

**BYLAWS
OF
TEXAS STATE TAEKWONDO
ASSOCIATION**

Dated _____, 2014

© 2014 Texas State Taekwondo Association

TABLE OF CONTENTS

ARTICLE 1

NAME AND STATUS

Section 1.1 Name.....1
Section 1.2 Non-profit Status.....1

ARTICLE 2

OFFICES

Section 2.1 Business Offices.....1
Section 2.2 Registered Office.....1

ARTICLE 3

MISSION

Section 3.1 Mission.....2

ARTICLE 4

RECOGNITION AS STATE GOVERNING BODY

Section 4.1 Recognition as State Governing Body.....2

ARTICLE 5

MEMBERS

Section 5.1 Categories and Membership.....2
Section 5.2 Voting Members.....3
Section 5.3 Membership Requirements and Dues.....3
Section 5.4 Suspension and Termination of Membership.....3
Section 5.5 Transfer of Membership.....4

ARTICLE 6

OFFICERS

Section 6.1 Designation.....4
Section 6.2 Qualifications.....4
Section 6.3 Election/Selection.....4
Section 6.4 Tenure.....4

Section 6.5 Authority and Duties of Officers.....	4
Section 6.6 Term Limits.....	5
Section 6.7 Resignation, Removal and Vacancies.....	5
Section 6.8 Compensation.....	5
Section 6.9 Permanent Advisory Committee.....	6

ARTICLE 7

BOARD OF DIRECTORS

Section 7.1 General Powers.....	6
Section 7.2 Function of the Board.....	6
Section 7.3 Qualifications.....	6
Section 7.4 Number.....	6
Section 7.5 Election/Selection.....	6
Section 7.6 Independence.....	6
Section 7.7 Tenure.....	7
Section 7.8 Term Limits.....	7
Section 7.9 Director Attendance.....	7
Section 7.10 Resignation, Removal and Vacancies.....	7
Section 7.11 Annual Meeting.....	8
Section 7.12 Regular and Special Meetings.....	8
Section 7.13 Notice of Meetings.....	8
Section 7.14 Quorum.....	8
Section 7.15 Voting by Proxy.....	9
Section 7.16 Presumption of Assent.....	9
Section 7.17 Action without a Meeting.....	9
Section 7.18 Transacting Business by Mail, Electronic Mail, Telephone or Facsimile.....	9
Section 7.19 Agenda.....	9
Section 7.20 Questions of Order and Board Meeting Leadership.....	9
Section 7.21 Effectiveness of Actions.....	10
Section 7.22 Open and Executive Meeting Sessions.....	10
Section 7.23 Compensation.....	10

ARTICLE 8.

COMMITTEES

Section 8.1 Designation.....	10
Section 8.2 Qualifications.....	10
Section 8.3 Number.....	10
Section 8.4 Tenure.....	11
Section 8.5 Term Limits.....	11
Section 8.6 Committee Member Attendance.....	11
Section 8.7 Resignation, Removal and Vacancies.....	11

Section 8.8 Procedures.....	11
Section 8.9 Open and Executive Meeting Sessions.....	11
Section 8.10 Compensation.....	12

ARTICLE 9

ATHLETES' ADVISORY COUNCIL

Section 9.1 Designation.....	12
Section 9.2 Qualifications.....	12
Section 9.3 Election/Selection.....	12
Section 9.4 Tenure.....	13
Section 9.5 Term Limits.....	13
Section 9.6 Chair.....	13
Section 9.7 Board of Directors.....	13
Section 9.8 Procedures.....	13
Section 9.9 Open and Executive Meeting Sessions.....	13
Section 9.10 Compensation.....	14

ARTICLE 10

RECORDS OF THE CORPORATION

Section 10.1 Minutes.....	14
Section 10.2 Accounting Records.....	14
Section 10.3 Membership List.....	14
Section 10.4 Records in Written Form.....	14
Section 10.5 Website.....	14
Section 10.6 Records Maintained at Principal Office.....	14
Section 10.7 Inspection of Records by Members.....	14

