

EIN: 26-2933000

Official ByLaws of the Team Kratos Wrestling Club

Adopted July 20th, 2008

Article 1 – Name

The name of this organization shall be Team Kratos Wrestling Club (the "Association"), located in the city of Hudson, in the county of Summit, in the state of Ohio.

Article 2 - Purpose

Section 1 – Team Kratos Wrestling Club is organized exclusively for charitable and educational purposes in accord with with §501(c)(3) of the Internal Revenue Code.

Section 2 – This Association will support and develop amateur athletes who are interested in the sport of amateur wrestling at the local, regional, and national level of competition.

.Article 3 – Membership

Section 1 – Membership is open to anyone living within or near the community of Hudson, Ohio who has an interest in supporting the development of athletes engaged in the sport of amateur wrestling.

Article 4 – Board of Directors

Section 1. Powers - The business and affairs of the Association shall be managed by the Board of Directors (the "Board").

Section 2. Number, Tenure, and Qualifications - The Board shall consist of five persons (the "Directors"). Directors term of office is two years. Directors shall hold office until his or her successor has been elected, or until his or her death, resignation or removal. At each Annual Meeting, the successors to the directors whose terms shall expire at such meeting shall be elected by members of the Association. Directors must be at least 21 years of age. All Board members are volunteers and will not be monetarily compensated for their involvement.

Section 3. Resignations: Any Director may resign at any time by giving written notice to the Board, the President, or the Secretary of the Association. Such resignation shall take effect when the notice is delivered unless the notice specifies a future date.

Section 4. Annual Meetings – An Annual Meeting of the Board shall be held without other notice than these bylaws. This meeting shall be held at 96 Library Street, Hudson, Ohio (the "Principal Location")

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Section 5. Special Meetings - Special meetings of the Board may be called by or at the request of the president or any two directors, and shall be held at the Principal Location of the Association or at such other place as the directors may determine.

Section 6. Notice - Notice of any special meeting shall be given at least two (2) days, but not more than thirty (30) days, before the time fixed for the meeting, by written notice delivered personally or electronically mailed to each Director at his home address, or by email except that no special meeting may remove a Director unless written or electronically mailed notice of the proposed removal is delivered to all Directors at least twenty (20) days prior to such meeting.

Section 7 - Quorum: A majority of the number of Directors then in office shall constitute a quorum for the transaction of business.

Section 8. Manner of Acting - The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or the bylaws of the Association.

Section 9. Informal Action - Any action consented to in writing by each and every Director shall be as valid as if adopted by the Board at a duly warned and held meeting of the Board, provided such written consent is inserted in the minute book.

Section 10 - Participation at Meetings by Conference Telephone: Directors may participate in and act at any meeting of the Board through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 11 - . Removal: One or more of the directors may be removed, with or without cause, by the affirmative vote of a majority of the directors then in office present and voting at a meeting of the Board at which a quorum is present. If the vote is to take place at a special meeting, written or electronically mailed notice of the proposed removal shall be delivered to all directors no less than twenty (20) days prior to such meeting.

Section 12. Vacancies - Any vacancy occurring in the Board, or any directorship to be filled by reason of an increase in the number of Directors, may be filled by the affirmative vote of a majority of the remaining directors even if the number on the Board is less than a quorum. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

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Section 13. Fees - The Board shall establish membership fee and other fees as needed to be assessed from the participants in the club.

Article 5 – Board Positions

Section 1. Board Positions – The Board will compose of five positions. These positions shall be a President, Secretary, Treasurer, Director of Membership & Marketing, Director of Scholastic Relations. No board member may serve in more than one position.

Section 2. Responsibilities of Board Positions – The responsibilities of each board position are described but not limited to the following:

Section 2.1. The President - The President shall be the principal executive officer of the Association and, subject to the direction and control of the Board, shall have general and active management of the affairs of the Association. The President shall see that all orders, resolutions and directives of the Board are carried into effect, except in those instances in which that responsibility is assigned to some other person by the Board. The President shall have general superintendence of the other Board members and shall see that their duties are properly performed, except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Association.

Section 2.2. The Secretary: The Secretary shall (i) act as secretary of the Board, (ii) give all notices in accordance with the provisions of these, (iii) supervise the custody of all records and reports and shall be responsible for the keeping and reporting of adequate records of all meetings of the Board, and (iv) perform such other duties as may be assigned from time to time by the Board. The Secretary shall assist the President in the performance of his duties. In the absence of the President, the Secretary shall perform the duties of the President.

