

Summary of Proposed Bylaw Changes for TEXAS USA WRESTLING, INC.

ARTICLE ONE - NAME AND OFFICES

No changes except name and address of current agent.

ARTICLE TWO - PURPOSE AND ACTIVITIES

No changes.

ARTICLE THREE - MEMBERSHIP

1. Membership, voting, and proxy rules essentially unchanged.
2. Slight change to the definition of a quorum.
3. Meetings – moved the annual meeting requirements to this article. Instead of having 3 separate meetings in consecutive months, there are now 2 meetings – one in mid-March and one in mid-August. This eliminates the summer meeting that conflicted with Nationals in Fargo and the September meeting that conflicted with high school and college football (blasphemy!). The March meeting falls right in between the folkstyle and FS/GR seasons so it should be very timely for everyone.

Also, specific provisions were added for meeting notification requirements and calling special meetings. This will insure that members always have at least 15 days to make travel plans to attend critical meetings and that the agenda for meetings is posted.

4. Member Discipline/Sanctioning – this was separated and moved to Article VII.

ARTICLE FOUR - GOVERING BODY

This article is where the bulk of the changes are!

It is critical to note that the change in structure of the Board of Directors **DOES NOT** change anything about the distribution of money or the operation of the Youth folkstyle season!!! The Youth folkstyle Rules and Regulations are still in place. Distribution of money is not addressed anywhere in the current or these proposed bylaws. In the current bylaws, that authority rests with the Executive

Board. In the proposed bylaws it rests with the Board of Directors that includes all of the Region Directors.

1. Previously there were 3 separate boards – Executive, Youth Folkstyle, and FS/GR. Yes, there are reasons for this and times when it make sense. However, there are 3 major problems the new bylaws solve:
 - a. In this current structure, the Youth and FS/GR boards run the corresponding seasons, but they have NO power beyond that. The Executive Board, mainly the State Chairman, controls everything else about the organization. When the Executive Board “meets” to make decisions, only the members of that board are notified and involved. That means that virtually all decisions about the organization can be made without ever even notifying the Regions.
 - b. The boards don’t work together. Youth basically ends after the Youth State Tournament and FS/GR starts a month after that. There is very little continuity and very little out-of-season thought from either group.
 - c. Too much responsibility falls on too few people. There is just too much for the small group on the Executive Board to do. As a result, there is very little progress made on moving the organization beyond where it has been for years.

The structure in the new bylaws addresses these by combining the boards into a single large Board of Directors that includes the Region Directors. On the specific items above, this means:

- a. The Board of Directors cannot meet and take actions critical to all of the State without notifying and including all Region Directors. The quorum for all actions is also increased meaning there has to be significant agreement to take actions.
 - b. There is a consistent Board for WRESTLING – all styles year round. There should not be a communication issue between 3 different boards because it is the same group. The roles and the amount of work at different times of the year may change, but everyone is included in the process at all times.
 - c. There is a much larger Board to share the load. It is far easier to share the load as 1 of 13 than it is as 1 of 5 or 6. The new structure all formalizes “committees” where liaisons from each region work with and support each State Director position. This involves more people in smaller roles. It is easier to find people willing to play a small role as part of a big team than it is to find a person willing to take on the whole task. Also, involving more people spreads the knowledge/experience to develop the future State Directors.
2. The “closed” system of eligible Board members and convoluted replacement clauses are replaced with an OPEN election process. The current system perpetuates a “good-old boy” network with virtually no accountability. It is

extremely difficult for someone new to get involved at almost any level of the organization. The current bylaws only allow EXISTING Board members or Officers to run for office!! Yes, there are advantages to the current system and it may have been necessary in the past when the organization was developing. However, at this point in our organization it can become a significant obstacle to growth. Consider a few examples:

- a. A region has a strong Region Director who does a great job in that region but has no interest in moving into one of the Executive Board positions. In that case, other extremely capable volunteers in that region are effectively blocked from all positions in the organization! At most, one other person in the region could be the FS/GR Region Director and eventually be eligible to run for office.
 - b. An extremely knowledgeable and experienced USA Wrestling veteran moves to TX and wants to contribute to the organization. That person would first have to wait until a region director position was up for election in his region (could be 2 years). Then he would have to wait until the next Board position election (at least another year).
 - c. The current situation where an Executive Board member also holds both Region Director positions and a previous situation where a Region Director did not give up his position when elected to the Board. In both of these cases others in the region are blocked from taking positions in the organization.
3. **HOLDING MULTIPLE BOARD POSITIONS IS NOW EXPLICITLY PROHIBITED.** This had been the previous interpretation of the vacancy/replacement clauses in the current bylaws, but in the last 3 years the Executive Board has ignored or interpreted the bylaws differently.
 4. The process for removing Board members is now clearly stated. Our current bylaws have no process at all (good-old boy closed system).
 5. The duties of the Board positions remain largely the same.

ARTICLE FIVE - STANDING DIRECTORS AND OFFICIALS

These positions are largely elevated to Board of Director positions – either elected voting positions or as appointed advisory positions. Again, the objective is to get more involvement/participation as part of a single effort.

ARTICLE SIX - CONTRACTS, DEPOSITS, FUNDS AND REVENUE

This article will remain largely the same. Specific language authorizing the regions to enter into contracts and have accounts necessary to run their region has or will be added.

ARTICLE SEVEN - ANNUAL CONVENTIONS

This article was combined into article 3. See the notes there for changes.