ARTICLE 11

FIDUCIARY MATTERS

Section 11.1 Indemnification.....	15
Section 11.2 Discharge of Duties.....	15
Section 11.3 Conflicts of Interest.....	16
Section 11.4 Prohibited Loans.....	16

ARTICLE 12

FINANCIAL MATTERS

Section 12.1 Fiscal Year.....	16
Section 12.2 Budget.....	16

Section 12.3 Individual Liability.....16
 Section 12.4 Irrevocable Dedication and Dissolution.....16

ARTICLE 13

MISCELLANEOUS PROVISIONS

Section 13.1 Severability and Headings.....17
 Section 13.2 Saving Clause.....17

ARTICLE 14

AMENDMENTS OF BYLAWS

Section 14.1 Amendments.....17

**BYLAWS
 OF
 TEXAS STATE TAEKWONDO ASSOCIATION**

ARTICLE 1

NAME AND STATUS

Section 1.1. Name.

The name of the corporation is TEXAS STATE TAEKWONDO ASSOCIATION (referred to in these Bylaws as “TSTA”). TSTA may establish such abbreviations as may be appropriate for business use, and may establish logos, service marks or trademarks as may be appropriate to further its purposes, mission, recognition and goals.

Section 1.2. Non-Profit Status.

TSTA shall be a non-profit corporation incorporated and licensed pursuant to the laws of the State of Texas. TSTA shall be operated for charitable and educational purposes, and it shall also have as its purpose to foster local, state, national and international amateur sports competition in the sport of Taekwondo. TSTA shall operate consistent with and shall maintain a tax-exempt status in accordance with section 501(c)(3) of the Internal Revenue Code.

ARTICLE 2

OFFICES

Section 2.1. Business Offices.

The principal office of TSTA shall be in Texas. TSTA may at any time and from time to time change the location of its principal office within Texas. TSTA may have such other offices, within Texas, as the Board of Directors may designate or as the affairs of TSTA may require from time to time.

Section 2.2. Registered Office.

The registered office of TSTA shall be maintained in Texas. The registered office may be changed from time to time by the Board of Directors or by the officers of TSTA, or to the extent permitted by the laws of the State of Texas by the registered agent of TSTA. The registered office may be, but need not be, the same as the principal office.

ARTICLE 3

MISSION

Section 3.1. Mission.

The mission of TSTA shall be to enable Texas athletes to achieve sustained competitive excellence and to promote and grow the sport of Taekwondo in Texas.

ARTICLE 4

RECOGNITION AS STATE GOVERNING BODY

Section 4.1. Recognition as a State Governing Body.

TSTA shall seek and attempt to maintain recognition by USA Taekwondo, Inc. (referred to in these Bylaws as "USAT"), as the State Governing Body for the sport of Taekwondo in Texas. In furtherance of that purpose, TSTA shall comply with the requirements for recognition as a State Governing Body as set forth in the Bylaws of USAT.

ARTICLE 5

MEMBERS

Section 5.1. Categories of Membership.

TSTA shall have individual and organization membership categories as follows:

- a. Individual Membership Categories

1. Athlete members. Athlete members are those individuals who register as competitive athletes and are eligible for competition in Taekwondo in Texas.

2. Coach members. Coach members are those individuals who register as active coaches and who are certified as level one (1) through five (5) coaches by TSTA.

3. Referee members. Referee members are those individuals who register as active referees and who are certified as referees by TSTA.

4. Supporting members. Supporting members are those individuals who register as supporting members and who are interested in the purpose, programs, aims and objectives of TSTA.

b. Organization Membership Categories

1. Club members. Club members are those Taekwondo clubs that register as clubs and which agree to conduct their programs in accordance with and agree to be bound by the rules and regulations of TSTA.

