BYLAWS OF

USA TAEKWONDO, INC.

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SECTION 1. NAME AND STATUS

Section 1.1. Name. The name of the corporation shall be USA Taekwondo, Inc. (referred to in these Bylaws as "USATKD"). USATKD may establish such acronyms or 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. USATKD shall be a non-profit corporation incorporated and licensed pursuant to the laws of the State of Colorado. USATKD shall be operated for charitable and educational purposes as set forth below, and it shall also have as its purpose to foster national and international amateur sports competition in the sport of Taekwondo. USATKD shall operate consistent with and shall maintain a tax-exempt status in accordance with section 501(c)(3) of the Internal Revenue Code.

SECTION 2. OFFICES

Section 2.1. Business Offices. The principal office of USATKD shall be in Colorado Springs, Colorado. USATKD may at any time and from time to time change the location of its principal office. USATKD may have such other offices, either within or outside Colorado, as the Board of Directors may designate or as the affairs of USATKD may require from time to time.

Section 2.2. Registered Office. The registered office of USATKD required by the Colorado Revised Nonprofit Corporation Act (the "Nonprofit Corporation Act") shall be maintained in Colorado. The registered office may be changed from time to time by the Board of Directors or by the officers of USATKD, or to the extent permitted by the Nonprofit Corporation Act by the registered agent of USATKD. The registered office may be, but need not be, the same as the principal office.

SECTION 3. PURPOSE AND VISION

Section 3.1. Purpose. The Purpose of USATKD shall be to inspire United States athletes to achieve sustained competitive excellence in the sport of Taekwondo in the United States and to serve as the National Governing Body for the sport of Taekwondo under the authority of the United States Olympic & Paralympic Committee as set out below. Furthermore, USATKD is committed to providing the necessary programs, services and support for all Taekwondo participants by providing a safe and positive environment as well as demonstrating the high athletic skill, self-discipline, humility, indomitable spirit and expression of Olympic ideals required to excel in the sport.

Section 3.2. Vision. USATKD envisions a world where Taekwondo participants of all levels have the necessary programs, services, support and training to achieve excellence in the sport and that USATKD is seen as the premier benchmark for the development of Taekwondo as an Olympic sport, method of self-defense, form of recreation and way of life.

SECTION 4. RECOGNITION AS NATIONAL GOVERNING BODY

Section 4.1. Recognition as a National Governing Body. USATKD shall seek and attempt to maintain recognition by the United States Olympic & Paralympic Committee as the National Governing Body for the sport of Taekwondo in the United States. In furtherance of that purpose, USATKD shall comply with the requirements for recognition as a National Governing Body as set forth in the Ted Stevens Olympic and Amateur Sports Act, 36 U.S.C. §220501 et seq. and as mandated by the United States Olympic and Paralympic Committee (referred to in these Bylaws as "USOPC") as such requirements are promulgated or revised from time to time. In fulfilling those requirements USATKD shall comply with Section 8 of the USOPC Bylaws (or any successor to that provision), all other requirements of the USOPC Bylaws, and the following:

a. be a member of only one (1) international sports federation, which is recognized by the International Olympic Committee as the worldwide governing body for the sport of Taekwondo (currently the World Taekwondo);

b. be autonomous in the governance of the sport of Taekwondo by independently determining and controlling all matters central to such governance, by not delegating any of that determination or control, and by being free from outside restraint;

c. maintain the managerial and financial competence and capability to establish national goals for Taekwondo relating to the development and wellbeing of the sport, to implement and administer a plan for the attainment of those goals, and to execute its obligations as the National Governing Body for the sport of Taekwondo;

d. provide for individual and organizational membership;

e. ensure that its Board of Directors, and any other governance body, has established criteria and election procedures for, and maintains among its voting members, individuals who are actively engaged in amateur athletic competition in Taekwondo or who have represented the United States in an international amateur athletic competition in Taekwondo within the preceding ten (10) years, and ensures that the voting power held by those individuals is not less than 33 1/3% of the voting power held in its Board or other governance body;

f. provide for reasonable direct representation on its Board of Directors for any amateur sports organization which, in the sport of Taekwondo, conducts on a level of proficiency appropriate for selection of amateur athletes to represent the United States in a dedicated International Federation amateur athletic competition, a national program, or regular national amateur athletic competition, and ensure that representation reflects the nature, scope, quality, and strength of the programs and competitions of that amateur sports organization in relation to all other of those programs and competitions in the sport of Taekwondo in the United States;

