

**Mukwonago Wrestling Club, Inc.**  
**BY - LAWS**  
**NONSTOCK**  
**ARTICLES OF INCORPORATION**

Executed by the undersigned for the purpose of forming a Wisconsin corporation under Chapter 181 of the Wisconsin Statutes, without stock and not for profit.

**Article 1.**

The name of the corporation is Mukwonago Wrestling Club, Inc.

**Article 2.**

The period of existence shall be until the services of the club are no longer needed in the Mukwonago area or into perpetuity.

**Article 3.**

The purpose shall be to engage in any lawful activities authorized by Chapter 181 of the Wisconsin Statutes. Purpose: To support and promote wrestling in the Mukwonago area. The corporation is organized exclusively for educational, religious, or scientific purposes within the meaning of Section 501 (C) (3) of the internal revenue code.

**Article 4.**

The principal office is located in Waukesha County, Wisconsin. The address of the principal office is:

927 Kims Lane  
Mukwonago, WI 53149.

**Article 5.**

The name of initial registered agent is Gail A. Stockton-Madden.

**Article 6.**

The address of the initial registered agent is:  
2005 Madera #5  
Waukesha, WI 53186.

**Article 7.**

These articles may be amended in the manner authorized by law at the time of amendment.

**Article 8.**

The number of directors shall be fixed by the by-law, but shall be not less than three.

**Article 9.**

The names and addresses of the initial board of directors are:

Robert Guiler  
927 Kims Lane  
Mukwonago, WI 53149

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Gail Stockton-Madden  
2005 Madera #5  
Waukesha, WI 53186

Daniel Madden  
2005 Madera #5  
Waukesha, WI 53186

**Article 10.**

Membership Provisions will be set forth in the by-laws.

**Article 11.**

Dissolution Clause: Upon the dissolution of the corporation, the board of trustees shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (C) (3) of the internal revenue code of 1986 (or the corresponding provision of any future United States internal revenue law, as the board of trustees shall determine. Any such assets not so disposed of shall be disposed of by the court of common pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**Article 12.**

The name and address of incorporator (or incorporators) are:

Gail Stockton-Madden  
2005 Madera #5  
Waukesha, WI 53186

Executed in duplicate on the 25th day of April, 1990.

**Article I – Corporation**

**Section 1** The Corporation shall be without stock and non-profit.

**Section 2** The Corporation shall have no seal.

**Article II – Membership**

**Section 1** **Members of the Corporation** - The membership shall not be limited in number. There shall be individual memberships and associated memberships. Associate memberships are business-related memberships.

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- Section 2 Dues and Fees** - Individual membership dues will be set at the annual meeting for the following fiscal year. Fees and classes of associate membership shall be set by the Board of Directors.
- Section 3 Voting Rights** - Each paid member in good standing shall be entitled to vote. All new members in good standing are eligible to vote 30 days and / or 1 meeting.
- Section 4 Meetings** - There shall be a Board meeting each month from October to April at a place and time to be determined by the Board of Directors. Board members shall be notified at least seven (7) days prior to any special meetings, unless notice waived by the board.
- Section 5 Annual Meeting** - The annual meeting of the Corporation is to be held in November. Directors for vacant directorships shall be elected at the meeting. New directors shall assume their duties at the December meeting.
- Section 6** All employees of the Mukwonago Wrestling program will be notified of any Board of Directors meeting and invited to attend.

### Article III - Officers and Directors

- Section 1** The Directors shall govern and administer the affairs of the Corporation as stipulated in Article VI hereof.
- Section 2** The Officers of this Corporation shall be a President, Vice President, Secretary, and Treasurer, all of whom shall be members of the Board of Directors. There shall also be a minimum of five other Directors who, with the officers, shall constitute the Board of Directors. No Director of this Corporation shall be an employee of the Mukwonago Wrestling Program.
- Section 3** The President shall preside at all meetings of the Corporation and of the Board of Directors. He shall see that all provisions of the By-Laws and rules and regulations of the Corporation are enforced. He shall be an ex-officio member of all committees. The President shall be advised of all committee meetings.

### Article III - Officers and Directors (continued)

- Section 4** The Vice-President shall assist the President and perform such duties as may be assigned to him by the President and in case of the latter's absence or inability to act, the Vice President shall perform the President's duties.
- Section 5** The Treasurer shall keep all books and monies of the Corporation and shall furnish the Corporation with a monthly report of the financial standing of the Corporation. The Treasurer's books shall be available for inspection by any member during regular scheduled meeting hours.