2. Organization members. Organization members are those amateur sports organizations that register as affiliated organizations and which conduct a program or regular national amateur athletic competition in the sport of Taekwondo on a level of proficiency appropriate for the selection of amateur athletes to represent Texas in national and international amateur athlete competition, and establishes that the nature, scope, quality, and strength of the programs and competitions in relation to all other Taekwondo programs and competitions in Texas.

Section 5.2. Voting Members.

Only Club members shall be entitled to vote in an election for officers of the corporation. No other voting privileges are conferred upon these members.

A Club member owner shall be a citizen, permanent resident or possess a valid visa of the United States, a resident of Texas and at least eighteen (18) years of age in order to be eligible to vote in an election. Club members shall have their principal place of business in Texas. Each club member shall vote by and through its registered club owner at the time of the election.

Each Club member shall have one (1) vote for each designated Club location at which the Club member has an existing Taekwondo business operating in the name of the Club member. On or before the date of the election, Club members, to be eligible to vote, shall submit the address of each Club location and written proof of a Taekwondo business existing in Texas and operating at each designated location in the name of the Club member. Written proof of an existing Taekwondo business at a specific location shall consist of any two (2) or more of the following documents evidencing the name of the owner, the address of the business and that the business is current and operating on the date of the election:

1. Certificate of occupancy.

2. Unexpired lease of the premises.
3. Proof of ownership of the business (certificate of incorporation; Limited Liability Company (“LLC”) certificate of formation; partnership agreement; sole proprietorship, with assumed name certificate, if applicable; or other similar documents).
4. Current year’s receipt of payment of franchise tax.
5. Business license.
6. Property and/or liability insurance policy for business premises.

Substantial compliance of the written proof requirement shall be within the sole discretion of the Board of Directors.

Section 5.3. Membership Requirements and Dues.

Membership in TSTA is a privilege and creates with it certain obligations and duties. The Board of Directors may establish such membership requirements and dues as the Board shall deem necessary or appropriate. Further, the Board may establish such rules and procedures for the manner and method of payment of dues, the collection of delinquent dues and the proration or refund of dues, as the Board shall deem necessary or appropriate. No privilege of membership shall be available until all membership requirements are satisfied and all dues are paid in full.

Section 5.4. Suspension and Termination of Membership.

The Board of Directors may terminate the membership of any member at any time with or without cause. A member shall have the right to a hearing prior to termination. A member may only resign if the member has paid all dues then payable.

Section 5.5. Transfer of Membership.

Members may not transfer their membership in TSTA. Members shall have no ownership rights or beneficial interests of any kind in the property of TSTA.

ARTICLE 6

OFFICERS

Section 6.1. Designation.

The officers of TSTA shall be a President, at least one Vice President, a Secretary and a Treasurer.

Section 6.2. Qualifications.

Each officer must be a citizen of the United States, a resident of Texas and eighteen (18) years of age or older on the date of election. In addition, any candidate for the office of President shall have been actively serving as a current officer or director of TSTA for the two (2) year term immediately preceding the date of election.

Section 6.3. Election/Selection.

The election of officers shall be held at the annual meeting of the Board in even numbered years. The newly elected officers shall take office on January 1st following the election.

Section 6.4. Term Limits.

The term of office of the officers shall be two (2) years. The officers shall hold office until their successor is elected or appointed and qualified, or until their earlier resignation, removal, incapacity, disability or death. However, the President shall continue to serve another two (2) year term if there are no other nominees for the President's position at the time of election.

Section 6.5. Authority and Duties of Officers.

