

CONSTITUTION AND BY-LAWS OF USA WRESTLING-NEW JERSEY

Approved by a meeting of USAW/NJ State Governing Body **9/19/2022**

ARTICLE I. NAME

The name of this organization is USA Wrestling-New Jersey (USAW-NJ), the operating division of the United States of America Wrestling Association (USAW) for the State of New Jersey.

ARTICLE II. PURPOSE

The purposes of USAW-NJ are:

- A. To act as the State operating division for the National Governing Body (NGB) of wrestling in the United States, consistent with the By-Laws and policies of the NGB.
- B. To provide the NGB (USAW) with representatives for the various age divisions and committees.
- C. To act as the official voice of USAW/NJ to the NGB.
- D. To provide meaningful opportunities for wrestlers, coaches, officials and enthusiasts at the State Level.
- E. To conduct championships in the various age divisions which serve as qualifiers for regional and/or national competition.
- F. To see that New Jersey Wrestlers are given an opportunity to try out for positions on National Teams.
- G. To ensure that everyone who has an interest in wrestling in New Jersey has an opportunity to become a member of USAW/NJ where they can have a voice, a vote, and a vehicle through which to be heard.

ARTICLE III. STATE GOVERNING BODY

Anyone residing outside the State of New Jersey who wishes to hold office on the State Governing Body (SGB) must be approved by two-thirds majority vote of the SGB, a Quorum being present. All decisions on by-laws, State policy and procedures will be made by the SGB which shall consist of the

following members (21). Special duties assigned to members may be modified by the Chair with the approval of the SGB at any time.

A. USAW/NJ SGB Members

Four Officers of the Corporation

State Chair

Vice Chair

Secretary

Treasurer

Six Councils of the Corporation

Officials Council Chair

Coaches Council Chair

Scholastic Council Chair

International Council Chair

U23/Senior/Cultural Exchange Chair

Women's Wrestling Chair

Five Standing Committees

Legislative Committee Chair

National Trips committee Chair

Publicity Committee Chair

Membership Committee Chair

Scheduling Committee Chair

Two At-Large

At large Member

At Large Member

Four Area At Large Representatives

At Large North Area

At Large North/Central Area

At Large South/Central Area

At Large South Area

Additional Members at Large may be elected for each SGB member who has a position on the SGB because of Dual Chair of any Council/Committee so to have up to (21) individual members.

- B. USAW/NJ organizations: The State Governing Body (SGB); The Executive Committee (EC); The Councils; The Standing Committees; Ad Hoc Committees. To be considered "Formal" the Council or Committee must:
 - 1. meet a minimum of 2 times each fiscal year;
 - 2. have a chair, vice chair, and secretary;
 - 3. produce minutes that are to be sent to the members of the SGB not later than a week after a meeting.

- C. The SGB shall be the sole body to approve (but not limited to):
 - 1. SGB by-laws; SGB by-law changes; Committee and Council by-laws and changes; All SGB Policies; contracts that obligate USAW/NJ time and/or money;
 - 2. Annual SGB budget;
 - 3. Appointments to the SGB;
 - 4. Personnel decisions:
 - a. Hiring of employees or contract workers;
 - b. Removing a SGB member or someone from a hired USAW/NJ position.

ARTICLE IV. EXECUTIVE COMMITTEE

The executive Committee (EC) acts in the best interest of the SGB between SGB meetings. The EC Consists of the following members:

- A. State Chair
- B. Vice Chair
- C. Secretary
- D. Treasurer
- E. Officials Council Chair

F. Coaches Council Chair

G. Three Age Division Council Chairs and the Women's Council Chair

H. Legislative Committee Chair

Additional Members At Large appointed from the SGB by the State chair, subject to approval by the SGB, for a total of Eleven (11).

