

ATTACHMENT 6; BWA ByLaws

**BLACK
WRESTLING
ASSOCIATION LLC.**



**OPERATING AGREEMENT/BY-
LAWS**

(As Amended 10 July 2020)

ARTICLE I

OFFICES, PURPOSE, AND NON-DISCRIMINATION

Section 1. The initial registered office and initial registered agent, if any, of the company shall be as stated in the Certificate of Incorporation of the company (the "Articles"), or as amended in accordance with the law. The business address of the office of the company is 215 Van Zandt Rd. Skillman, New Jersey, 08540. The company may have such other offices, either within or without the State of New Jersey, as the Board of Directors may designate.

Section 2. The express purpose of the company is to promote black athletes in the sport of wrestling under section 501(c)(3) of the IRS code as a charitable organization.

Section 3. The Black Wrestling Association does not discriminate based on age, gender, race, or creed.

ARTICLE II

BOARD OF DIRECTORS

Section 1. General Powers. The corporate powers of the Corporation shall be exercised by or under the authority, and the business affairs of the Corporation and shall be managed under the direction of the Corporation's Board of Directors.

Section 2. Number, Tenure, and Qualifications. The number of directors comprising the initial Board of Directors shall be at least two (2), but no more than eighteen (18) unless and until changed by resolution of the Board adopted at any regular meeting by the vote of two-thirds of the then members of the Board, provided that the Board of Directors shall never consist of less than two (2) and that no decrease shall have the effect of shortening the term of any incumbent director. The initial Directors shall be organized into 3 classes. The first class (Class of 2021) shall serve a term of one (1) year. The second class (Class of 2022) shall serve a term of two (2) years. The third class (Class of 2023) shall serve a term of three (3) years. The initial terms will begin as of the date of the Board Resolution passing the Bylaws and shall continue through the end of 2021 and one (1) year, two (2) years, and three (3) years, respectively. Expiring on Dec. 31 of 2021, Dec. 31 of 2022, and Dec. 31 of 2023 respectively. Thereafter, as each class of directors terms expire, each new director shall serve a term of three (3) years corresponding to the new class. Example: On Dec. 31 of 2021 the terms of the class of 2021 will expire and three (3) directors will be elected to the new class of 2024 for three-year terms each to expire on Dec. 31st of 2024. A Director may serve for unlimited terms.

Section 3. Appointment. Board Members will be nominated by the Executive Committee (President, Treasurer, and Secretary of the Corporation in addition to two active Board Members). Board members will be elected by a simple majority of the standing Board of Directors.

Section 4. Removal. Any Director may be removed prior to the completion of his term with or without cause by a vote of two-thirds of the then members of the full Board.

Section 5. Meetings. A regular meeting of the Board of Directors shall be held on a yearly basis. Three additional Meetings shall be held such that the Board of Directors are meeting at least quarterly. The dates to be established by the Board of Directors and published to all members. Special meetings of the Board of Directors may be called by the President or by any two directors.

Section 6. Notice. Notice of any meeting shall be given at least one week prior thereto by written notice delivered personally or mailed to each Director, by electronic notification, or in person by phone, at such Director's business address or phone number (except that, if such Director does not have a business address/phone, then at his or her home address/phone), or by electronic address (e-mail). Notice shall be deemed delivered when received. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Any one or more Directors may participate in a meeting by means of conference telephone, video teleconference, or a similar communications method allowing all persons participating to hear each other at the same time, and such participation shall constitute presence in person at the meeting for all purposes of this Article II.

Section 7. Quorum. A majority of the number of Directors fixed as provided in Section 2 of this Article II shall constitute a quorum of the transaction of business at any meeting of the Board of Directors, but if less than a majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 8. Vote Requirement. No action shall be taken by the Board of Directors unless the same is authorized by the vote of a majority of the Directors present at a meeting at which a quorum is present.

