

**BYLAWS
OF
Arizona State Taekwondo Association, Inc.
An Arizona Nonprofit Corporation**

**ARTICLE 1
NAME AND OFFICES**

Section 1. Name. The name of the Corporation shall be the Arizona State Taekwondo Association (AZTA).

Section 2: Offices:

Principal Office. The principal office and place of business of the Corporation in the State of Arizona shall be designated from time to time by the Corporation and may be within or outside of Arizona. The Corporation may have such other offices, either within or outside Arizona, as the Board of Governor may designate or as the business of the Corporation may require from time to time.

Registered Office. The registered office of the Corporation shall be maintained in Arizona and may be, but need not be, the same as the principal office. The address of the registered office may be changed from time to time by the Board of Governors.

**ARTICLE 2
PURPOSE**

Section 1. Mission. The MISSION of the Arizona State Taekwondo Association is to support the athletes of Arizona participating in Taekwondo, fostering national and international amateur Sport Competition. That support will be provided by holding an annual Arizona State Championship Tournament where Arizona Taekwondo Athletes will compete to qualify for the USA Taekwondo National Championship. Further opportunities for competition, practice and training will also be provided to Arizona Taekwondo Athletes. In addition, scholarships and financial support will be provided to Arizona Taekwondo Athletes and Coaches for registration and travel expenses for regional and national and international competition in a manner to be determined by the Board of Governors. AZTA will provide educational seminars for Athletes, Coaches, Referees and Volunteers. Olympic Values will promoted in all activities: as we seek to go higher, faster, and stronger, we do so pledging fair play and friendship.

Section 2. Further Purposes. The Arizona State Taekwondo Association will promote and sponsor the sport of Taekwondo within the State of Arizona, and throughout the United States. AZTA will reach out to as many Taekwondo schools, clubs, and organizations as possible within the State of Arizona to seek their cooperation, participation, and USAT and AZTA membership. AZTA will function as the official recognized USA Taekwondo (USAT) State Taekwondo Association for Arizona. USA Taekwondo (USAT) is the National Governing Body (NGB) for the Olympic Sport of Taekwondo under the United States Olympic Committee. AZTA will work with USAT to develop the quality and quantity of grassroots Arizona Taekwondo Athletes, and to improve the quality of high level Arizona Taekwondo Athletes. USAT sanctioning and USAT memberships will be required for participation at the Arizona State Championship.

ARTICLE 3 MEMBERSHIP

Section 1. Members in the Association Membership in AZTA is divided into two divisions: Individual Membership and Club Membership.

Section 2. Individual Membership Individual Members are amateur Arizona Taekwondo Athletes, and their supporters, and Arizona Taekwondo Coaches and Referees. ~~Individual Membership purchased is valid for the calendar year and dues of \$10 are due by January 31st of each calendar year. (Deleted by Board of Governors vote, Saturday, October 18th, 2014)~~ All Athletes, Coaches and Referees must be AZTA members to participate in AZTA events, including the State Championship, and must be AZTA Members to receive Scholarships or other financial support. When registering, Individuals can register as Athlete, Coach, Referee, Supporter or any number of, or all of the categories. Individual Members who are not Club Representatives may not be board members or vote in board meetings.

Section 3. Club Membership Club Membership is available only to Clubs registered with USA Taekwondo as an Arizona USA Taekwondo Club. USA Taekwondo club registration is a prerequisite to Club Membership, and Club Membership is a prerequisite to a club having a representative on the Board Of Governors as described below. Club members joining after December 31st, 2014 must have their membership and seat on the Board of Governors approved by a majority of the 2014 Board of Govenors present at the meeting following their membership application. 2014 Board Members, collectively to be known as the "Original Board Members" will not have their memberships or Board position subject to a vote, unless they resign or miss a year's membership. If any board member resigns or misses a year, the "Original Board Members" will vote to determine if they can join the Board of Govenors with a Club Membership. (Inserted by Board of Governors vote, Saturday, October 18th, 2014). Club Membership is \$50, due by January 31st, of each calendar year. Any school, club or organization therefore must register with both USA Taekwondo and with the Arizona Taekwondo Association to be a member in good standing and allow their Athletes to participate in AZTA events, including the State Championship.

ARTICLE 4 GOVERNANCE

Section 1. The AZTA Nonprofit Corporation shall be governed by a Board of Governors.

Section 2. The Board of Governors shall consist of one (1) representative of each USAT Taekwondo club located within the State of Arizona that qualifies under the following criteria:

1. Be a USAT registered club, (135.00 annually) at least 30 days prior to casting any votes, and
2. Become a registered AZTA club by paying AZTA dues (\$50.00 annually due Jan 31st every year)

All clubs must have as their primary purpose the instruction and training of amateur Taekwondo Athletes.

At inception in 2013, all currently registered and paid USAT clubs recognized by USAT in Arizona will qualify as having a board member and be allowed to vote at any meeting which takes place at least 30 days after their USA Taekwondo Club registration. AZTLA dues requirements begin in 2014 but may be paid in advance.

The sole representative of each USTA club will register with AZTLA as the school's representative, and have a vote on issues before the board. The representative may be represented by a nominee from their school at Board meetings if they are unable to attend, as outline in Article 4, section 4, Voting.