g. be governed by a Board of Directors whose members are selected without regard to race, color, religion, national origin or sex, with reasonable diverse representation on the Board of both males and females;

h. provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in Taekwondo competitions without discrimination on the basis of race, color, religion, age, sex or national origin;

i. not have an officer who is also an officer of a competing sports organization or a sports organization that is recognized by the USOPC as a National Governing Body;

j. provide procedures for the prompt and equitable resolution of grievances of its members;

k. provide fair notice and an opportunity for a hearing to any amateur athlete, coach, trainer, manager, administrator or official before declaring such individual ineligible to participate;

l. agree to submit to binding arbitration in any controversy involving: (i) its recognition as a National Governing Body, or (ii) the opportunity of any amateur athlete, coach, trainer, manager, administrator or official to participate in amateur athletic competition in Taekwondo, upon demand of the USOPC or any aggrieved amateur athlete, coach, trainer, manager, administrator or official, conducted in accordance with the applicable rules of the arbitration provider designated by the corporation with the concurrence of the USOPC AAC and the National Governing Bodies' Council or as modified pursuant to the Ted Stevens Olympic and Amateur Sports Act;

m. not have eligibility criteria relating to amateur status or to participation in the Olympic or Pan American Games that are more restrictive than those of the international sports federation for the sport of Taekwondo recognized by the International Olympic Committee (currently the World Taekwondo); and

n. perform all other obligations and duties imposed by the Ted Stevens Olympic and Amateur Sports Act and by the USOPC on a National Governing Body.

o. Comply with all requirements of the U.S Center for SafeSport and its National Safety Policy, including but not limited to adopting the SafeSport Code and other mandatory policies imposed by the U.S. Center for Safe Sport and its policies.

SECTION 5. MEMBERS

Section 5.1. Categories of Membership. USATKD shall have individual and organization membership categories as follows:

a. Individual Membership Categories -

1. Athlete members. Athlete members are those individuals who register annually as competitive athletes and are eligible for competition in Taekwondo.
2. Coach members. Coach members are those individuals who register annually as active coaches.
3. Referee members. Referee members are those individuals who register annually as active referees and who are certified as referees by USATKD.
4. Supporting members. Supporting members are those individuals who register annually as supporting members and who are interested in the purpose, programs, aims and objectives of USATKD.
5. Life members. Life members are those individuals who register as life members and who pay to USATKD a life membership fee.

b. Organization Membership Categories -

1. Club members. Club members are those Taekwondo clubs that register as clubs, and agree to conduct their programs in accordance with and agree to be bound by the rules and regulations of USATKD, and comprise a group of individual USATKD members with a workout or training location distinct from any other Club member.
2. Affiliated Organization members. An Affiliated Organization member is an amateur sports organization that satisfies each of the following requirements: (1) it registers annually as an Affiliated Organization; (2) it conducts a national 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 the United States in dedicated International Federation international amateur athlete competition; and (3) it establishes that the nature, scope, quality, and strength of the programs and competitions in relation to all other Taekwondo programs and competitions in the United States justifies some

form of reasonable direct representation on the Board of Directors, all as solely determined by USATKD.

3. Contributing Organization members. Contributing Organization members are those amateur sports organizations that conduct athletic programs or activities that further the sport of Taekwondo in the United States or which otherwise support the sport of Taekwondo in the United States and that register as Contributing Organizations. Contributing Organizations do not have voting rights.
4. State Association members. The State Associations are those organizations recognized by the USATKD, according to criteria set by the Board of Directors from time to time, to administer state qualification tournaments and other such activities as may be required or requested by the USATKD, and which operate within the boundaries of a given state jurisdiction. State associations constitute a member category, but shall not have voting rights.