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- Section 6** The Secretary shall record the proceedings of all meetings and attend to all general correspondence of the Corporation. The Secretary shall have records of all correspondence.
- Section 7** The election and removal of Officers and Directors shall be as provided in Article IV hereof.

### **Article IV - Election of Officers and Directors**

- Section 1** The terms of the Directors shall be two-years terms. The first term to one year for four Directors to balance the rotation.
- Section 2** **Election of Directors** - Nominations for Officers shall be made by the general membership. Election of Officers shall be by written ballot with vacancies being filled according to the highest order of the number of votes received for each nominee until the vacancies are filled.
- Section 3** Election of Officers - Nominations for Officers shall be made by the general membership. Election of Officers shall be by written ballot with the nominee with the highest votes receiving the office. A husband & wife cannot hold different officer positions simultaneously.
- Section 4** President has option to retain directions chair for one year following year served.
- Section 5** **Removal of Officers or Directors** - Members of the Board of Directors who miss more than four Board meetings in one year, or who miss more than two Board meetings in succession without a legitimate reason shall, upon a two-thirds vote of the Directors, forfeit membership on the Board of Directors.

### **Article V - Government**

- Section 1** The Board of Directors shall be the governing body of this Corporation and shall have general charge of all affairs, funds, and properties of the Corporation and to this end exercise all the powers of the Corporation necessary and incidental to such general authority.
- Section 2** The Board of Directors shall consist of nine members: the President, Vice-President, Secretary, Treasure, and of five other Directors.
- Section 3** The election of Directors shall be as provided in Article V hereof.
- Section 4** **Vacancies** - If a vacancy should occur during a term, the Board shall appoint a Director to finish the term, subject to general membership approval.
- Section 5** President non-voting unless needed for tiebreaker.

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**Article VI - Quorum**

All questions, disputes, or controversies of whatever character shall be brought up by the Board members at the next scheduled Board meeting. The request must state in detail the nature of the item so that it can be put on the agenda. The person filing the request may attend the Board meeting to substantiate the facts concerning it, if he so wishes. All actions and decisions concerning formal complaints will be answered in a written form if so desired. Any complaints not limited to a specific issue or not signed will not be considered by the Board.

**Article VII - Funds**

**Section 1** Funds are to be raised through any suggestions that the Board of Directors approves as needed for the running of the Corporation. Suggestions may be submitted to the Board for consideration by either the general membership or members of the Board.

**Section 2** Funds shall be used only for wrestling programs.  
The following requires majority board approval:

- The Financial Budget Plan for the wrestling season.
- **Any expenditure** that exceeds the budgeted amount by more than \$100.
- Any new unbudgeted expenditure in excess of \$250.

The following requires two officers and one board member approval:

- **Any expenditure** exceeds the budgeted amount by less than \$100.
- Any unbudgeted expenditure less than \$250.

**Section 3** Funds raised at any activity shall be counted by one Board member and one active member.

**Section 4** No part of the funds of the Corporation shall insure to the benefit of any members or officers of the Corporation. No private individual shall be entitled to share in the distribution of any of the Corporation assets on dissolution of this Corporation. Any assets would become the property of the Mukwonago Indians Wrestling Program.

**Article VIII - Financial Requirements**

**Section 1** The fiscal year shall be from May 1 to April 30.

**Section 2** A monthly treasurer's report shall be submitted at each regular monthly meeting.

**Section 3** The annual financial statements shall be presented at the annual meeting.

**Section 4** All funds of the Corporation not otherwise employed shall be deposited on a timely basis to the Corporation's bank account. The Corporation's Bank account

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must be held in a local Mukwonago Bank.

**Section 5** The President, Vice-President, Secretary, and Treasurer shall be authorized to sign checks.

**Section 6** No loans shall be contracted on behalf of the Corporation.

### **Article IX - Audit of Books**

The books of the Treasurer of the Corporation shall be audited prior appoint such committees as may be necessary for carrying out the business of the Corporation.

### **Article X - Committees**

The President, with the advice and consent of the Board of Directors, shall appoint such committees as may be necessary for carrying out the business of the Corporation.

### **Article XI - Alcoholic Beverages**

There shall be no alcoholic beverages served at any regular scheduled business meetings.

### **Article XII - Revision**

These By-Laws may be amended by two-thirds (2/3) written vote of all members voting at the annual election, or at any special ballot as stipulated by the Board of Directors who shall give two weeks written notice thereof.