

BYLAWS OF THE WRESTLING FANS INTERNATIONAL ASSOCIATION

ARTICLE I

Name

The name of this association shall be Wrestling Fans International Association.

ARTICLE II

Object

Section 1. General Object. This association is organized exclusively to promote, grow, and support professional wrestling throughout the world.

ARTICLE III

Members

Section 1. Classification. There is only one classification of members for the association.

Section 2. Eligibility. Any wrestling fan is eligible for membership in this association. Membership is obtained through registration and annual payment of dues.

ARTICLE IV

Dues and Finances

Section 1. Dues. Annual membership dues shall be \$50 per calendar year. The Board of Directors may amend the dues amount at any regular meeting with a majority vote of the Board, provided a written notice of the proposed change is sent to all members 30 days prior to the change.

Section 2. No Personal Inurement. No part of the net earnings of the association shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II.

Section 3. Membership Incentives. The Board of Directors may, from time to time, allocate a portion of the annual membership dues fund incentive programs designed to attract new members. Such incentives may include, but are not limited to, reduced membership fees, prizes, promoter incentives, or exclusive benefits for new members, (i.e; wrestler photographs, discounts on merchandise, convention privileges, etc.). All incentive programs shall be approved by a majority vote of the Board of Directors and shall be subject to budgetary constraints and guidelines established by the Board of Directors.

ARTICLE V **Officers**

Section 1. Officers. The officers of this association shall be an Executive Director, an Assistant Executive Director, and five Board Members. Together, they will comprise the Board of Directors.

Section 2. Term of Office. Officers shall assume their duties at the close of the meeting at which they are elected. Officers shall serve for a term of one year or until their successors are elected.

Section 3. Vacancy in Office. A vacancy in any office shall be filled by a recommendation and vote by the Board of Directors.

Section 4. Duties. Officers shall perform the duties provided in this section and such other duties as are prescribed for the office in these bylaws.

A. The Executive Director shall:

1. Preside at all meetings of the association and the Board of Directors;
2. Appoint chairs of committees;
3. Hold chief responsibility and accountability of association funds;
4. Be custodian of all association documents, bylaws, and rules;
5. Perform such other duties as may be assigned by the association.

B. The Assistant Executive Director shall:

1. Perform the presiding duties of the Executive Director in the absence of or at the request of the Executive Director.
2. Fill the unexpired term if a vacancy occurs in the office of Executive Director;
3. Assist Executive Director in responsibility and accountability of association funds;
4. Assist Executive Director in custodian duties of association

documents, bylaws, and rules;

5. Perform such other duties as may be assigned by the association or the Executive Director.

C. The Board Member shall:

1. Chair appointed committees;
 - a. Membership Committee,
 - b. Convention Committee,
 - c. Benevolence and Assistance Committee,
2. Conduct audits of association finances and records;
3. Perform such other duties as may be assigned by the association or the Executive Director.

Section 5. Nominations. The general membership of the association shall:

A. Nominate candidates for the Board of Directors between March 1 and March 31.

1. The candidate's name and position sought should be sent to the Assistant Executive Director.

Section 6. Elections.

- A. The Assistant Executive Director shall issue out a ballot to all membership via email on April 6 of each year;**
- B. The Board of Directors will review all collected ballots from the Assistant Executive Director on April 13;**
- C. The results of the election will be sent out to all membership via email no later than April 20;**
- D. The newly elected Board of Directors shall take office on May 1.**

ARTICLE VI

Meetings

Section 1. Monthly. Monthly meetings of the Board of Directors shall be held at a time and place or electronically as determined by the Board of Directors.

Section 2. Annual. The annual membership meeting shall be held at a time and place or electronically as determined by the Board of Directors.

Section 3. Special Meetings of the Board of Directors. Special meetings can be called by the Executive Director for the occasion of:

- A. Proposed membership rule changes;
- B. Proposed changes to the bylaws.

Section 4. Special Meetings of the Membership. Special meetings can be called by the Executive Director for the occasion of:

- A. Voting for membership rule changes (two-thirds vote required);
- B. Voting for amendments to the bylaws (two-thirds vote required.)

ARTICLE VII **Committees**

Section 1. Standing Committees. The standing committees of the association shall be:

- A. Membership Committee to increase and retain membership;
- B. Convention Committee to plan and coordinate the annual convention;
- C. Benevolence and Assistance Committee to assist wrestling fans and wrestlers in need.
- D. Bylaws, Rules & Guidelines Committee to oversee and ensure the governance of the organization in an accountable, responsible and transparent manner within the established framework of the mission and values.
- E. Communication Committee to manage the flow of internal/external communication designed to inform, engage and support the organization, members, followers and brand while building awareness and image.
- F. Finance Committee to responsibly manage the funds of the organization transparently while ensuring alignment with organizational goals.

Section 2. Composition. Chairs and members of all standing committees shall be appointed by the Executive Director or his designee.

ARTICLE VIII **Dissolution**

Section 1. Upon the dissolution of the association, assets shall be distributed to one or more 501 (c) (3) charities.

Section 2. Upon dissolution, any owners of trademarks used by the association shall retain their right to the mark.

ARTICLE VIX

Amendment

Section 1. These bylaws may be amended at any annual meeting or special meeting of this association by a two-thirds vote, provided that the amendment has been submitted to the members at least thirty days prior to the meeting and in the call to the meeting.

Section 2. Any amendment to these bylaws shall be put into effect by the Board of Directors and reported to the membership in writing within thirty days following the adoption of such amendments.

These bylaws have been ratified by the Board of Directors of Wrestling Fans International Association on this day of May 21st, 2025.

Brian Ferguson, Executive Director

Christopher DeCarlo, Asst. Executive Director