Section 5.2. Voting Rights. Individuals and organizations belonging to the following membership categories shall be entitled to vote in an election for directors of the Board:

a. Qualified Athlete members, Coach members and Referee members are entitled to vote for elections for their respective Directors. “Qualified Athlete members” are Athlete members eligible to vote for Athlete Directors as set out in Section 11.3 below. Athlete members who are not Qualified Athlete members are not entitled to vote as athletes for Athlete Director.

b. Life Members are entitled to vote in one of the following categories by designating (which designation shall take the form and be made at the time required by the Board of Directors) their intent to vote in that category of membership annually (but only if the member is otherwise entitled to vote in the category): Athlete Director, Coach Director, or Referee Director.

c. Organizations belonging to the following membership categories shall be entitled to vote in an election for directors of the Board for their respective Directors: Affiliated Organization members. No other voting privileges are conferred upon these members. An individual may belong to more than one of the above-mentioned membership categories. However, an individual is only eligible to vote in one membership category. Any individual who is a member of more than one membership category shall designate the membership category in which he or she shall vote in such manner as required by the Board of Directors.

An individual shall be a citizen of the United States and at least eighteen (18) years of age in order to be eligible to vote in an election. Notwithstanding these restrictions on voting, membership in USATKD is open to individuals who are younger than eighteen (18) years of age and to individuals who are not citizens of the United States. An individual shall be a registered member of USATKD at least sixty (60) days prior to the date of the record date of any election in order to be eligible to vote in such election.

Section 5.3. Membership Requirements and Dues. Membership in USATKD 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 membership of any member may be terminated by the Board of Directors upon recommendation of the Judicial Committee or Ethics Committee and following at least fifteen days notice to the member and an opportunity for the member to be heard. In addition, except as prohibited by law, the Judicial Committee or Ethics Committee shall have the power to impose sanctions on members including, but not limited to, termination or suspension of the membership of the member, issuance of letters of concern or reprimand, and forfeiture of results or prizes.

Section 5.5. Transfer of Membership. Members may not transfer their membership in USATKD. Members shall have no ownership rights or beneficial interests of any kind in the property of USATKD.

5.6 Anti-Doping Requirements

A. It is the duty of individual members of USATKD to comply with all anti-doping rules of the World Anti-Doping Agency (WADA), WT, the USOPC including the USOPC National Anti-Doping Policy, and of the U.S. Anti-Doping Agency (USADA), including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by WADA, WT, the USOPC and USADA. Athlete members agree to submit to drug testing by WT and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension. If it is determined that an individual member may have committed a doping violation, the member agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of WT, if applicable or referred by USADA.

B. It is the duty of all Athletes, Athlete Support Personnel and other Persons (as those terms are defined in the World-Anti Doping Code), by virtue of their participation in the Olympic, Paralympic, Pan American, Parapan American or Youth Olympic Games, participation in an Event or Competition organized or sanctioned by an NGB, PSO or HPMO, participation on a national

team, utilization of a USOPC Training Center, receipt of benefits from the USOPC or USATKD, inclusion in the Registered Testing Pool, or otherwise subject to the World Anti-Doping Code to comply with all anti-doping rules of WADA, WT, the USOPC, and of the U.S. Anti-Doping Agency (USADA), including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by WADA, WT and USADA. If it is determined that an Athlete, Athlete Support Personnel, or other Person may have committed a doping violation, the individual agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of WT, if applicable or referred by USADA. In addition, Athletes agree to submit to drug testing by WT and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension.

C. In the event that WADA, USADA, World Taekwondo or any other anti-doping organization with jurisdiction over the athlete, coach, athlete support personnel, or other person issues a determination of anti-doping violation, USA shall enforce the sanction imposed by such determination. USATKD shall ensure that such athlete, coach, athlete support personnel, or other person has been adequately notified of such determination and the process, and that the terms and conditions of the sanction are enforced at all levels under the jurisdiction of USATKD in accordance with the sanction.

SECTION 6. REGIONAL DIVISIONS

Section 6.1. Regional Divisions. The Board of Directors may divide the United States into geographic regions as the Board determines in its sole discretion will best serve the interests of the sport of Taekwondo. The Board may only change the geographic region division once every four (4) years after the initial division. The regions shall be an extension of USATKD and not separate entities. USATKD may hold regional competitions or conduct such other regional activities that promote the mission of USATKD as the Board and the Chief Executive Officer determine in their sole discretion.

SECTION 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 USATKD shall be governed by, its Board of Directors.

