by the individual in connection with the defense or settlement of such action or suit if the individual reasonable believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of said duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(c) To the extent that an Executive Board member, Officer, employee, committee member or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (a) or (b) in the defense of any claim, issue or matter therein, the individual shall be indemnified against expenses (including attorneys' fees) actually and reasonable incurred by said party in connection therewith.

(d) Any indemnification under paragraphs (a) or (b), unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Board member, Officer, employee, committee member or

agent is proper in the circumstances because the individual has met the applicable standards of conduct set forth in paragraphs (a) or (b). Such determination shall be made (1) by the Board by a majority vote of a quorum consisting of members who were not parties to such action, suit or proceeding, or (2) if such quorum is not obtainable, or, even if obtainable if a quorum of disinterested board members so directs, by independent legal counsel in a written opinion.

(e) Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in paragraph (d) upon receipt of an undertaking by or on behalf of the board member, Officer, employee, committee member or agent to repay such amount unless it shall ultimately be determined that said individual is entitled to be indemnified by the corporation as authorized in this section.

(f) The indemnification provided by this section shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of members or disinterested board members or otherwise both as to action in the individual's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a board member, officer, employee, committee member or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

(g) The Corporation may purchase and maintain insurance of behalf of any person who is or was a board member, Officer, employee, committee member or agent of the Corporation, or is or was serving at the request of the Corporation 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 Corporation in any such capacity or arising out of the individual's status as such, whether or not the Corporation would have the power to indemnify said individual against such liability under the provisions of this Section.

ARTICLE XV

REPORTING

The General Counsel shall, within a reasonable period of time, report changes in the By-Laws, legal status, and activities affecting the Corporation's Affiliation Agreement to USA Wrestling.

ARTICLE XVI

CODE OF CONDUCT

1. MSWA Code of Conduct

These rules of conduct shall apply to all competitive members, affiliated members, officials, coaches, chartered clubs and individuals associated with the MSWA. All individuals and/or organizations affiliated with MSWA in any manner shall conduct themselves in the most honorable, courteous and sportsmanlike fashion in compliance with this Code of Conduct.

Rules of Conduct:

1. The policies, rules, by-laws, and constitution of the MSWA, as issued and amended, from time to time, shall not be violated.
2. The policies, rules, by-laws, affiliation agreement, and charter of USA Wrestling, as issued and amended, from time to time, shall not be violated.
3. No person or organization shall destroy or allowed to be destroyed the personal or private property of another.
4. No person or organization shall use or permit the use of abusive or threatening language or conduct toward any tournament official, MSWA officer, USAW official or USAW officer in any manner, including, but not limited to, posts on public forums.
5. No person or organization shall conduct themselves in an unsportsmanlike fashion as determined by the MSWA.
6. No person or organization shall conduct an act of theft, or allow an act of theft to be perpetrated.
7. No alcohol, drugs or smoking will be allowed by any competitive member in or on the premises of any and all facilities where MSWA or USAW sanctioned events are in progress. Drugs approved or prescribed by proper medical personnel for use by a competitive member shall be exempted provided it meets the USAW rules and guidelines for prescribed drugs and medication for competition.
8. No person or organization shall falsify or permit the falsification of any document relative or pertaining to the MSWA, USAW, or the activities of either organization.
9. No person or organization shall participate in or permit the act of cheating, fighting or the act of physical, mental or verbal abuse.

10. No person or organization shall conduct any act, or permit any act to be conducted, not specifically stated herein or in the rules, regulations, procedures, by-laws or agreements of USAW or the MSWA, that may endanger any person or property tangible or intangible.

Any violation or infraction of these Rules of Conduct are subject to disciplinary action, as determined by the MSWA, including, but not limited to, (a) expulsion from the MSWA and any MSWA activity; (b) revocation of USA wrestling card and all privileges associated therewith; (c) revocation of USA wrestling club status; (d) prohibition of participation in the MSWA and any MSWA activity; and, (e) prohibition of participation in USA wrestling and any USA wrestling activity.