Section 9. Vacancies. Vacancies and newly created directorships, resulting from any increase in the authorized number of Directors may be filled by a majority of the Directors then in office, although less than a quorum, or by a sole remaining Director.

Section 10. Committees. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in such resolution, shall have and exercise the powers of the Board of Directors in the management of the Corporation and may have power to authorize the seal of the Corporation to be affixed to all papers that may require it, except that no such committee shall have the authority of the Board of Directors with reference to amending, altering, or repealing these bylaws; electing, appointing, or removing any member of such committee or any director or officer of the Corporation, amending the Articles, restating the Articles, adopting a plan of merger, or adopting a plan for consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering,

or repealing any resolution of the Board of Directors that by its terms provides that it shall not be amended, altered, or repealed by such committee. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Such committee or committees shall have such name or names as may be determined from time to time by resolution or resolutions adopted by the Board of Directors.

In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not such member or members thereof constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. The designation of any such committee or committees and the delegation thereof of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon the Board of Directors or the members thereof by law.

Section 11. Informal Action. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if a written consent thereto is signed by all members of the Board of Directors or of such committee, as the case may be.

Section 12. Dissent of Director to Action of the Board. Any Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action unless such Director's dissent shall be entered in the minutes of the meeting or unless such Director shall file a dissent to such action with the Secretary of the meeting before its adjournment or shall forward such dissent to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right of dissent shall not apply to a Director who voted in favor of such action.

ARTICLE III

OFFICERS

Section 1. Number. The officers of the Corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and if deemed necessary by the Board, Executive Directors and such other officers and assistant officers as may be deemed necessary by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Treasurer.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors as established in Article II. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as it conveniently may be. Each officer shall hold office until such officer's successor shall have been duly elected or until the death, resignation, or removal (in the manner hereinafter provided) of such officer.

Section 3. Removal. Any officer or agent elected or appointed may be removed by the persons authorized to elect or appoint such officer whenever in their judgment the best interests of the Corporation will be served thereby.

Section 4. Vacancies. A vacancy in any office elected or appointed by the Board of Directors because of death, resignation, removal, or otherwise may be filled by the Board of Directors for the unexpired portion of the term. A vacancy in any other office for any reason shall be filled by the Board of Directors, or any committee or superior officer to whom authority in the premises may have been delegated by these by-laws or by resolution of the Board of Directors.

Section 5. President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all the business and affairs of the Corporation. The President shall, when present, preside at all meetings of the Board of Directors. The President may sign, with the Secretary or an Assistant Secretary, any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general the President shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time. If no Treasurer has been designated, the President shall also have the duties and powers of the Treasurer prescribed in Section 8.

Section 6. Vice Presidents. In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to such officer by the President or the Board of Directors.

Section 7. Secretary. The Secretary shall (a) keep the minutes of meetings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to such officer by the President or the Board of Directors.

Section 8. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected from time to time by the Board of Directors; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to such officer by the President or by the Board of Directors.

Section 9. Assistant Secretaries and Assistant Treasurers. The Assistant Secretaries and Assistant Treasurers shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.

Section 10. Executive Director. The Executive Director, if any, shall be responsible for conducting the day to day administration and business of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control the employees of the Corporation. The Executive Director may sign, with the President, a Secretary, or an Assistant Secretary, any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. In addition, the Executive Director shall perform such other duties as may be prescribed by the Board of Directors from time to time.

Section 11. Agents. The Board of Directors may designate such agents of the Corporation as the Board of Directors may deem necessary or advisable, including but not limited to the designation (subject to the approval of the Board of Directors) of an agent to receive, deposit, and otherwise handle funds of the Corporation.

ARTICLE IV

CONTRACTS, LOANS, CHECKS, DEPOSITS, INVESTMENTS, EXPENSES AND DISSOLUTION

Section 1. Contracts. The Board of Directors may authorize any officer or officers or agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be made by the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans shall be made by the Corporation to its directors or officers.