Section 7.2. Function of the Board. The Board of Directors represents the interests of USATKD's membership, the United States Taekwondo community and Taekwondo athletes by providing USATKD with policy, guidance and strategic direction. The Board oversees the management of USATKD and its affairs, but it does not manage USATKD. The Board shall select a well-qualified and ethical Chief Executive Officer and diligently oversee the Chief Executive Officer in the operation of USATKD. The Board shall focus on long-term objectives and impacts rather than on day-to-day management, empowering the Chief Executive Officer to manage a staff-driven organization with effective Board oversight. In addition, the Board performs the following specific functions, among others:

a. selects, compensates, supports, and evaluates the Chief Executive Officer and plans for management succession;

b. reviews and approves USATKD's strategic plan and the annual operating plans, budget, business plans, and corporate performance;

c. sets policy and provides guidance and strategic direction to management on significant issues facing USATKD;

d. reviews and approves significant corporate actions;

e. oversees the financial reporting process, communications with stakeholders, and USATKD's legal and regulatory compliance program;

f. oversees effective corporate governance;

g. approves capital structure, financial strategies, borrowing commitments, and long-range financial planning;

h. reviews and approves financial statements, annual reports, audit and control policies, and, upon the recommendation of the Audit Committee, selects independent auditors;

i. monitors to determine whether USATKD's assets are being properly protected;

j. monitors USATKD's compliance with laws and regulations and the performance of its broader responsibilities;

k. ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis;

l. monitors USATKD's compliance with the USOPC Bylaws and the Ted Stevens Olympic and Amateur Sports Act; and

m. conducts all such other operations and fulfills such other responsibilities as permitted by law not otherwise allocated hereunder.

n. monitors USATKD's compliance with the SafeSport Code and the National Safety Policy of the U.S. Center for SafeSport.

Section 7.3. Diversity Discussion. The Board of Directors shall be sensitive to the desirability of diversity at all levels of USATKD. The Board shall develop norms that favor open discussion and favor the presentation of different views.

Section 7.4. Board Qualifications. Each director of the Board must be a citizen of the United States and eighteen (18) years of age or older. A director need not be a resident of Colorado. A director shall have the highest personal and professional integrity, shall have demonstrated exceptional ability and judgment, and shall be effective, in conjunction with the other directors, in serving the long-term interests of USATKD. Directors should possess the highest personal values, judgment and integrity, understanding of athletic competition and the Olympic ideals, and have diverse experience in the key business, financial, and other challenges that face USATKD. Directors should have a high level of experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, communications, and sport. At least one of the Independent Directors, who shall also serve on the Audit Committee, shall have financial expertise.

Section 7.5. Number. The Board of Directors shall consist of the fixed number of twelve total directors, five (5) of whom shall be Independent Directors, four (4) of whom shall be Athlete Directors, one (1) of whom shall be a Coach Director, one (1) of whom shall be a Referee Director, one (1) of whom shall be an Affiliated Organization Director. If there is no Affiliated Organization, the Affiliated Director position shall remain vacant. Of the 33 1/3% of Athlete Directors, not less than 20% of voting Board members shall be 10 Year athletes and the remaining Athlete Directors shall be 10 Year or 10 Year+ athletes as those terms are defined in the USOPC Bylaws. At least half of these athlete representatives will have obtained 10-Year or 10-Year+ Athlete representative eligibility through competing at an event that, at the time of election/selection, is on a Delegation Event program

Section 7.6. Election/Selection. The Board of Directors shall be elected/selected as follows:

a. Independent Directors. The Board of Directors shall select Independent Directors, using procedures the Board deems appropriate and considering the recommendation of the Nominating Committee, from among individuals considered to be independent, as that term is defined in Section 7.7.

b. Athlete Directors. The Team USA Athletes' Commission representative shall serve as an Athlete Director. In addition, three additional Athlete Directors shall be elected by the athletes qualifying as 10 Year athletes as defined by the USOPC Bylaws. USATKD shall reimburse all Athlete directors for the reasonable and necessary costs of travel to attend Board of Director meetings. USATKD's alternate representative to the Team USA Athletes' Commission shall be a non-voting ex officio member of the Board of Directors, except that if the alternate is elected to serve on the Board of Directors as an Athlete Director, that member will count toward satisfaction of the 20% 10 Year athlete representation requirement, and the termination of the athlete's service on the Team USA Athletes' Commission for any reason shall terminate service on the USATKD Board. In addition, as a condition of such ex officio service, the Team USA Athletes' Commission Representatives and Alternates must be elected consistent with the Team USA Athletes' Commission Bylaws and any applicable procedures published by the Team USA Athletes' Commission. USATKD shall be responsible for ensuring that any athlete selected as an Athlete Director meets all applicable eligibility requirements, including assessing any disqualifying conflicts or periods of ineligibility from the Center or USADA.