ARTICLE V. REPRESENTATIVE COUNCILS

Representative Councils will be established in six areas: Scholastic, International, U23 /Senior/Cultural Exchange; Women; Coaches, and Officials. Each should have a separate "formal" council to govern operations within its own area. Each shall act in the best interest of its members and the State Organization. Each Council to be considered formal must meet the following requirements:

- A. All Council Chairs will be members of both the EC and the SGB.
- B. All councils shall have a set of by-laws. These By-Laws and any amendments must be reviewed by the Legislative Committee to ensure that there is no conflict with by-laws and policy of the SGB and USAW and must be approved by the SGB.
- C. All councils shall have a minimum of a chair, vice-chair and secretary.
- D. All age Division Councils and the Women's Council shall strive to conduct Freestyle Championships. They may conduct other events or championships as well.
- E. Each Chair of a council or their appointee are encouraged to attend all national and national regional meetings for their division.
- F. Each Council Chair and its officers shall be elected by the members of that council. Where no formal council exists the State Chair may appoint a Council Chair subject to approval of the SGB for one year, or until a formal council is formed and a proper election takes place.
- G. Each Council shall meet at least twice each fiscal year and its officers shall meet as often as needed. Minutes of all meetings shall be sent to the members of the SGB within 7 days of the meeting.

ARTICLE VI: COMMITTEES: STANDING AND AD HOC

A. Standing committees of the board will be established in five areas: Legislative; National Trips; Publicity; Membership; and Scheduling. Each area may have a formal committee with its' own by laws or operating procedures. By-laws, changes and operating procedures must be submitted to the Legislative Committee for review to ensure that they do not conflict with by-laws and policy of the SGB and USAW. These committees necessarily must coordinate with a variety of other SGB councils and committees. These committees must meet a minimum of 2 times each fiscal year. Minutes must be taken on the work of their committee and sent these to members of the SGB within a week of their meeting. Each shall act in the best interest of its members and the State Organization.

B. Ad Hoc Committees are formed by the SGB for specific functions that do not occur on a routine basis. Once the business of the Ad Hoc Committee is concluded the committee ceases to exist. These Committees must have a chair, vice-chair, and secretary. Minutes must be taken on the work of their committee and sent these to members of the SGB within 7 days. Each shall act in the best interest of its members and the State Organization.

ARTICLE VII. AT LARGE MEMBERS

One At Large member of the SGB shall be elected by the General Membership of USAW/NJ. The balance of the At Large members shall be elected to the SGB by the SGB. At Large members shall be asked and shall take on specific responsibilities for the benefit of USAW/NJ. The SGB will determine the duties of the At Large members. At large member duties include but are not limited to: Travel coordination; SGB policy review; USAW/NJ equipment ownership and rental; USAW/NJ promotion in a specific NJ geographic area. These and others will be defined in a USAW/NJ policy statement.

ARTICLE VIII. STATE GOVERNING BODY SELECTION PROCESS

The Officers and members of the SGB shall be elected at the annual SGB meeting in September within 2 weeks after the General membership meeting. One of the SGB At-Large members shall come from the General Membership meeting held earlier. The new officers and members of the SGB shall take office at the end of the SGB meeting.

- A. The SGB during the first 2 weeks of July shall establish a nominating committee of no more than five members. They shall elect their own committee chair, vice-chair and secretary. They must survey the current members of the SGB (this is with the exception of the 6 councils as long as they have formal councils, in accordance with the current by-laws) and list the positions to be filled for the next term. These positions may exist where there is: a current vacancy; a person in the position no longer wants to serve; a term of an officer will be expiring (chair and secretary, or, vice chair and treasurer); where there is an At Large position; where there is no formal Council to elect their Chair; where there is a committee Chair that has no formal organization. The committee shall seek nominees for all SGB members whose positions are eligible for an election. They shall publish on the web site and social media the positions that are open for election for the SGB. They shall also note that an At large position is open for election and will be voted on by the General Membership in early September.
- B. Nominations for positions on the USAW/NJ SGB, any formal Committee, or formal Council shall not be made from the floor at these meetings. These must be made 2 weeks in advance to the organizations' secretary, and, in the case of the SGB, the nomination must be also sent to the chair of the membership committee. The membership committee shall verify that all nominees have: a USA membership; has successfully completed a background check; has successfully completed Safe Sport Training.
- C. The secretary of the nominating committee along with the help of the membership committee chair shall review the nominees to be sure that both the nominator and the nominee are current members and in good standing with USA Wrestling and USAW/NJ. These two will present the

verified nominees to the nominating committee. The nominating committee will discuss with the verified nominees the duties and responsibilities of the appropriate SGB positions to be sure the nominee is sincere and understands what is expected of their membership.

