



BY-LAWS of:

Wrestlers WithOut Borders (WWB)
(sole governing instrument)

ARTICLE I: Identity

Section 1: Identification

These by-laws and any Article VI Amendments shall be the sole governing instrument of *Wrestlers WithOut Borders* (hereafter referred to as WWB).

Affiliated organizations referred to in this document by acronym:

IOC	International Olympic Committee
FILA	Federation Internationale des Luttes Associes, the official governing/sanctioning body for wrestling to the IOC
USOC	United States Olympic Committee, representative to the IOC for all United States sports
USAW	United States Amateur Wrestling, representative to the USOC for United States wrestling
FGG	Federation of Gay Games, organizing body for the quadrennial Gay Games
WWB	Wrestlers WithOut Borders, this organization , as defined in Article I, Section 2

Section 2: Purpose/Function

The sole purpose and function of WWB is to represent its members in the formulation or rules, bidding, organization, and promotion of wrestling events such as the Gay Games; and to encourage the development, growth and acceptance of the sport and culture of recreational international men's and women's wrestling.

Section 3: Mission Statements

The philosophy of WWB specifically includes (but is not limited to):

1. a commitment to the principles of **participation**, **inclusion** and **personal best** as expressed by the policies and example of the Gay Games, especially as they pertain to age, gender, acceptance, safety

- and non-elitist competition, in international Freestyle and Greco-Roman wrestling, as defined by FILA;
2. adherence to the rules, regulations, policies and procedures of FILA, and its member organizations such as USAW, where they are NOT in conflict with the FGG, especially as they apply to the planning and operation of a Gay Games wrestling venue; and
 3. the promotion and development of the noble sport of Freestyle and Greco-Roman Wrestling.

ARTICLE II: Location

Section 1: Place of Business

The principal business office and mailing address of WWB shall be that of the current WWB Chair for the current year, and the official business checking account shall be that of the current WWB Chair's local wrestling club.

ARTICLE III: Finance

Section 1: Dues and Finances

Dues shall be a standardized annual fee assessed of each WWB member organization as outlined in a separate and attached document titled "WWB Membership Dues." These dues take effect with passage and acceptance of these by-laws, and may be revised by a 60 percent majority vote of the WWB Board of Directors three months prior to or two months after September 1st of each year, one time each year.

Dues and other monies which WWB acquires through donations, sponsorships, fund-raisers or other means will be used to pay for WWB's operating expenses. Any monies in excess of those operating expenses may be applied to the fulfillment of WWB's mission as outlined in Articles I and IV of these by-laws and as determined by the WWB Board of Directors.

Section 2: Financial Management

Assessed dues shall be paid to WWB, via the club account of the current WWB Chair, and deposited into that checking account referred to above. The current WWB Chair shall be the valid/required signature to the account and shall write FGG checks from that club account.

ARTICLE IV: Operation

Section 1: Definition of Business Year

The annual WWB business year shall run from September 1st to August 31st.

Section 2: Composition: Membership and Board of Directors

A. Levels of WWB Membership.

WWB offers the following levels of membership and participation:

1. **Board Member Organization**
2. **Affiliate Member Organization**
3. **Individual Board Membership**

4. Individual Affiliate Membership

B. Definitions of levels of WWB Membership

1. **Board member organization:** Each WWB board member organization shall pay full membership dues and shall appoint a single representative to the WWB Board of Directors. This representative is the only designated voting member for that organization on all WWB business. This appointment must be submitted in writing to the WWB Board of Directors prior to September 1st of each year.

2. **Affiliate Member Organization:** Affiliate member organizations will pay an annual fee to be determined by the board of directors. They will not be voting members of the WWB Board of Directors.

3. **Individual Board Member:** Regardless of geographic location, an individual may apply for a seat on the WWB Board of Directors as an **Individual Board Member**. Board service will be approved for a term of three years and is renewable by application to the WWB Board of Directors. Approval of Individual Board Member status must be granted by a 60 percent majority of the existing Board of Directors; approval of renewals must be by a simple majority of the other individual and organizational members of the WWB Board. Individual Board Members will pay annual fees to be determined by the WWB Board of Directors.