Any additional schools or clubs outside the originating 2013 clubs who wish to become a voting member of the AZTA Board must Join USAT and notify the Secretary of AZTA of their desire to join AZTA and formally register for such membership in the manner established by the President and/or the Secretary. They must agree to conduct its operations in accordance with the rules and regulations established by AZTA. Branch schools that are independently operated are eligible to join separately if they independently meet the criteria for voting membership on the board. In order to vote at an annual meeting, a school must register with the secretary thirty (30) days in advance of voting at a Board Meeting. Annual dues for membership shall be \$50.00, unless changed by resolution of the Board. In case a challenge is brought to the voting status of a member, the challenge shall be decided by a majority vote of the officers of AZTA.

Section 3. The Board of Governors may choose to add one referee member, to be determined as described below. In addition, the state Board of Governors may choose to include an athlete representative. The athlete representative shall be determined as described below.

Section 4. The state Board of Governors shall appoint one state president, one or more vice presidents, one secretary and one treasurer, or approve such officers as elected by the designated election process. The designated election process allows for individually elected officers or officers appointed by an elected president. The state Board of Governors shall also appoint other such officers, representatives and/or committees, as it deems appropriate to carry out the functions of the Corporation.

~~The state Board of Governors shall appoint one state president, one or more vice presidents, one secretary and one treasurer. The state Board of Governors shall also appoint such other~~

~~officers, representatives and/or committees as it deems appropriate to carry out the functions of the Corporation.~~

Section 5. Liability to Third Parties. The Governors, officers, members and employees of the Corporation are not, as such, liable for the acts, debts, liabilities or obligations of the Corporation. No proceeding may be brought by a creditor to reach the liability, if any, of a Governor, officer or employee of the Corporation.

ARTICLE 5 MEETINGS OF THE BOARD OF GOVERNORS

Section 1. Quarterly Meetings. The state Board of Governors shall hold a quarterly meeting four times year. The quarterly meeting of the Board of Governors shall be held on such date and at such time and at such place as the President may determine. The meetings of the Board of Governors shall be for the purpose of electing officers and for the transaction of such other business as may come before the meeting. Each voting member representing each member should attend each meeting.

Section 2. Date and Location of Quarterly Meetings. Notification of the annual meeting of the Board of Governors shall be provided to the members of the Board of Governors as provided herein. The Board of Governors may provide by resolution the time and place, either within or outside Arizona, for the holding of additional regular meetings without other notice. Notice of the annual meeting may be given via the AZTA web site, United States mail, telephone or e-mail, as directed by the Board of Governors or the President.

Section 3. Special Meetings. Special meetings of the Board of Governors may be called by, or at the request of the President or a majority of the Board of Governors. Special meetings shall be held at such time and place, within Arizona, as may be designated by the authority calling such meeting. No meeting shall be called outside the State of Arizona. Notice stating the place, day and hour of every special meeting shall be given to each member of the Board of Governors by mailing or emailing such notice at least four (4) days before the date fixed for the meeting. The notice of such special meeting need not specify the purpose of the meeting.

Section 4. Quorum; Voting. A quorum at all meetings of the Board of Governors shall consist of a majority of the Governors holding office. In no event may the quorum be less than three Governors. Less than a quorum may adjourn from time to time without further notice until a quorum is secured. Except as provided otherwise by the Bylaws, the act of a majority of the Governors present at a meeting at which a quorum is present shall be the act of the Board of Governors. All decisions of the Board of Governors shall be by majority vote of voting members unless otherwise specified.

A Governor who is present at a meeting of the Board of Governors is deemed to have assented to all action taken unless: (i) the Governor objects at the beginning of the meeting, or promptly upon arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken; (ii) the Governor contemporaneously requests that the Governor's dissent or abstention as to any specific action taken be entered in the minutes; or (iii) the Governor causes written notice of the Governor's dissent or abstention as to any specific action to be received by the presiding officer of the meeting before adjournment or by the Corporation promptly

after adjournment. The right of dissent or abstention is not available to a Governor who votes in favor of the action taken.

At any annual or special meeting of the Board of Governors, proxy voting shall be allowed. Each proxy shall be submitted to the president prior to the vote to which the proxy will apply. This may be done by phone, email, text or online messaging, or in writing. Proxies submitted to the President prior to the beginning of a meeting shall be counted in determining the existence of a quorum. Each club representative may bring no more than one other member of their club to Board meetings, who will not have a vote. No more than 2 people from any member club are allowed at Meetings of the Board of Governors.

If a quorum is not present for the annual meeting of the Board of Governors, including members present by proxy, the President shall adjourn the meeting until the next available date. If a quorum is not available at the next scheduled date for the annual meeting, a quorum shall consist of all members of the Board of Governors present, provided that, if fewer than three members of the Board of Governors are present at this second meeting, the President shall adjourn the meeting until at least three governors can be available.