The officers of TSTA shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of Directors or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law:

a. President. The President shall: (i) set all meeting and meeting agendas; (ii) serve as Chair of the Board and preside at all meetings of the Board of Directors; (iii) have all of the general power and duties which are usually vested in the office of president of a Texas nonprofit corporation.

b. Vice President. The Vice President(s) shall: (i) have all the powers and authority and perform all the functions and duties of the President, in the absence of the President, or due to the President's inability for any reason to exercise such powers and functions or perform such duties; and (ii) have such other functions as are assigned by the President or Board of Directors. If more than one Vice President is elected, the seniority among them shall be as the Board of Directors shall designate by majority vote.

c. Secretary. The Secretary shall: (i) keep the minutes of the proceedings of the Board; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of the corporate records; (iv) perform all duties incident to the office of Secretary and (v) perform such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

d. Treasurer. The Treasurer shall: (i) have responsibility for the TSTA funds; (ii) be responsible for keeping full and accurate account of all receipts and disbursements of TSTA in such depositories as may be designated by the President or Board of Directors; (iv) pay all charges and obligations of TSTA when the same shall become due; and (v) perform all other duties incident to the office of Treasurer.

Section 6.6. Resignation, Removal and Vacancies.

An officer's or director's position with TSTA may be declared vacant upon the officer's or director's resignation, removal, incapacity, disability or death. Such resignation shall take effect

at the time specified in the notice, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

Any officer or director may be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the director in question). Any officer or director may also be removed not for cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the director in question).

The Board shall fill any vacancy occurring, by majority vote. An officer or director elected to fill a vacancy shall be elected for the unexpired term of such predecessor in office.

Section 6.7. Compensation.

No officer shall receive compensation for his or her services, although the reasonable expenses of an officer may be paid or reimbursed in accordance with TSTA's policies.

Section 6.8. Permanent Advisory Committee.

The TSTA shall have a Permanent Advisory Committee composed of all of the past Presidents of TSTA. The committee's purpose shall be to advise the current President in order to promote continuity of procedures and operations. The committee shall serve as a resource to the President, but its members shall not be officers of TSTA, nor shall they have the right to vote as a result of membership on this committee.

ARTICLE 7

BOARD OF DIRECTORS

Section 7.1. General Powers.

Except as otherwise provided in these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of TSTA shall be governed by, its Board of Directors.

Section 7.2. Function of the Board.

The Board of Directors represents the interests of TSTA's membership, the Texas Taekwondo community and Taekwondo athletes by providing TSTA with policy, guidance and strategic direction.

Section 7.3. Qualifications.

Each director of the Board must be a citizen of the United States, a resident of Texas and eighteen (18) years of age or older on the date of election.

Section 7.4. Number.

The Board of Directors shall consist of the President, Vice-President(s), Secretary, Treasurer, and two Athletes.

Section 7.5. Election/Selection of Athlete Director.

The Athlete director shall be selected pursuant to Section 9.7 herein.

Section 7.6. Chair of the Board. The Chair of the Board of Directors shall be the President. The Chair shall: (i) set all meeting and meeting agendas, (ii) preside at all meetings of the Board of Directors, (iii) see that all Board commitments, resolutions and oversight are carried into effect, and (iv) exercise such powers and perform such other duties as from time to time may be assigned by the Board.

Section 7.7. Term Limits.

The term of office for a director of the Board shall be two (2) years. The newly elected officers and directors shall take office on January 1st following the election. A director shall hold office until the director's successor is elected and qualified, or until the director's earlier resignation, removal, incapacity, disability or death.

No director of the Board shall serve more than two (2) terms during an eight (8) year period, unless that director continues to serve pursuant to Section 6.4.

When a director is elected/selected to fill a vacancy because of the resignation, removal, incapacity, disability or death of a director, and the remaining term shall constitute one term. The term shall not be a full term and the director can serve one (1) additional two (2) year term following completion of the filled vacancy term.

Section 7.8. Director Attendance.

Directors of the Board are expected to attend in person all regularly scheduled Board meetings.

Section 7.9. Resignation, Removal and Vacancies.

A director's position on the Board may be declared vacant upon the director's resignation, removal, incapacity, disability or death. Any director may resign at any time by giving written notice to the Chair of the Board, except the Chair's resignation shall be given to the Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Directors may be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the director in question). Directors may also be removed without cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the director in question).

Any vacancy occurring in the Board shall be filled as set forth for the election of directors. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office.