In the event club status is the subject of a disciplinary action said discipline will apply to all members of the club. Any person or organization receiving discipline hereunder desiring to contest it must file a grievance in accordance with the procedures set forth in the MSWA By-laws within 20 days of receipt of the notice of discipline from the MSWA. In the event the notice of discipline is placed in the United States Mail, first class postage pre-paid, it will be deemed to have been received three days from the date of mailing to the last known address of the recipient. A failure to file a grievance constitutes waiver of all objections to the prescribed discipline. The notice of discipline shall include the decision of the MSWA and a copy of the current grievance procedure. All MSWA members agree to comply with and be bound by these Rules of Conduct and the policies and procedures set forth herein and those hereafter promulgated by the MSWA and further agrees to indemnify and hold the MSWA harmless for any failure to comply with the policies and procedures set forth herein.

2. Abuse and Harassment Policy

The MSWA hereby incorporates the policy of USA Wrestling, as amended, as its own.

Disputes concerning discipline administered by the MSWA pursuant to this policy will be subject to the Grievance Procedures set forth in these By-Laws.

USA Wrestling Policy on Abuse and Harassment (Revised: October 2005)

USA Wrestling (USAW) is committed to providing a safe environment for its members, participants, coaches, officials and volunteers and to prevent abusive conduct and harassment in any form while participating in the activities of USAW. USAW promotes good sportsmanship throughout the organization and encourages qualities of mutual respect, courtesy and tolerance in all members, participants, coaches, officials, staff and volunteers. USAW advocates building strong self-images among the youth participants. Athletes with a strong self-image may be less likely targets for abuse or harassment; similarly, they may be less likely to engage in abuse or to harass or bully others around them.

To this end, USAW has established the following guidelines of behavior and procedures for our staff, volunteers, coaches, officials and participants. All members of the organization, as well as parents, spectators and other invitees are expected to observe and adhere to these guidelines.

1. Abuse or harassment of any kind will not be tolerated within the organization. This means USAW does not accept physical, sexual, emotional or verbal abuse, harassment or similar misconduct from any person towards athletes, staff, coaches, officials, volunteers, parents, spectators or any other persons while they are participating in or preparing for events or activities conducted under the auspices of USAW.
2. Physical and sexual abuse, including, but not limited to, striking, hitting, kicking, biting or wanton gesturing, lewd remarks, indecent exposure, unwanted physical contact, any form of sexual contact or inappropriate touching are strictly prohibited within the organization and as a part of its events and activities. Physical abuse does not include physical contact that is reasonably designed to coach, teach or demonstrate a wrestling skill.
3. Emotional abuse or verbal abuse is also prohibited. This may include, but is not limited to: yelling, insulting, threatening, mocking, demeaning behavior or making abusive statements in regard to a person's race, gender, religion, nationality/ethnicity, sex or age. Emotional abuse does not include controlled and

disciplined verbal communication that is generally accepted in sports as a reasonable method of coaching or teaching the sport.

4. To further protect USAW youth participants, as well as our coaches, officials and volunteers, we strongly advise that no adult person allow him/herself to be alone with a child or with any group of children in a private setting during or while they are participating in sponsored activities of USAW. In particular, in such circumstances, we recommend that coaches or other adult members of the organization:
 - Do not drive alone with a child participant in the car
 - Do not take a child alone to the locker room, bathrooms, or any other private room
 - Provide one-on-one training or individual coaching with the assistance of another adult or athlete
 - Have private conversations with youth participants within view of others instead of a private office
 - Do not socialize individually with the participants outside of sponsored activities.
5. When staying overnight with youth participants, children should be paired up with other children of the same gender and similar age group, with chaperones in separate but nearby rooms.
6. USAW encourages parents to become as active as possible in sponsored activities, practices and other events. The more the parents are involved, the less likely it is for abusive situations to develop.
7. USAW will timely respond to any and all allegations of abuse or harassment in matters that are within the purview and jurisdiction of USAW. USAW expects that allegations of abuse or harassment that are properly within the purview and jurisdiction of officials or persons at other levels or of other organizations will be timely responded to and dealt as appropriate. When necessary and appropriate, this information should be communicated to the appropriate authorities for investigation and should be reviewed by appropriate officials, with timely notification to the alleged offender of such allegations.
8. Any person accused of sexual or physical abuse or harassment may be asked to resign voluntarily or may be suspended until the matter is investigated and resolved. Regardless of criminal or civil guilt in the alleged abuse, the continued presence of the person could be detrimental to the reputation of the organization and could be harmful to the participants. A person who is accused but later cleared of the charges, may apply to have a suspension lifted or, if applicable, to be reinstated within the organization. Reinstatement is not a right, and no assurance is made that the person will be reinstated to his/her former position.