Section 5. Committees. The Board of Governors of the Corporation may designate from among its members, by a resolution adopted by a majority of the entire Board of Governors, an executive committee and one or more other committees, each of which shall have and may exercise such authority in the management of the Corporation as shall be provided in such resolution or in these Bylaws. No such committee shall have the power or authority to authorize distributions, elect, appoint or remove any Governor; amend, restate, alter or repeal the Articles of Incorporation; amend, alter or repeal these or any other Bylaws of the Corporation; approve a plan of merger; approve a sale, lease, exchange or other disposition of all or substantially all of the property of the Corporation, with or without goodwill, other than in the usual and regular course of business, or to take any other action prohibited by law.

Section 6. Resignation. A Governor may resign at any time by giving written notice of resignation to the Corporation. The resignation is effective when the notice is received by the Corporation unless the notice specifies a later effective date. A Governor who resigns may deliver a statement to that effect to the Arizona Secretary of State.

Section 7. Action Without a Meeting. Any action required by law to be taken at a meeting of the Board of Governors, or any committee thereof, or any other action which may be taken at a meeting of Governors, or any committee thereof, may be taken without a meeting if every member of the board in writing either: (i) votes for such action or (ii) votes against such action or abstains from voting and waives the right to demand that a meeting be held. Action is taken only if the affirmative votes for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the Governors then in office were present and voted. The action shall only be effective if there are writings which describe the action signed by all Governors, received by the Corporation and filed with the minutes. Any such writings may be received by electronically transmitted facsimile or other form of wire or wireless communication providing the Corporation with a complete copy of the document including a copy of the signature. Actions taken shall be effective when the last writing necessary to effect the action is received by the Corporation unless the writings set forth a different date. Any Governor who has signed a writing may revoke it by a writing signed, dated and stating the prior vote is revoked. However, such writing must be

received by the Corporation before the last writing necessary to effect the action is received. All such actions shall have the same effect as action taken at a meeting.

Section 8. Compensation. Members of the Board of Governors shall receive such compensation, if any, for serving in such office as may be approved by resolution of the Board, and the Corporation may reimburse any member of the Board of Governors for reasonable expenses incurred in connection with service on the Board.

Section 9. Notice. Notice of the date, time and place of any special meeting shall be given to each Governor at least four (4) days prior to the meeting by written notice either personally delivered or mailed or emailed to each Governor at the Governor's business address, or by notice transmitted by private courier, telegraph, telex, electronically transmitted facsimile or other form of wire or wireless communication. If mailed, such notice shall be deemed to be given and to be effective on the earlier of: (i) five (5) days after such notice is deposited in the United States mail, properly addressed, with first class postage prepaid; or (ii) the date shown on the return receipt, if mailed by registered or certified mail, return receipt requested, provided that the return receipt is signed by the Governor to whom the notice is addressed. If notice is given by telex, electronically transmitted facsimile or other similar form of wire or wireless communication, such notice shall be deemed to be given and to be effective when sent, and with respect to a telegram, such notice shall be deemed to be given and effective when the telegram is delivered to the telegraph company. If a Governor has designated in writing one or more reasonable addresses or facsimile numbers for delivery of notice, notice sent by mail, telegraph, telex or electronically transmitted facsimile or other form of wire or wireless communication shall not be deemed to have been given or to be effective unless sent to such addresses or facsimile numbers as the case may be.

For all notices covered by this section and elsewhere in these bylaws, with the agreement of the majority of the Board of Governors, notice may be given by posting on the Arizona State Taekwondo Association Web Site.

Section 10. Waiver of Notice. A Governor may waive notice of a meeting before or after the time and date of the meeting by a writing signed by the Governor. Such waiver shall be delivered to the corporate secretary for filing with the corporate records, but such delivery and filing shall not be conditions to the effectiveness of the waiver. Further, a Governor's attendance at or participation in a meeting waives any required notice to the Governor of the meeting unless at the beginning of the meeting, or promptly upon the Governor's later arrival, the Governor objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Governors need be specified in the notice or waiver of notice of such meeting.

Section 11. Telephonic Meetings. The Board of Governors may permit any Governor (or any member of any committee designated by the board) to participate in a regular or special meeting of the Board of Governors or a committee thereof through the use of any means of communication by which all Governors participating in the meeting can hear each other during the meeting. A Governor participating in a meeting in this manner is deemed to be present in person at the meeting. As travel is reasonable within the State of Arizona, Board of Governors Members are expected to appear in person.

Section 12. Standard of Conduct for Governors and Officers. Each Governor and officer shall perform their duties as a Governor or officer, including, without limitation, their duties as a member of any committee of the board, in good faith, in a manner the Governor or officer reasonably believes to be in the best interests of the Corporation, and with the care that an ordinarily prudent person in a like position would exercise under similar circumstances. In the performance of their duties, a Governor or officer shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by the persons designated below. However, a Governor or officer shall not be considered to be acting in good faith if the Governor or officer has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A Governor or officer shall not be liable to the Corporation for any action the Governor or officer takes or omits to take as a Governor or officer if, in connection with such action or omission, the Governor or officer performs their duties in compliance with this Section. A Governor or officer, regardless of title, shall not be deemed to be a trustee with respect to the Corporation or with respect to any property held or administered by the Corporation including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property. The designated persons on whom a Governor or officer are entitled to rely are: (i) one or more officers or employees of the Corporation whom the Governor or officer reasonably believe to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant, or other person as to matters which the Governor or officer reasonably believes to be within such person's professional or expert competence; or (iii) a committee of the Board of Governors on which the Governor or officer does not serve if the Governor reasonably believes the committee merits confidence.