4. **Individual Affiliate Member:** An individual who does not live within 100 kilometers (62 miles) of the regularly scheduled practice facility of a WWB board member organization or of a WWB affiliate member organization, may apply for an **Individual Affiliate Membership**. Individual Affiliate Members will pay annual fees to be determined by the WWB board of directors. Such members will **NOT** be voting members of the WWB Board of Directors. Any waiver of the geographic restriction must be approved by a majority vote of the WWB Board of Directors.

C. Applications for and renewals of levels of WWB Membership

1.a. Application for organizational membership into WWB shall consist of a letter of intent, documenting the purpose and history of that organization, accompanied by a current copy of the applicant organization's by-laws or facsimile of organization. Approval of membership into WWB shall be by a simple majority decision of the entire WWB board. Membership will become effective at the start of the subsequent calendar quarter upon payment of membership dues paid pro rated to the start of that calendar year.

1.b. Continued organizational board membership in WWB is renewed each year via the designation of the WWB representative, submission of current club contact information, and submission of membership dues. Failure of the organizational member to designate a WWB representative or its delinquency in dues past 30 days will automatically signal the withdrawal of that organization from WWB. Former board organizations are eligible to apply for new membership.

2. Continued organizational affiliate membership is by renewal of the fees set by the board of directors

and submission of current contact information.

3. Continued individual board membership is renewed by ongoing participation in WWB Board business, submission of current contact information, and by remaining current with any designated membership dues. Delinquency of dues past 30 days will signal withdrawal from the WWB Board of Directors.

4. Continued individual affiliate membership is by renewal of the fees set by the board of directors and submission of current contact information.

D. Benefits of membership and affiliation

1. It is the hope and intent that as the WWB grows, it will be able to provide support (through marketing, communications, coaching, network contacts and other means) for its members and affiliates and for WWB-endorsed freestyle and Greco-Roman wrestling events. All organizational and individual members and affiliates would be entitled to apply for such benefits. Such WWB activities and benefits will be guided by these bylaws, with implementations and revisions as the plain majority of the WWB Board deems appropriate.

2. WWB shall endeavor to produce an electronically transmitted newsletter to be delivered on a regular basis throughout the calendar year to all individuals, organizations, and any individual within the member or affiliate organizations who request the newsletter.

3. All WWB endorsed events will make reasonable efforts to accommodate fellow WWB organizations and individuals in their clinics and tournaments, including, when feasible, such things as hosted housing.

4. WWB shall endeavor to maintain an internet web site that will list results of events and contact and calendar information for clubs.

5. WWB shall establish and maintain a full member and affiliate list that it will distribute to all members and affiliates annually.

6. WWB shall endeavor to establish and maintain an email contact list to which all members and affiliates and all individuals from member and affiliate organizations will be able send and receive messages for the purpose of finding training, coaching and sparring opportunities.

7. WWB and its member and affiliate organizations will endeavor to establish an international scholarship fund for the purpose of assisting wrestlers who wish to compete in the quadrennial Gay Games but would otherwise lack the necessary resources.

8. WWB and its member and affiliate organizations may endeavor to establish scholarship funds for the purpose of assisting wrestlers who wish to compete in other wrestling tournaments not in perceived competition with the quadrennial Gay Games but who would otherwise lack the necessary resources.

Section 3: Transaction of Official Business

A QUORUM is identified as a two-thirds (2/3) majority of the current WWB members, and a MAJORITY of the QUORUM is required to conduct all valid WWB business other than membership application approval. That MAJORITY of the QUORUM can be attained through telephone conference calls, email or other recognized reasonable means, and it specifically need **NOT** require the physical presence of any WWB Director to be in any one place at one time. Any individual or organizational board member that has not paid its annual dues may NOT vote. Unless otherwise specified in these by-laws (as in Article III, Section 1 and Article IV, Section 2.B), a MAJORITY is a simple majority.

Section 4: Powers

All powers listed below (subject to limitations of these Articles or provisions of the law) shall be exercised by the WWB Board of Directors:

1. to appoint and remove all officers, and prescribe their duties.
2. to create or eliminate officer positions other than Chair and Treasurer.
3. to make rules for the guidance of WWB not inconsistent with local law or these by-laws.
4. to delegate the daily operations of WWB to its officers with ultimate direction vested in the WWB Board of Directors.
5. to change the principal place of operation, meetings, and checking account of WWB.
6. to amend the WWB By-Laws.

Section 5: Records:

The WWB Board of Directors shall cause to be kept open a book of minutes and financial records after adequate and reasonable demand has been given to inspect such documents. All WWB Directors are entitled to inspect said minutes and records.