- D. The Nominating committee will make notice to the General Membership not later than 10 days prior to the September GM meeting where the vote will be taken for an At Large member to the SGB.
- E. The SGB Secretary will make notice to the SGB not later than 10 days prior to their meeting where the vote will be taken for all the remaining positions to be filled on the SGB.
- F. The nominating committee has reviewed and discussed nominees. They may asterisk any nominee for special consideration by the General membership and SGB.
- G. Elections (for all USAW/NJ organizations) shall be conducted in the following manner:
 - 1. The Chair of the organization shall preside over all elections except any in which they are also a candidate. In such case, the Vice Chair shall preside unless they are also a candidate at which time the Secretary or Treasurer shall preside.
 - 2. If there is only one nominee brought by the Nominating Committee for a position, the Chair shall entertain a motion to close nominations and a vote to do so will take place. After such a vote is passed, the candidate shall be declared the winner.
 - 3. If there are two (2) candidates for a position, a single ballot will be taken and the candidate who receives the majority votes (defined as 50% of the votes cast plus one vote) shall be declared winner.

4. If there are more than two (2) candidates, a single vote shall be taken to reduce the field to the three (3) candidates who receive the highest number of votes.
5. Shall one candidate receive a majority on any round of balloting, they shall be declared the winner.
6. After the field has been reduced to three (3) there shall be one round of voting to reduce the field to two (2) and then the procedure in VIII.G.3 shall apply.
7. The three age Council Chairs, Women's Council Chair, The Officials Chair and the Coaches Chair will normally be elected by their respective Councils. These positions shall be appointed by the State Chair when a formal Council does not exist, or the existing formal Council takes no action to appoint one. These appointments are subject to the approval of the SGB.
8. All other chairs of formal committees may be put in nomination (by sending their names to the Nominating Committee) by the outgoing committee that they shall represent. These positions shall be appointed by the State Chair when a formal committee does not exist, or the existing formal committee takes no action to appoint one. These appointments shall be subject to the approval of the majority of the SGB.
9. Should a Chair resign or otherwise leave office, the Vice Chair shall assume the office of Chair. Should there be a vacancy in any other office, the Chair of that organization shall appoint someone to fill any portion of an unexpired term, with the approval of the members of that organization.

10. Should an At Large member of the SGB resign or otherwise leave office, his position shall be replaced by the Chair with the approval of the SGB.
 11. Removal from office. Any representative may be removed from office by the Body that elected them or confirmed their appointment. In the case of a committee or council chair elected by a formal committee or council they may also be removed by the SGB. All removals may take place with or without cause. Such removal from office must take place at a valid meeting with a closed session.
 12. A vote to remove someone from their position on the SGB must be by 2/3 of those voting, a Quorum being present. The members of the USAW/NJ State Governing Body are all volunteers. They have been elected by various groups to serve USAW/NJ. Many have been selected with emphasis on specific tasks that need to be accomplished for the good of the organization. There may come a time when a majority of the SGB no longer wishes a member to be on the board. This member may be removed from their SGB position, with or without cause, by a vote of the SGB.
- H. Representation of absent Council Representatives. A Council/Committee Chair may appoint another member of the Councils'/Committees' Executive Committee to stand in for him/her at meetings and functions.
- I. Terms of office for the 4 SGB officers shall be 2 years. The Chair and the secretary shall be elected in the odd years. The Vice Chair and the Treasurer shall be elected in the even years.

ARTICLE IX. DUTIES OF THE OFFICERS OF THE SGB

In addition to what is listed below for the Officers of the Corporation, the policies approved by the SGB for the Officers and for the entire SGB shall be in effect.

State Chair:

- A. Coordinate and conduct meeting for the SGB, the General Membership and the EC.
- B. Attend all meetings at the National and Regional level except specific meetings for the Council Chairs.
- C. Maintain communication with the National Office and enforce this Constitution.
- D. Execute or designate someone to execute all SGB contracts according to policy.

Vice Chair:

- A. Fulfill and perform all duties in the absence of the State Chair.
- B. Execute contract and documents upon 3/4 vote of the EC overriding the Chair's veto.
- C. Assist with policy, elections, publicity and where needed.