ARTICLE 6 MEMBERSHIP ON THE BOARD OF GOVERNORS

Section 1. Each Taekwondo club located in Arizona and registered with USA Taekwondo may elect or appoint one representative to the Board of Governors. In the event of affiliated clubs operated independently, each affiliated club may elect/appoint a separate representative, provided that the affiliated clubs are registered separately with USA Taekwondo and with AZTA. All board members must be Citizens of the United States or Permanent Residents of the United States. Club members joining after December 31st, 2014 must have their membership and seat on the Board of Governors approved by a majority of the 2014 Board of Governors present at the meeting following their membership application. 2014 Board Members, collectively to be known as the "Original Board Members" will not have their memberships or Board position subject to a vote, unless they resign or miss a year's membership. If any board member resigns or misses a year, the "Original Board Members" will vote to determine if they can join the Board of Governors with a Club Membership. (Inserting by Board of Governors vote, Saturday, October 18th, 2014).

Section 2. The Board of Governors may elect to appoint a coach representative on the Board of Governors, who shall be an active Taekwondo coach who has coached an athlete at a the Arizona State Taekwondo Championships or other sponsored Arizona State Taekwondo competition within the calendar year prior to his/her being appointed to the position. As at inception, many USA

Taekwondo club owners are representatives, and current Coaches, an additional coach representative is necessary.

Section 3. The Board of Governors may elect to appoint a Referee Representative on the Board of Governors. The Referee Representative shall be an active Taekwondo referee who has refereed at the Arizona State Taekwondo Championships or other sponsored Arizona State Taekwondo competition within the calendar year prior to his/her being appointed to the position. In addition, the referee representative shall be a certified referee under the certification procedures established by USA Taekwondo.

Section 4. The Board of Governors may elect to appoint an Athlete Representative on the Board of Directors. The Athlete Representative shall be an active athlete who has competed at the Arizona State Taekwondo Championships or other sponsored Arizona State Taekwondo competition within the calendar year prior to his/her being appointed to the position. The Athlete Representative shall be at least eighteen years of age.

Section 5. All members of the Board of Governors shall be residents of the State of Arizona and citizens or permanent resident aliens of the United States.

Section 6. Coach, referee and athlete representatives to the Board of Governors may be elected at special meetings to be held immediately prior to a quarterly meeting of the Board of Governors. The President shall establish election procedures for each class of representative to the Board of Governors. Only persons eligible to hold the office of representative to the Board of Governors shall be eligible to vote for any of these classes of representative. These procedures shall be posted on the Arizona Taekwondo Association Web Site.

Section 7. A Board of Governors Club Member who wishes to resign from the Board of Governors may do so in writing, in print or electronic form, by giving written notice to any officer of the Board of Governors. Once that officer resigns, should he or she wish to rejoin, the "Original Board Members" shall vote on whether or not the resigned Board Member will be allowed to join for six month probationary period. After the six months, the "Original Board Members" shall vote again as to whether or not the Board Member who resigned can regain his seat on the board without probation.

ARTICLE 7 OFFICERS

Section 1. General. The officers of the Corporation shall be a President, a Secretary, and a Treasurer, and may include one (1) or more Vice-Presidents. Any individual may hold more than one (1) office. The Board of Governors may appoint such other officers as it may deem advisable, who shall be chosen in such manner and hold their offices for such terms and have such authority and duties as set forth in the Bylaws or as from time to time may be determined by the Board of Governors. Except as expressly prescribed by these Bylaws, the Board of Governors or the officer or officers authorized by the board, shall from time to time determine the procedure for the appointment of officers, their authority and duties, provided that the Board of Governors may change the authority and duties of any officer who is not appointed by the board. All officers shall be natural persons who are eighteen (18) years or older. All officers must be a Citizen of the United States or a

Permanent Resident of the United States. An officer may be, but need not be a Governor of the Corporation.

Section 2. Powers and Duties. The officers of the Corporation shall exercise and perform the respective powers, duties, and functions as are stated below and as may be assigned to them by the Board of Governors.

(a) The President shall preside at all meetings of the Board. The President shall be the Chief Executive Officer of the Corporation and shall, subject to the general direction and control of the Board of Governors, have the general supervision, direction, and control over the business and affairs of the Corporation and its officers, agents, and employees. The President may sign, with the Secretary or any Assistant Secretary or any other proper officer of the Corporation designated by the Board of Governors, any contracts, agreements, deeds, leases, mortgages, deeds of trust, or other documents of conveyance or encumbrance of any real property owned by the Corporation. He shall also perform all duties incident to the office of the President and such other duties as may be assigned by the Board of Governors from time to time.

(b) The Vice-Presidents shall assist the President and shall perform such duties as may be assigned to them by the President or by the Board of Governors. In the absence of the President, the Vice-President, if any (or, if more than one, the Vice-Presidents in the order designated by the Board of Governors, or if the board makes no such designation, then the Vice-President designated by the President, or if neither the board nor the President makes any such designation, the senior Vice-President as determined by first election to that office), shall have the powers and perform the duties of the President.