Section 7.10. Annual Meeting.

The annual meeting of the Board of Directors shall be held no earlier than November 1 and no later than December 15 each year. The Chair of the Board shall set the time and location of the annual meeting. The President or his designee shall send notice of the annual meeting by first-class mail to all TSTA members no more than 60 days, nor less than 20 days, prior to the meeting. The notice shall set forth the time, date, and location of the meeting, and whether an election of officers will take place. At the annual meeting, the Board of Directors may consider any matter brought before it, whether or not the matter was included in the notice.

Section 7.11. Regular and Special Meetings.

The Board of Directors may meet at regularly scheduled meetings, as determined necessary by a majority vote of the Board. Special meetings of the Board shall be held upon the call of the Chair or upon the written request of not less than fifty (50) percent of the Board.

Section 7.12. Notice of Meetings.

Notice of each regular or special meeting of the Board of Directors stating the date, time and place of the meeting, and in the case of a special meeting the purpose for which the meeting is called, shall be given to each director of the Board by or at the direction of the Chair of the Board. Notice may be given either in writing or orally. Written notice may be delivered either personally, by mail, by facsimile or by electronic transmission. Such notice shall be delivered to the director's business or residential address (or to such other address provided by the director for such purpose), to the director's facsimile telephone number or to the director's email address. Written notice shall be delivered no fewer than five (5) days before the date of the meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail. If transmitted by facsimile or electronic transmission such notice shall be deemed to be given when the transmission is complete. Oral notice may be delivered either personally or telephonically. Such notice shall be delivered to the director (or to such other individual provided by the director for such purpose). Oral notice shall be delivered no fewer than two (2) days before the date of the meeting. Oral notice is effective when communicated. The method of notice need not be the same as to each director.

A director may waive notice of any meeting before, at, or after such 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 to the transaction of any business because the meeting is not lawfully called or convened.

Section 7.13. Quorum.

The presence of a majority of the directors of the Board at the time of any meeting constitutes a

quorum for the transaction of business, and the act of a majority of directors on the Board constitutes the act of the Board.

Section 7.14 Voting by Proxy.

No director of the Board may vote or act by proxy at any meeting of the Board.

Section 7.15. Presumption of Assent.

A 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 taken unless such director's dissent shall be entered in the minutes of the meeting or unless the director shall file a written dissent to such action with the individual acting as the Secretary of the Board before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Board immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 7.16. Action Without a Meeting.

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if each and every director of the Board in writing either: (i) votes for such action; (ii) votes against such action; or (iii) abstains from voting. Each director who delivers a writing described in this Section 7.18. to the corporation shall be deemed to have waived the right to demand that action not be taken without a meeting.

Section 7.17. Transacting Business by Mail, Electronic Mail, Telephone or Facsimile.

The Board of Directors shall have the power to transact its business by mail, electronic-mail, telephone, or facsimile, if in the judgment of the Chair of the Board the urgency of the case requires such action.

Section 7.18. Agenda.

The Chair of the Board shall set the agenda for a meeting of the Board of Directors. Any director of the Board may request that items be placed on the Board's agenda.

Section 7.19. Questions of Order and Board Meeting Leadership.

The Chair of the Board shall decide questions of order unless otherwise provided in advance by the Board. The Chair shall lead meetings of the Board. If the Chair is absent from any meeting of the Board, then the Chair shall designate in writing in advance one (1) other director of the Board to preside. If the Chair is unable to make or has not made such a designation, the Board may choose another director to serve as presiding officer for that meeting.

Section 7.20. Effectiveness of Actions.

Actions taken at a meeting of the Board of Directors shall become effective immediately following the adjournment of the meeting, except as otherwise provided in the Bylaws or when a definite effective date is recited in the record of the action taken.

Section 7.21. Open and Executive Meeting Sessions.