Section 6: Meetings

The WWB meeting shall hold a required annual meeting once a year between Sept. 1 and Oct. 15 to review reports, elect officers and conduct any business matters at hand. These meetings will be held at the convenience of the WWB Board of Directors in any fashion they see fit. Other meetings may be conducted via electronic communications or person-to-person as the Board of Directors deem appropriate for the purposes of conducting matters as described in Article IV, Section 2, of these bylaws, with reasonable and proper advance notification made to each Board member to enable compliance with the meeting request.

Section 7: Term of Officers

The WWB officers shall be selected from members of WWB at the required annual meeting of the WWB Board of Directors and they shall serve until the end of the next required annual meeting. The WWB Board of Directors authorizes these elected officers to fill any vacancies that occur between meetings, subject to the ratification of the WWB Board of Directors.

ARTICLE V: Job Descriptions

Section 1: Job Description of Officers

The responsibilities of WWB Officers are described in this section. An individual may hold more than one office.

Chair:

- a. to coordinate and facilitate the meetings of WWB in an orderly fashion.
- b. keep the WWB Board of Directors informed of business.
- c. serve as official representative to all outside organizations.
- d. approve expenditures to fulfill WWB functions.

Treasurer:

- a. serve as the Corporate Chief Financial Officer of WWB and maintain its financial records.
 - b. have charge and custody of, and be responsible for, all funds and securities of WWB and deposit all such funds in the WWB account.
 - c. receive, and give receipt for, monies due and payable to WWB.
 - d. disburse funds as directed by the WWB Board of Directors.
 - e. maintain adequate and correct records of WWB's properties and transactions.
 - f. prepare the financial statements to be included in any required reports and the necessary government filings to maintain WWB's nonprofit organization status;
 - g. manage WWB accounts;
 - h. other duties incident to the office of Treasurer as may be assigned by the WWB Board of Directors.
- a. sign checks and writing letters.
 - d. summarizing meetings into minutes.
 - e. with express power, enforce contract rights on behalf of WWB.
 - f. present proposals to amend bylaws to the WWB; and to incorporate and approved amendments into the bylaws.

Representative(s) to the FGG:

- a. represent and vote the views, opinions and concerns of WWB as delegate members of the FGG, and report back to WWB along with the Chair.

Sports Officer:

- a. serve as WWB's chief liaison and consultant with outside sports organizations such as the Gay Games and FILA.
- b. serve as a sports networking resource for WWB members.

ARTICLE VI: Amendments/Policy

Section 1: Amendments

These by-laws, or any particular article or sub-section of these by-laws may be amended or repealed or new Articles and sub-Sections adopted by a simple majority of a quorum of the WWB Board of Directors, at any meeting.

ARTICLE VII: Dissolution

Section 1: Authority

WWB may be dissolved by a 2/3 majority vote of the full Board of Directors.

Section 2: Disposition of Assets

In the event of the dissolution of WWB all properties and possessions of WWB are to be sold, and all proceeds are to be used to pay any and all outstanding debts of WWB; any remaining balance and any remaining assets are to be disbursed to charitable organizations per direction of the WWB officers.

ARTICLE VIII: Ratification

Section 1: Acceptance

Upon ratification of these by-laws by the current WWB Board of Directors, they and the appended document “WWB Membership Dues” go into immediate effect.

Any organization with current WWB membership status at the time of ratification of these by-laws may declare either Board Organization Member or Affiliate Organization Member status, which will become automatically accepted upon receipt of the declaration and the dues outlined in “WWB Membership Dues” by September 30, 2006.

Any individual who is a member of any organization with current WWB membership status at the time of ratification of these by-laws may declare for Individual Board Member status by September 30, 2006. Such application may be approved by the WWB Board Member as outlined in Article IV, Section 2.B.4 of these bylaws and will become effective with receipt of membership dues within 10 business days of approval.

Any other organizations or individuals may file for membership status as outlined in approved WWB Board Members, which will become automatically accepted upon receipt of the declaration and the dues outlined in Article Section 2.B of these by-laws.

Upon ratification of these by-laws, the newly constituted WWB Board of Directors will hold its election of office by October 14, 2006, with all offices to go into immediate effect.

Attached:

Appendix A: WWB Membership Dues