(c) The Secretary shall keep accurate minutes of the proceedings of the Board of Governors and of any committees of the Board of Governors; shall ensure that all notices are duly given in accordance with the provisions of these bylaws; shall be custodian of the records and of the seal of the Corporation and shall attest to the affixing of the seal of the Corporation when authorized by the Board of Governors; and shall perform such additional duties as are incident to such office and as may be assigned to such person by the Board of Governors or the President. Assistant Secretaries, if any, shall have the same duties and powers subject to the supervision of the Secretary.

(d) The Treasurer shall be the principal financial officer of the Corporation; shall have the charge and custody of and be responsible for all funds and securities of the Corporation; shall deposit such funds in the name of the Corporation in such depositories as shall be designated by the Board of Governors; shall keep accurate books of account and records of financial transactions and the condition of the Corporation and shall subject such reports thereof as the Board of Governors may from time to time require; and in general, perform all duties incident to such office and such other duties as may from time to time be assigned to such person by the President or by the Board of Governors. The Treasurer shall be authorized to engage any firm of certified public accountants to assist in the performance of any of the duties incident to the Treasurer's office. Assistant Treasurers, if any, shall have the same duties and powers subject to the supervision of the Treasurer.

Section 3. Selection and Terms of Offices. All officers of the Corporation shall be elected by the Board of Governors at its first quarterly meeting every two years and shall hold office

for two (2) years and until their successors shall have been elected and shall have qualified. No officer shall hold the same office for more than two (2) consecutive two (2) year terms.

Section 4. Compensation. Officers shall receive such compensation, if any, for serving in such office as may be approved by resolution of the Board, and the Corporation may reimburse any officer for all reasonable expenses incurred by such individual in connection with services rendered to or for the Corporation.

Section 5. Resignation and Removal. An officer may resign at any time by giving written notice of resignation to the Corporation. The resignation is effective when the notice is received by the Corporation unless the notice specifies a later effective date. Any officer or agent elected may be removed at any time with or without cause by the Board of Governors by a super majority vote of two thirds of the voting Governors. An officer who resigns or is removed or whose appointment has expired may deliver a statement to that effect to the Arizona Secretary of State. Such removal does not affect the contract rights, if any, of the Corporation or of the person so removed. The appointment of an officer or agent shall not in itself create contract rights.

Section 6. Vacancies. A vacancy in any office, however occurring, may be filled by the Board of Governors, or by the officer or officers authorized by the board for the unexpired portion of the officer's term. If an officer resigns and the resignation is made effective at a later date, the Board of Governors, or officer or officers authorized by the board, may permit the officer to remain in office until the effective date and may fill the pending vacancy before the effective date if the Board of Governors, or officer or officers authorized by the board provide that the successor shall not take office until the effective date. In the alternative, the Board of Governors, or officer or officers authorized by the Board of Governors, may remove the officer at any time before the effective date and fill the resulting vacancy.

Section 7. Paid Staff The officers may as it becomes necessary hire paid staff, full or part time, subject to approval by the Board of Governors.

ARTICLE 8 COMMITTEES

Section 1. Committees The Board of Governors shall create and establish those committees necessary to achieve the purpose of the corporation. Such committees shall consist of at least one director and as many members as the board may deem necessary. Such committees shall have and exercise such authority as directed by Board of Governors and shall operate in an advisory capacity to the Board of Governors with no decision making authority unless said resolution specifically delegates such authority. No Committee shall have the authority of the Board of Directors to amend, alter, repeal the Bylaws; elect, appoint or remove any member of any committee or any director or officer of the Corporation; amend the Articles of Incorporation; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize voluntary dissolution of the corporation or revoke proceedings therefore; adopt a plan for the distribution of the assets of the corporation not in the ordinary course of business; or amend, alter, or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee.

Only Board Members, including Officers may serve on Committees. Board Members may serve on more than one Committee. Committees may add non board members to their in an advisory capacity by appointment of the Committee Director along with agreement from a majority of the Committee.

AZTKD shall establish, but not be limited to, the following minimum Committees:

- (a) Sparring Coaching Committee
- (b) Poomsae Coaching Committee
- (c) Referee Training and Development Committee
- (d) Tournament and Events Committee

ARTICLE 9 EXPENDITURES

Section 1. Officers' Power to Spend Officers shall have power to make expenditure subject to approval by the Board of Governors as follows:

Section 2. Officers' Spending limits and limitations Elected Officers may spend Corporate Funds to achieve the Corporation's purposes, but they may not spend over \$100 at one time without Board of Governor Approval, and they may not spend a total of over \$500 per quarter (all officers combined) among all the officers without Board of Governor's approval.

Section 3. Board of Governor's Spending Oversight The Board of Governors must approve all expenditures over \$100.00 and any expenditure over the Officer's \$500 quarterly limit by majority vote. This vote may come at a regular quarterly meeting, or at a special meeting called with 4 days notice as provided. Telephonic special spending meetings are encouraged to increase efficiency, and a telephonic vote is valid for approving expenditures.