Ordinarily, all meetings of the Board of Directors shall be open to TSTA members as observers. The Chair of the Board, with the consent of a majority of the directors of the Board in attendance, may convene an executive session to consider and discuss any sensitive matter. Further, the chair of the Board may open a meeting of the Board to non-TSTA members, with the consent of a majority of the directors of the Board in attendance.

Section 7.22. Compensation.

Directors of the Board shall not receive compensation for their services as directors, although the reasonable expenses of directors may be paid or reimbursed in accordance with TSTA's policies. Directors shall not be disqualified from receiving reasonable compensation for services rendered to or for the benefit of TSTA in any other capacity, provided that the Board of Directors approves the rendering of such services and such compensation.

ARTICLE 8

COMMITTEES

Section 8.1. Designation.

TSTA shall have such committees as deemed necessary. The President or the Board of Directors may appoint such committees and task forces as the President or the Board deems to be necessary and appropriate. The delegation of authority to any committee or task force shall not operate to relieve the Board or any director of the Board from any responsibility or standard of conduct imposed by law or these Bylaws and if any such committee or task force has one (1) or more members who are entitled to vote and who are not then also directors, such committee or task force may not exercise any power or authority reserved to the Board.

Section 8.2. Qualifications.

Each committee or task force member must be a citizen of the United States, a resident of Texas and at least eighteen (18) years of age.

Section 8.3. Number.

Membership on committees and task forces shall only exceed five (5) individuals if necessary and appropriate and if approved by the President or a majority of the Board of Directors.

Section 8.4. Term Limits.

The term for all committee members shall be two (2) years. A committee member shall remain on

the committee until the committee member's successor is appointed, or until the committee member's earlier resignation, removal, incapacity, disability or death.

The term for all task force members shall be until their assignment is concluded, but in any event shall not exceed a period of two (2) years.

No committee member shall serve for more than three (3) consecutive terms.

Section 8.5. Committee Member Attendance.

Committee and task force members are expected to attend in person all regularly scheduled committee and task force meetings of which they are a member.

Section 8.6. Resignation, Removal and Vacancies.

A committee or task force member's position on a committee or task force may be declared vacant upon the committee member's resignation, removal, incapacity, disability or death. A committee member may resign at any time by giving written notice to the President or Board of Directors. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Committee or task force members may be removed by the President or by Board, if appointed by the Board, for any reason, with or without cause.

Any vacancy occurring in a committee or task force shall be filled as set forth for the appointment of that committee or task force member. A committee or task force member appointed to fill a vacancy shall be appointed for the unexpired term of such committee or task force member's predecessor in office.

Section 8.7. Procedures.

Each committee and task force shall establish procedures for conducting its business and affairs.

Section 8.8 Open and Executive Meeting Sessions.

Ordinarily, all committee and task force meetings shall be open to TSTA members. In the event the committee or task force chair, with the consent of a majority of the committee or task force members in attendance, deems it appropriate: (i) to exclude members at an open meeting for any reason, then the chair may declare that the meeting is closed, or (ii) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the chair may specifically designate and call an executive session. Further, the chair may open a meeting of the committee or task force to non- TSTA members, with the consent of a majority of the members of the committee or task force in attendance.

Section 8.9. Compensation.

Committee and task force members shall not receive compensation for their services as committee or task force members, although the reasonable expenses of committee and task force members may be paid or reimbursed in accordance with TSTA's policies.

ARTICLE 9

ATHELES' ADVISORY COUNCIL

Section 9.1. Designation.

TSTA shall have an Athletes' Advisory Council consisting of three (3) individuals.

Section 9.2. Qualifications.

Those individuals: (i) who have represented the United States as athletes in the Olympic Games, the Pan American Games, World Championships or other major international competitions in the sport of Taekwondo within the ten (10) year period prior to December 31 of the year in which the election is held, or (ii) who have competed in and finished in the top half of TSTA's National Championships as athletes within the two (2) year period prior to December 31 of the year in which the election is held shall be eligible to run for election to the Athletes' Advisory Council. Additionally, in order to be eligible to run for election, an individual shall be a citizen of the United States, a resident of Texas and eighteen (18) years of age or older on the date of election.