Secretary:

- A. Keep record(s) and distribute minutes of all meetings (GM, SGB, EC).
- B. Maintain an accurate list of the current and the past year's membership of USAW-NJ from which voting eligibility will be determined. Maintain copies of all GM, SGB, and EC meetings.

Treasurer:

- A. Be responsible for the maintenance of the financial records, paid membership list and all checkbooks.
- B. Make a summary financial report at all GM, SGB and EC meetings.
- C. Make two annual reports.
 - 1. proposed budget for the upcoming year.

2. An end of the year income expense report compared to that year's budget.

D. Make copies available of summary and annual reports.

E. Work with the Budget and Finance Committee to verify accounts and make recommendations for policy and procedures.

F. Aid the SGB to set financial policy.

ARTICLE X. VOTING MEMBERSHIP

A. Voting membership for each organization within USAW/NJ shall be those people duly elected, or, appointed in accordance with the SGB By-laws or the by-laws of the specific Council/Committee/etc. at the time of the vote.

B. Voting members for the general membership meeting are those who are current residents of New Jersey and USAW members, and, were USAW members the previous fiscal year either as a coach, Senior Athlete, or an Official.

ARTICLE XI. FINANCES

A. A checking account shall be established in the name of "USAW- NJ". The Chair, Vice Chair and Secretary shall authorize the opening of this account. The Chair, Vice Chair and treasurer shall sign such documents as required by the bank where the checking account of USAW-NJ is maintained to enable each of them to sign checks for the account. All checks shall be signed as per USAW-NJ financial policy. The Vice Chair shall be authorized to sign any check with the treasurer in the absence of the Chair or in the event of the Chair's refusal to act.

B. Should the organization choose to contract with someone that it wishes to have check signing privileges, it may do so provided that all checks to be signed are approved by the Chair.

- C. The Chair shall have the authority to approve payment for any unbudgeted expenditure for the benefit of the Organization as defined in the financial policy.
- D. Credit Card use shall be defined by SGB policy.
- E. The fiscal year for USAW-NJ shall be from September 1 through August 31.

ARTICLE XII. COMPENSATION

- A. No member of the USAW-NJ SGB or any other member of USAW-NJ shall receive any fee, salary, or remuneration of any kind for their services as SGB members or as members. Members may be reimbursed for reasonable expenses incurred with approval of the SGB or EC upon receipt of vouchers or receipts.
- B. The SGB may choose to employ people for various purposes. Such employees shall be required to be members of the Organization. Such employees shall be ineligible to be selected to any governing position including but not limited to, SGB, or one of the various Council Executive Committees. Employees shall also recuse themselves from any votes during General Membership Meetings.
- C. Members of USAW-NJ's governing entities shall recuse themselves any vote for which they may have a material interest.

ARTICLE XIII. CONSTITUTIONAL CHANGES

- A. Any USAW-NJ Member in good standing may propose an amendment to this constitution by submitting in writing to the State Chair and/or Legislative Committee Chair.
- B. The State Chair shall then forward the proposal to the Chair of the Legislative Committee.
- C. The Legislative Committee shall approve the amendment for presentation to the SGB provided it is in proper form and fit. The Legislative Committee shall have the prerogative to work with the maker to change wording so the amendment will be in the proper form and fit.

- D. Proposed amendments shall be sent to the SGB members no later than 10 days prior to the meeting at which the vote on the amendment is to be taken.
- E. The SGB shall approve the amendment with 2/3 vote and a quorum of 75% at an in-person meeting.

ARTICLE XIV. MEETINGS

- A. There will be an annual General Membership Meeting in the fall of each year for all USAW/NJ carded coaches, Senior wrestlers, Officials, members of the SGB, Officers of all formalized Councils and Committees. Additional General Membership meetings may be called by 2/3 vote of the EC or by majority vote of the SGB.
- B. The SGB shall meet no fewer than four times each year. Additional SGB meetings may be called by the State Chair or by majority vote of the SGB or the EC.
- C. The Executive Committee shall meet between SGB meetings as deemed appropriate by the State Chair.
- D. Meetings: Types, Modes, Topics, Quorum and Votes

1. Types of Meetings

- (A) General Membership Meeting (1 annual meeting required)
- (B) State Governing Body Meeting (4 per year required)
- (C) Executive Committee Meeting (In between SGB meetings as needed)
- (D) Ad Hoc or other meeting called by the SGB (as needed)
- (E) Meetings of Councils and Committees of the SGB (as needed)

2. Modes of Meetings. (These Modes may be used for all types of meetings pending the business topic. Quorums and voting may vary pending meeting type and topic)

- (A) In Person Meetings (For all special category 1 topics; also 2 and above)

(B) Real time electronic meetings: video call; Audio call; etc. (for special category 2 and routine business)

(C) Combination of Electronic Meeting and follow-up w email for those not present.