9. Any person who violates this Policy, who fails to appropriately report matters covered by this Policy, who makes a false report with respect to matters covered by this Policy or who threatens retaliation or reprisal against an individual for reporting a matter under this Policy will be subject to discipline or other action as may be within the purview and jurisdiction of USAW, including but not limited to suspension or termination of membership in USAW or of any other position in which the person serves in USAW.

Harassment and abuse are defined in various sources such as state law, case law, sports organization and professional association codes of conduct and training manuals, corporate and business workplace documents and human rights commission materials. USAW has not adopted any specific definition of harassment or abuse, choosing instead to defer to such general sources and definitions for reference and application, depending on the circumstances. As further elaboration of examples given above, the following generally describe conduct that may be considered harassment or abuse:

- Any improper or inappropriate comment, action or gesture directed toward a person or group that is related to race, ethnicity, national origin, religion, age, gender, sexual orientation, disability or other personal characteristic.
- Creating an environment through behavior or course of conduct that is insulting, intimidating, humiliating, demeaning or offensive.
- Harassment usually occurs when one person engages in abusive behavior or asserts unwarranted power or authority over another, whether intended or not, and may include, for example, name-calling, threats, belittling, unwelcome advances and requests for sexual favors (as well as undue pressure to perform or succeed).
- Harassment includes child abuse.
- Child abuse can include physical contact – or the threat of it – that intentionally causes bodily harm or injury to a child. This may include, for example, hitting, shaking, kicking, shoving, or forcing an athlete to wrestle when injured or mandating excessive exercise as a form of punishment. It may also include touching for the purpose of causing sexual arousal or gratification that involves a child, rape, incest, fondling, exhibitionism and sexual exploitation. It may also include chronic attacks on a child's self-esteem, such as psychologically destructive behavior consisting of ridiculing, screaming, swearing, racist comments, threatening, stalking, hazing and isolating.

3. Background Screening Policy

The MSWA hereby incorporates the policy of USA Wrestling, as amended, as its own.

Disputes concerning discipline administered by the MSWA pursuant to this policy will be subject to the Grievance Procedures set forth in these By-Laws.

USA Wrestling
BACKGROUND SCREENING POLICY
(03/18/08)

It is the policy of USA Wrestling (USAW) that all coach, referee/judge and pairings official members, and prospective coach, referee/judge and pairings officials members seeking to become a member and intending to participate in any USAW sanctioned event, camp, club practice or activity must submit to and pass a background screening in order to become a member, or remain a member of USA Wrestling, and participate in the above mentioned sanctioned activities. In addition, all non-athletes on State Association national and regional team staffs or who work with such teams at events, camps, club practices or other activities must submit to and pass a background screening. Failure to submit to a background screen or pass the background screen may be grounds for automatic denial, suspension or termination of membership privileges and participation in any USAW sanctioned event, camp, club practice, or activity.

Any individual who fails the background screen will have the right to dispute the findings of the background screening through the appropriate measures established by USAW.

USAW will enforce the appropriate actions resulting from a negative background screening report.

USAW, any USAW club or any USAW recognized State Association will not register, or allow to be registered, any individual who refuses to consent to a background screen or fails a background screen if that person intends to participate in any USAW sanctioned event, camp, club practice or activity.

The Screening data and results will be in conformity with the screening criteria of USAW at time of screening. Any individual's back ground check shall only be valid for two consecutive USAW recognized membership years, beginning with the membership year in which the individual successfully completes a background check. However, USAW reserves the right to require additional background screenings at any time.

The following shall disqualify an individual from being a member of USA Wrestling, and shall disqualify said individual from participating in any USAW event or activity:

“Conviction of, imposition of a deferred sentence for, or any plea of guilty or no contest at any time, past or present, or the existence of any pending charges, for (i) any crime involving sexual misconduct, (ii) any crimes of abuse against children, (iii) any crimes involving firearms, and (iv) any offense involving distribution or intent to distribute illegal drugs or substances, (v) felonious assaults or batteries.”

USA Wrestling reserves the right to change these criteria at anytime.