Section 9.3. Election/Selection.

Individuals shall be elected to the Athletes Advisory Council as follows. An individual who wishes to run for election to the Athletes' Advisory Council and to be placed on the ballot shall obtain at least ten (10) signatures of support from individuals entitled to vote in the election. Those individuals: (i) who have represented the United States as athletes in the Olympic Games, the Pan American Games, World Championships or other major international competitions in the sport of Taekwondo within the ten (10) year period prior to December 31 of the year in which the election is held, or (ii) who have competed in USAT's National Championships or TSTA's State Championships as athletes within the five (5) year period prior to December 31 of the year in which the election is held shall be eligible to vote in the election. Additionally, in order to be eligible to vote in the election, an individual shall be a citizen of the United States, a resident of Texas and eighteen (18) years of age or older by December 31 on the date of election. Further, an individual shall be a member of TSTA sixty (60) days prior to the date of the election in order to be eligible to vote in the election. The election shall take place at the annual meeting of the Board of Directors held in even number years. The three (3) individuals with the highest vote totals are elected to the Athletes' Advisory Council.

Section 9.4. Term Limits.

The term for members of the Athletes' Advisory Council shall be for two (2) years. A member shall remain on the Athletes' Advisory Council until the member's successor is elected and

qualified, or until the member's earlier resignation, removal, incapacity, disability or death.

No Athletes' Advisory Council member shall serve for more than two (2) consecutive terms, unless there are no other nominees for the member's position.

Section 9.5. Chair.

The Athletes' Advisory Council shall elect from among its members, by majority vote, a chair. The term of office of the chair shall be two (2) years. The newly elected chair shall take office on January 1st following the election. The chair shall hold office until the chair's successor is elected and qualified, or until the chair's earlier resignation, removal, incapacity, disability or death.

Section 9.6. Board of Directors.

The Athletes' Advisory Council shall elect from among its members, by majority vote, two (2) individuals who shall be the athlete directors on the Board.

Section 9.7. Procedures.

The Athletes Advisory Council shall establish procedures for conducting its business and affairs.

Section 9.8. Open and Executive Meeting Sessions.

Ordinarily, all meetings of the Athletes' Advisory Council shall be open to TSTA members. In the event the Athletes Advisory Council chair, with the consent of a majority of the Athletes Advisory Council members in attendance, deems it appropriate: (i) to exclude members at an open meeting for any reason, then the chair may declare that the meeting is closed, or (ii) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the chair may specifically designate and call an executive session. Further, the chair may open a meeting of the Athletes' Advisory Council to non-TSTA members, with the consent of a majority of the members of the Council in attendance.

Section 9.9. Compensation.

Athlete Advisory Council members shall not receive compensation for their services as Athlete Advisory Council members.

SECTION 10

RECORDS OF THE CORPORATION

Section 10.1. Minutes.

TSTA shall keep as permanent records minutes of all meetings of the Board of Directors, a record of all actions taken by the Board without a meeting, and a record of all waivers of notices of meetings of the Board.

Section 10.2. Accounting Records.

TSTA shall maintain appropriate accounting records.

Section 10.3. Membership List.

TSTA shall maintain a record of the members in a form that permits preparation of a list of the names and addresses of the members in alphabetical order, by class.

Section 10.4. Records In Written Form.

TSTA shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 10.5. Website.

TSTA may maintain a website for dissemination of information to its members.

Section 10.6. Records Maintained at Principal Office.

TSTA shall keep a copy of its records, as required by applicable law, at its principal office.

Section 10.7. Inspection of Records by Members.