(D) Polling by phone voice

(E) Polling by written message (email; letter)

3 . TOPICS OF MEETINGS

(A). Special Category A

- (1) Approve a by-law amendment
- (2) Remove a member of the body
- (3) Approve the previous year's income and expense report
- (4) Approve reconciliation and net worth statement
- (5) Approve the upcoming annual budget with proposed income and expense
- (6) Approve form 990 filing (tax return of exempt organization)
- (7) Approve a contract that obligates USAW/NJ
- (8) Vote on an out-of-state board member.
- (9) Annual Elections

(B). Special Category B

- (1) Approve an appointment by the chair
- (2) Personnel actions on contract workers, hired individuals and/or board members
- (3) Conflict of interest concern
- (4) Names of accounts; letters of authorization; signers
- (5) Approve a change in the budget
- (6) Approve a policy: handling funds; codes of conduct
- (7) Approve by-laws of a committee or council
- (8) Override a chair's veto on contracts

(C). Routine Business

- (1) Monthly financial reports
- (2) Approve minutes of past meetings
- (3) Committee reports: Officials; Coaches; Scholastic; International; U23/Senior/Cultural Exchange; Women's; Legislative; Membership; National Trips; Publicity; Scheduling; other.
- (4) Call additional General Membership, State Governing Body, or EC Meeting(s).
- (5) Other

4. Quorum at meetings: Quorum for USAW/NJ may vary depending on the Meeting Types, Modes, and Topics.

5. Vote to approve: The quantity needed to pass a motion shall vary depending on the Meeting Types, Modes and Topics.

E. Modes of Meetings defined:

1. An In-Person Meeting shall be used for the Annual Fall meeting of The General Membership, and, The Annual Fall meeting of the State Governing Body. Topics for the annual meetings are: The Previous year's income and expense report; a reconciliation and net worth statement; an upcoming annual budget with proposed income and expense; Elections. These shall be presented to both bodies.

2. A quorum for the GM meeting shall be all those members present. A majority vote of the GM shall approve any business appropriate for the GM.

3. A quorum of the SGB shall be 75% at an in-person meeting with a 2/3 majority shall approve the business that is allowed in special Category A as outlined herein. 21/16/11

4. A quorum of the SGB shall be 60% at an in-person meeting with a simple majority shall approve the business in special Category B and Routine as outlined herein. 21/13/7

5. Electronically Conducted Meetings. (ECM) The State Governing Body may participate in a meeting by means of conference telephone, internet-based services, or similar communications equipment in which all members participating in the meeting can hear each other at the same time.

6.A quorum of the ECM SGB shall be 85% with a 2/3 majority shall approve the business that is allowed in special Category A as outlined herein. 21/18/12

7.A quorum of the ECM SGB shall be 70% with a simple majority shall approve the business in special Category B and Routine as outlined herein. 21/15/8

8.Polling by Email: Polling the members can be useful for some non-controversial topics and non-special topics (Routine). It can be a nightmare where there might be a lot of discussion, (a lot of back and forth comments with members reacting to what others said). It may be difficult to get a simple: “yes”, “no”, or “Abstain”. Quorum is the entire membership of that body. A vote of 2/3 majority is needed.

9.Polling by phone call: The chair or his/her representative may do a phone call poll on emergency items that need immediate action, do not involve a personnel action, are not over \$1,000 cost to the organization. The caller must make these calls in an expeditious manner (no more than 48 hour time frame). The results of the call must show the vote of each member, written out, and emailed to each member of the group within 24 hours of the last call. Executing the emergency action of the subject item cannot take place for another 48 hours from this emailing to give time for each recipient to verify the vote. If there is any voting that was wrongly reported, the call is void upon the written email correction by the member voting. A Quorum is 90% of the membership. A vote of 60% majority is needed.

END