Section 3. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money and notices or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 5. Investments. The funds of the Corporation shall be invested in such investments as the Board of Directors, or any investment manager appointed by the Board of Directors may

from time to time select, giving due regard to balancing the need to preserve principal, produce income and capital gain, and achieve long-term growth for the Corporation assets.

Section 6. Expenses. The Board of Directors shall pay all expenses of the Corporation, including but not limited to custodian, investment management, and accounting fees and charges, first from income (if available), and if not, from the principal assets of the Corporation.

Section 7. Dissolution. Upon dissolution of the LLC all remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes.

ARTICLES V

FISCAL

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year, unless the Board of Directors shall provide to the contrary by resolution duly adopted at a regular meeting of the Board.

ARTICLE VI

ACCOUNTING RECORDS; ANNUAL REPORT

Section 1. Accounting Records. The Corporation shall maintain or cause to be maintained accounting records of the business and affairs of the Corporation.

Section 2. Annual Report. The Corporation shall furnish to the Board of Directors and to the donors of the Corporation within 60 days of the date that the 990-PF is filed a written report of the activities and the receipts and disbursements of funds of the Corporation during such tax year.

ARTICLE VII

DIVIDENDS

No dividends shall be paid and no part of the income or profits of the Corporation shall be distributed to its Directors or officers. The Corporation may pay compensation in a reasonable amount to its Directors, officers and other employees for services rendered.

ARTICLE VIII

SEAL

The Board of Directors shall provide a corporate seal, which shall be circular in form and have inscribed thereon the name of the Corporation, the state of incorporation and the words "Corporate Seal." If such a seal is not obtained, the words "Corporate Seal" following the signature of one or more officers on behalf of the Corporation shall constitute a proper affixing of the seal.

ARTICLE IX

WAIVER OF NOTICE

Whenever any notice is required to be given to any director of the Corporation under the provisions of these Bylaws, the Articles, or applicable provisions Delaware law, such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X

INDEMNIFICATION

In amplification and not in limitation of the provisions of applicable law:

(a) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed claim, action, suit, or proceedings, whether civil, criminal, administrative, or investigative, including appeals, by reason of the fact that such person is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses (other than taxes, penalties, or expenses of correction), including attorneys' fees and amounts paid in settlement, if such expenses are reasonably incurred by him in connection with such proceeding and he is successful in such defense, or such proceeding is terminated by settlement, and he has not acted willfully and without reasonable cause with respect to the act or failure to act that gave rise to the liability.

(b) Any indemnification under subsection (a) (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in subsection (a). Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to, or who have been wholly successful on the merits or otherwise with respect to, such claim, action, suit, or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

(c) The indemnification authorized by this Article 10 shall continue as to a person who has ceased to be a Director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE XI

AMENDMENT

The Board shall have power to make, alter, amend, and repeal the By-laws of the Corporation by the affirmative vote of a majority of the Board however, that notice of the proposed amendment

or amendments shall have been included in the meeting notice which is given to the members of the Board and, provided, further, that no such action shall be taken that would adversely affect the qualification of the Corporation as an organization that is exempt from Federal income taxation under Code section 501(a), or as an organization described in Code section 501(c)(3), contributions to which are deductible under Code sections 170(c)(2), 2055(a)(2) and 2522(a)(2).

ARTICLE XII

CONFLICT OF INTEREST POLICY

All Board Members are required to execute and deliver a Conflict of Interest Statement prior to serving as Board Members. The Statement will affirm that the Director has (a) received a copy of the Conflicts of Interest policy, contained herein; (b) has read and understands the Policy; (c) has agreed in writing to comply with the Policy; and, (d) Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish on or more of its tax-exempt purposes.

Initial Statement. The initial Conflict of Interest Statement is attached to these By-laws, although the Board by majority vote may amend such Statement from time to time.

Reviews. To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining;

(b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest:

(a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(b) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Violations of the Conflicts of interest Policy. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action. The following "Minutes" of the meeting shall record:

(a) The names of the person who discloses or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.