The following rights and restrictions shall apply to the inspection of records by members:

a. Records Maintained at Principal Office. A member shall be entitled to inspect and copy, during regular business hours at TSTA's principal office, any of the records of TSTA described in Section 17.6., provided that the member gives TSTA written demand at least ten (10) business days before the date on which the member wishes to inspect and copy such records.

b. Financial Statements. Upon the written request of any member, TSTA shall mail to such member its most recent annual financial statements showing in reasonable detail its assets and liabilities and results of its operations.

d. Scope of Members' Inspection Rights.

1. Agent or Attorney. The member's duly authorized agent or attorney has the same inspection and copying rights as the member.

2. Right to Copy. The right to copy records under these Bylaws includes, if reasonable, the right to receive copies made by photographic, xerographic, electronic or other means.

3. Reasonable Charge for Copies. TSTA may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to a member. The charge may not exceed the estimated cost of production and reproduction of the records.

4. Litigation. Nothing in these Bylaws shall limit the right of a member to inspect records to the same extent as any other litigant if the member is in litigation with TSTA, or the power of a court to compel the production of corporate records for examination.

ARTICLE 11

FIDUCIARY MATTERS

Section 11.1. Indemnification.

TSTA shall defend, indemnify and hold harmless each director of the Board and each officer from and against all claims, charges and expenses which he or she incurs as a result of any action or lawsuit brought against such director or officer arising out of the latter's performance of his or her duties in TSTA, unless such claims, charges and expenses were caused by fraud or willful misconduct on the part of said officer or director.

Section 11.2. Discharge of Duties.

Each director of the Board and officer shall discharge his or her duties: (i) in good faith, (ii) with the care an ordinarily prudent individual in a like position would exercise under similar circumstances, and (iii) in a manner the director or officer reasonably believes to be in the best interests of TSTA.

Section 11.3. Conflicts of Interest.

If any director of the Board, officer, committee or task force member has a financial interest in any contract or transaction involving TSTA, or has an interest adverse to TSTA's business affairs, and that individual is in a position to influence a determination with regard to the contract, transaction or business affair, such individual shall: (i) disclose the conflict of interest, (ii) not participate in the evaluation of the contract, transaction or business affair and (iii) not vote on the contract, transaction or business affair.

Section 11.4. Prohibited Loans.

No loans shall be made by TSTA to any officer, to any director of the Board, or to any committee or task force member. Any officer, director, committee or task force member or TSTA employee, who assents to or participates in the making of any such loan, shall be liable to TSTA for the amount of such loan until it is repaid.

ARTICLE 12

FINANCIAL MATTERS

Section 12.1. Fiscal Year.

The fiscal year of TSTA shall commence January 1 and end on December 31 each year.

Section 12.2. Budget.

TSTA shall have an annual budget.

Section 12.3. Individual Liability.

No individual director of the Board or officer shall be personally liable in respect of any debt or other obligation incurred in the name of TSTA pursuant to the authority granted directly or indirectly by the Board of Directors.

Section 12.4. Irrevocable Dedication and Dissolution.

The property of TSTA is irrevocably dedicated to charitable purposes, and no part of the net income or assets of TSTA shall inure to the benefit of private persons. Upon the dissolution or winding up of TSTA, its assets remaining after payment, or provision for payment, of all debts and liabilities of TSTA, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended.

ARTICLE 13

MISCELLANEOUS PROVISIONS

Section 13.1. Severability and Headings.

The invalidity of any provision of these Bylaws shall not affect the other provisions of these Bylaws, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 13.2. Saving Clause.

Failure of literal or complete compliance with any provision of these Bylaws in respect of dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the directors of the Board do not cause substantial injury to the rights of the directors, shall not invalidate the actions or proceedings of the directors at any meeting.

ARTICLE 14

AMENDMENTS OF BYLAWS

Section 14.1. Amendments.

These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted, by a majority of directors of the Board at any meeting duly called and at which a quorum is present.

The undersigned hereby adopt these Bylaws of this ____ day of _____, 2019.

_____, President/ Director
Sang Cha

_____, Vice President/ Director
Jeff Pinaroc

_____, Secretary/Treasurer
Heather Hanson