Section 2.3. The Treasurer: The Treasurer shall keep full and correct account of receipts and disbursements in the books belonging to the Association, and shall deposit all moneys and other valuable effects in the name and to the credit of the Association, in such banks of deposit as may be designated by the Board. The Treasurer shall dispose of funds of the Association as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the president and the Board, whenever they may require it, an account of all of his or her transactions as treasurer and of the financial condition of the Association. The Treasurer shall also perform such other duties as may be assigned from time to time by the Board.

Section 2.4: Director of Membership & Marketing – The Director of Membership & Marketing shall be responsible for recruiting and processing application for membership in the Association, and maintaining a list of of active members in the Association. . The Director of Membership & Marketing will provide the Treasurer a list of members and membership dues collected from members each

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term. The Director of Membership and Marketing is also responsible for development of a marketing plan for review by the Board. Upon approval of the marketing plan, the Director of Membership and Marketing is responsible for the execution of the approved marketing plan. The Director of Membership and Marketing shall also perform such other duties as may be assigned from time to time by the Board.

Section 2.5: Director of Scholastic Relations – The Director of Scholastic Relations is responsible for coordination of all activities that require interaction or support from Hudson City Schools. The Director of Scholastic Relations shall also perform such other duties as may be assigned from time to time by the Board.

Article 6. - Meetings

Section 1 - The Association's board of directors shall meet quarterly or as necessary to effectively conduct the orderly business of the club.

Section 2 - All general meetings and discussions of the Board shall be open to any member of the Association. In the case of discipline matters, the Board shall have the option of meeting in private "executive session".

Section 3 - The members of the Board shall be the voting members of the Association. The Board, on it's own, or by proposal from the floor, may vote either to poll all present on a specific issue before casting their votes on an issue, or may vote to accept the results of a majority vote by all present.

Section 4 - All meetings shall be run in an orderly manner. No member may have the floor for discussion unless recognized by the president or presiding person.

Section 5 - Minutes of all meetings shall be recorded and made available in writing at the next official meeting. Copies of all meeting minutes are to be maintained for future reference.

Article 7 - Quorum

Section 1 - A quorum shall consist of at least a minimum of a simple majority (3) of the members of the Board in order to conduct ordinary business. Approval by at least 2/3 of all present at a general meeting is necessary to amend, add, or replace any articles in these bylaws.

Article 8 - Elections

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Section 1 - Elections for new Directors will be held at an Annual Meeting held each year by a simple majority of those present, which includes all current Directors and Association members. In the case of more than one candidate for a position, election will be determined by verbal communication.

Section 2 - A nominating committee, appointed by the President, shall meet prior to the election meeting to prepare a slate of candidates for office. Nominations will also be taken from the floor by any members present. All nominees must be present for nominations, and must agree to serve.

Article 9 – Finances

Section 1 - Revenue - All revenue of the Association shall be deposited within 15 days of receipt in such banks or other depositories as the board may direct.

Section 2 - Expenses –. Only Board Directors may authorize procurement of material or services necessary to conduct the duties of the Association. Notification of invoices or reimbursement of expenses must be communicated to the Treasurer within 5 days of the expense date. The Treasurer is responsible for payment of expenses. .

Section 3 - Loans - No loans may be contracted on behalf of the Association, and no evidence of indebtedness shall be issued in it's name unless authorized by a resolution of the board of officers. Such authority may be general or confined to specific instances.

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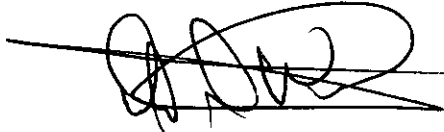
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Section 4 – Annual Budget: The Treasurer will prepare an annual budget for Board review and approval. No expenses will be authorized unless these expenses have been authorized as part of the approved Annual Budget.

Section 5 - Financial Audit - The Board shall appoint a qualified member or agent to conduct an annual audit of the income and expenses of the organization.

These bylaws approved on the 20th day of July, 2008.

Signed by:



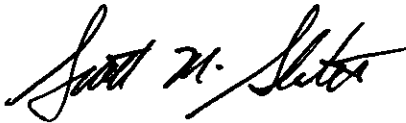
President

Doug Williams

Secretary

Allen H. Motter ALLEN H. Motter
OH BAR # 0061091

Treasurer



Director of Membership & Marketing



Director of Scholastic Relations



JOE CANIGLIA