Section 4. General Limitations on Corporate Spending All spending must be done for purposes that further the practice and competition of the amateur sport of Taekwondo. This includes spending on educational and promotional information, programs, seminars, tournaments, practice sessions, training sessions, coaching and referee instruction, and all organizational needs to hold these events. Spending can also be for travel, meals, lodging, leasing and associated expenses for such events. As determined by the Board of Governors, scholarships and other financial aid may be awarded to those whom the Board of Governors decides to award it to, based on their performance at the Arizona State Championship.

ARTICLE 10 CORPORATE DOCUMENTS AND RECORDS

Section 1. Financial Statements. Upon the written request of any Governor, the Corporation shall mail to such Governor its most recent annual financial statements, if any, and its most recently published financial statements, if any, showing in reasonable detail its assets and liabilities and results of its operations.

Section 2. Corporation Records. The Corporation shall keep as permanent records minutes of all meetings of its Board of Governors, a record of all actions taken by the Board of Governors without a meeting and of actions taken by a committee in place of the Board of Governors, and a record of all waivers of notices of meetings of the Board of Governors or any committee. The Corporation shall also maintain the following records: (i) appropriate accounting records; (ii) its articles of incorporation and bylaws; (iii) a list of the names and business or home addresses of its current Governors and officers; (iv) a copy of its most recent corporate report delivered to the Secretary of State; and (v) all financial statements prepared for periods during which the last three (3) years that a Governor could have requested under Arizona law; and (6) a current record and history of the names of members of the Board of Governors, The Officers, the Committee Members, and the current Individual Members.

Section 3. Nonprofit status. The Corporation shall keep and file where necessary all documents necessary to retain its status as a Section 501(c)(3) nonprofit corporation under the laws of the United States and the State of Arizona. The President shall direct the Secretary to do so as needed.

The Arizona State Taekwondo Association is a Non Profit, tax-free corporation under USC Section 501(c)(3) as it fosters national and international amateur sports competition. The President shall direct the Secretary to obtain a tax free declaration from the IRS.

ARTICLE 11 CONTRACTS, LOANS, AND DEPOSITS

Section 1. Contracts. The Board of Governors may authorize any officer or officers, agent or agents 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 may be or confined to specific instances.

Section 2. Loans. No loans shall be contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in the name of the Corporation unless authorized by a resolution of the Board of Governors. Such authority may be general if confined to a specific dollar limit determined from time to time by resolution of the Board of Governors and shall otherwise be confined to specific instances. No loan shall be made to any officer or Governor of the Corporation.

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

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, financial institutions, or other custodians as the Board of Governors may select.

Section 5. Investment Managers. The Board of Governors shall have the authority to designate any bank, trust company, brokerage firm, or investment advisor to manage the assets and investment of the assets of the Corporation.

Section 6. Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Governors.

ARTICLE 12 SALE OF PROPERTY

The Board of Governors may: (i) authorize the sale, lease, exchange or other disposition of all or substantially all of the Corporation's property in the usual and regular course of business; and (ii) mortgage, pledge, dedicate to the repayment of indebtedness (with or without recourse), or otherwise encumber all or substantially all of its property whether or not in the usual and regular course of business. Member approval is not required for such transactions. If the Corporation wishes to sell, lease, exchange or otherwise dispose of all, or substantially all of its property, with or without good will, other than in the usual and regular course of business, the Board of Governors shall also be authorized to undertake such action.

ARTICLE 13 DEFINITIONS AND PROVISIONS

Section 1. Definitions

a) The terms "Governor or officer" shall include a person who, while serving as a Governor or officer of the Corporation, is or was serving at the request of the Corporation as a Governor, officer, partner, member, manager, trustee, employee, fiduciary or agent of another foreign or domestic corporation, nonprofit corporation or other person or employee benefit plan. A Governor or officer shall be considered to be serving an employee benefit plan at the request of the Corporation if the Governor's or officer's duties to the Corporation also impose duties on or otherwise involve services to the plan or to participants in or beneficiaries of the plan. The term "Governor or officer" shall also include the estate or personal representative of a Governor or officer, unless the context otherwise requires. Requirements for being a Governor are set out in Article 6.

(b) The term "proceeding" shall mean any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, whether formal or informal, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

(c) The term "party" includes an individual who is, was or is threatened to be made a named defendant or respondent in a proceeding.

(d) The term "liability" shall mean any obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expense incurred with respect to a proceeding.

(e) When used with respect to a Governor, the phrase "official capacity" shall mean the office of Governor in the Corporation, and, when used with respect to a person other than a Governor, shall mean the office in the Corporation held by the officer or the employment, fiduciary or agency relationship undertaken by the employee or agent on behalf of the Corporation, but in neither case shall include service for any foreign or domestic corporation or for any other person, employee benefit plan, or other enterprise.

(f) The term Arizona State Taekwondo Association Web site shall be the Internet web site designated as the official site for notices and news involving the Arizona State Taekwondo Association and the sport of Taekwondo in general.

(f) The term "Arizona Taekwondo Athlete" refers to any practitioner of Taekwondo in any Taekwondo event recognized by USA Taekwondo, including sparring, poomsae, (standard individual, team, creative, etc.) breaking. To qualify for scholarships and funding for travel to the USA Taekwondo Nationals, an Athlete must be a citizen of the United States.

Section 2. General Provisions. The Corporation shall indemnify any person who is or was a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a Governor or officer of the Corporation, against expenses (including attorneys' fees), liability, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if such person: (i) acted in good faith, (ii) reasonably believed, in the case of conduct in an official capacity with the Corporation, that the conduct was in the best interests of the Corporation, and, in all other cases, that the conduct was at least not opposed to the best interests of the Corporation, and (iii) with respect to any criminal proceeding, had no reasonable cause to believe that the conduct was unlawful. However, no person shall be entitled to indemnification under this Section 2 either: (i) in connection with a proceeding brought by or in the right of the Corporation in which the Governor or officer was adjudged liable to the Corporation; or (ii) in connection with any other proceeding charging improper personal benefit to the Governor or officer, whether or not involving action in that person's official capacity, in which the officer or Governor is ultimately adjudged liable on the basis that the Governor or officer improperly received personal benefit. Indemnification under this Section 2 in connection with a proceeding brought by or in the right of the Corporation shall be limited to reasonable expenses incurred in connection with the proceeding. The termination of any action suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of solo contender or its equivalent shall not of itself be determinative that the person did not meet the standard of conduct set forth in this Section 2.

Section 3. Successful Defense on the Merits; Expenses. To the extent that a Governor or officer of the Corporation has been wholly successful on the merits in defense of any proceeding to which he was a party, such person shall be indemnified against reasonable expenses (including attorneys' fees) actually and reasonably incurred in connection with such proceedings.

Section 4. Determination of Right to Indemnification. Any indemnification under Section 2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in each specific case upon a determination that indemnification of the Governor or officer is permissible under the circumstances because such person met the applicable standard of conduct set forth in Section 2. Such determination shall be made: (i) by the Board of Governors by a majority vote of a quorum of disinterested Governors who at the time of the vote are not, were not, and are not threatened to be made parties to the proceeding; or (ii) if such quorum cannot be obtained, by the vote of a majority of the members of a committee of the Board of Governors designated the board, which committee shall consist of two (2) or more Governors who are not parties to the proceeding (Governors who are parties to the proceeding may participate in the designation of Governors to serve on such committee); or (iii) if such quorum of the Board of Governors cannot be obtained or such a committee cannot be established, or even if such a quorum is obtained or such a committee is so designated, but such quorum or committee so directs, then by independent legal counsel selected by the Board of Governors in accordance with the preceding procedures. Authorization of indemnification and evaluation as to the reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that, if the determination that indemnification is permissible is made by independent legal counsel, authorization of indemnification and evaluation of legal expenses shall be made by the body that selected such counsel.

Section 5. Advance Payment of Expenses; Undertaking to Repay. The Corporation may pay for or reimburse the reasonable expense (including attorneys' fees) incurred by a Governor or officer who is a party to proceeding in advance of the final disposition of the proceeding if (i) the Governor or officer furnishes the Corporation a written affirmation of the Governor's or officer's good faith belief that the person has met the standard of conduct set forth in Section 2; (ii) the Governor or officer furnishes the Corporation with a written undertaking, executed personally or on the Governor's or officer's behalf, to repay the advance if it is determined that the person did not meet the standard of conduct set forth in Section 2, which undertaking shall be an unlimited general obligation of the Governor or officer but which need not be secured and which may be accepted without reference to financial ability to make repayment; and (iii) a determination is made by the body authorizing indemnification that the facts then known to such body would not preclude indemnification.

Section 6. Other Employees and Agents. The Corporation shall indemnify such other employees and agents of the Corporation to the same extent and in the same manner as is provided above in Section 2 with respect to Governors and officers, by adopting a resolution by a majority of the members of the Board of Governors specifically identifying by name or by position the employees or agents entitled to indemnification.

Section 7. Insurance. The Board of Governors may exercise the Corporation's power to purchase and maintain insurance (including without limitation insurance for legal expenses and costs incurred in connection with defending any claim, proceeding, or lawsuit) on behalf of any person who is or was a Governor, officer, employee, fiduciary, agent, or was serving as a Governor, officer, partner, member, trustee, employee, fiduciary of another domestic or foreign corporation, nonprofit corporation or other person or an employee benefit plan of the Corporation against any liability asserted against the person or incurred by the person in any such *capacity* or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify that person against

such liability under the provisions of this Article. Insurance may and should also be purchased as the Board decided for the State Championship and other events.

Section 8. Nonexclusively of Article. The indemnification provided by this Article shall not be deemed exclusive of any other rights and procedures to which one indemnified may be entitled under the Articles of Incorporation, any Bylaw, agreement, resolution of disinterested Governors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Governor or officer, and shall inure to the benefit of such person's heirs, executors, and administrators.

ARTICLE 14 AMENDMENTS

These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by the Board of Governors of the Corporation by a vote of a majority of the Governors present at any meeting of the Board at which a quorum is present.

The Board of Governors shall have the power, to the maximum extent permitted by the Arizona Nonprofit Corporation Act, to make, amend and repeal the Bylaws of the Corporation at any regular or special meeting of the board.

The bylaws may be amended by a majority vote of the participating members at any quarterly meeting. In the case of any amendment a general notice of all such amendment shall be published on the Association's web site and sent to all officers and Board Members by email.

ARTICLE 15 PRIMARY FUNCTIONS OF THE CORPORATION

Section 1. The Arizona State Taekwondo Championship The Corporation shall sponsor an annual Arizona State Taekwondo Championship to recognize Arizona State Taekwondo champions and determine qualifiers for the USA Taekwondo National Championships. The Board of Governors may use these championships to determine the membership of the Arizona State Taekwondo Team, and may sponsor such teams to the extent agreed to by the Board of Governors. To qualify for scholarships and funding for travel to the USA Taekwondo Nationals, an Athlete must be a citizen of the United States.

Section 2. Location of the Championship The Arizona State Taekwondo Championship shall take place in the greater Phoenix metropolitan area 2 to 3 times out of every 4 years. It shall take place in the greater Tucson metropolitan area 1 time every 4 years. It shall take place in Northern Arizona, in either Flagstaff or Prescott, 1 time every 6 years.

Section 3. Sanctioning other Tournaments The Corporation may also recognize other tournaments within the State of Arizona as a "sanctioned" Arizona State tournament. Such a sanction shall not in any way include an undertaking of responsibility for the conduct of the tournament.

Section 4. Rumbles and Joint Training Sessions The Corporation, through its Officers and Coaching Committees will provide other opportunities for Arizona Taekwondo Athletes from all its member clubs to train together and compete together.

ARTICLE 16 MISCELANEOUS

Section 1. Seal. The Board of Governors may adopt a corporate seal, which may be circular in form and shall contain the name of the Corporation and the words, "Seal, Arizona."

Section 2. Gender. The masculine gender is used in these Bylaws as a matter of convenience only and shall be interpreted to include the feminine and neuter genders as the circumstances indicate.

Section 3. Conflicts. In the event of any irreconcilable conflict between these Bylaws and either the Corporation's Articles of Incorporation or applicable Arizona law, the latter shall control.

Section 4. Definitions. Except as otherwise specifically provided in these bylaws, all terms used in these bylaws shall have the same definition as they have in the Arizona Nonprofit Corporation Act.

Section 5. Receipt of Notices by the Corporation Notices and other documents or writings shall be deemed to have been received by the Corporation when they are actually received in physical or electronic form: (i) at the registered office of the Corporation in Arizona; (ii) at the principal office of the Corporation (as that office is designated in the most recent document filed by the Corporation with the Secretary of State for Arizona designating a principal office) addressed to the attention of the secretary of the Corporation; (iii) by the secretary of the Corporation wherever the secretary may be found; (iv) by any other person authorized from time to time by the Board of Governors or the President to receive such writings wherever such person is found.

Section 6. Emergency Powers and Bylaws. An "emergency" exists for purposes of this Section if a quorum of the Governors cannot readily be obtained because of some catastrophic event. In the event of an emergency, the Board of Governors may: (i) modify lines of succession to accommodate the incapacity of any Governor, officer, employee or agent; and (ii) relocate the principal office, designate alternative principal offices or regional offices, or authorize officers to do so. During an emergency, notice of a meeting of the Board of Governors only needs to be given to those Governors whom it is practicable to reach and may be given in any practicable manner including by publication or radio. One or more officers of the nonprofit corporation present at a meeting of the Board of Governors may be deemed Governors for the meeting, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum. Corporate action taken in good faith during an emergency binds the Corporation and may not be the basis for imposing liability on any Governor, officer, employee or agent of the Corporation on the ground that the action was not authorized. The Board of Governors may also adopt emergency bylaws, which may include provisions necessary for managing the Corporation during the emergency including: (i) procedures for calling a meeting of the

Board of Governor; (ii) quorum requirements for the meeting; and (iii) designation of additional or substitute Governors. The emergency bylaws shall remain in effect during the emergency and not be after the emergency ends.

Section 7. Distributions. The term "distribution" means the payment of a dividend or any part of the income or profit of a corporation to its Governors or officers. The Corporation shall not make any distribution except as follows: (i) to pay compensation in a reasonable amount to its Governors or officers for services rendered; and (ii) to make distributions upon dissolution in compliance with applicable law.

CONFIDENTIAL



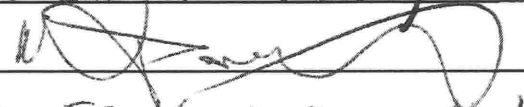

**ARTICLE 17
APPROVAL**

These bylaws shall become effective upon vote of the Board of Directors of the Arizona State Taekwondo Association, Inc., as a non-profit corporation on file with the Secretary of State, ID 17722724, at a duly constituted meeting.

The above Bylaws were approved and adopted by the Board of Governors as of the 8th day of September, 2013.

CERTIFICATE

I hereby certify that the foregoing Bylaws constitute the Bylaws of Arizona State Taekwondo Association, Inc., adopted by the Board of of the Corporation as of _____, 2013.

- (1) Seongil Mu 
- (2) ~~Stb et al~~ Rubben Lally 
- (3) Miguel Paredes 
- (4) YU Kim Elite Tae Kwon Do School, Gilbert 
- (5) ~~YU Kim~~ 