c. Coach Director. The USATKD shall solicit open nominations for Coach Director from among USATKD members registered as a Coach and who meet the eligibility requirements for the current elections. Each USATKD-registered Coach shall have one (1) vote for the election of the USATKD Coach Representative on the USATKD Board of Directors and the individual receiving the highest number of votes shall be elected the Coach Director.

d. Referee Director. The USATKD shall solicit open nominations for Referee Director from among those USATKD members registered as a Referee and who meet the eligibility requirements for the current elections. Each USATKD member referee shall have one (1) vote in such election, and the individual with the highest vote total shall be elected the Referee Director.

e. Affiliated Organization Director. There shall be one seat for Affiliated Organizations, and all Affiliated Organizations recognized by USATKD together shall elect one representative among them in such manner as they select. In the event that the Affiliated Organizations are unable to select a manner for electing a Director, the Board of Directors shall specify the manner in which such Director shall be elected.

Section 7.7. Independence. In order to be considered "independent" for purposes of USATKD Board of Directors or other governance positions requiring independence under these Bylaws, an individual must both: (i) be determined to not have (or have had within the five years prior to his or her proposed appointment) any present or past material relationship with USATKD or with a competitor of USATKD either directly or through an organization that has (or has had) a material or competing relationship with USATKD and (ii) satisfy the restrictions set out in subparagraph (b) below. Moreover, the member must maintain an independent perspective by maintaining the requirements below for their entire term and any successive term, with exceptions related to their service on the board.

a. “Material relationship” and “competing organization.” As used in Section 7.7

A relationship is “material” if it might reasonably be deemed to interfere with an individual’s independent judgment or create the appearance of impairing an individual’s ability to exercise independent judgment on behalf of USATKD in compliance with the individual’s fiduciary obligations to USATKD. A relationship is “competing” if it involves any organization that is national or international in scope which conducts competitions and events involving the same talent pool of athletes, coaches, and/or referees as does the USATKD. The USATKD BOD shall determine the independence of a director after considering all relevant information concerning that director. An individual shall not be deemed “independent” under this subparagraph (a) unless a majority of the independent members of the Board of Directors deems such individual to be independent.

b. An individual will not be considered independent if:

1. the individual has ever been employed by or held any governance position (whether a paid or volunteer position) with USATKD (except as an Independent), USTU, the World Taekwondo, the Pan American Taekwondo Union, or a competing national or international Taekwondo organization;

2. an immediate family member of the individual has ever been employed by or held any governance position (whether a paid or volunteer position) with USATKD (except as an Independent), USTU, the World Taekwondo, the Pan American Taekwondo Union, or a competing national or international Taekwondo organization;

3. the individual has ever been affiliated with or employed by USATKD’s or USTU’s outside auditor or outside counsel;

4. an immediate family member of the individual has ever been affiliated with or employed by USATKD’s or USTU’s outside auditor or outside counsel as a partner, principal or manager;

5. the individual has ever been a Taekwondo coach, referee, affiliated organization member, USTU member, USATKD member, or a member of the Athletes’ Advisory Council;

6. the individual has ever received any compensation from USTU or USATKD, directly or indirectly;

7. the individual has ever been an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USATKD or USTU;

8. the individual has ever been an employee of a national or international Taekwondo organization. “Employee” is defined as a hired position for pay, whether as a consultant, coach, or any other paid position;

9. the individual has ever owned (in whole or in part) any taekwondo school or studio;

10. the individual has ever received compensation as a taekwondo instructor;

11. the individual has ever accompanied a competition team involving international travel in an appointed position on the team; or

12. the individual has ever been qualified to serve as an "athlete representative" under Section 8.8.2 (or any successor provision) of the USOPC Bylaws in the sport of Taekwondo.

13. the individual is/was an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with the NGB;

14. the individual is/was the parent or close family member or coach of an athlete who has competed in a Protected Competition; or

15. the individual is/was a member of the NGB in a membership category that participates in Protected Competitions.

Section 7.8. Tenure. (a) The term of office for a director of the Board shall generally be four (4) years, except that the initial term of Members whose seats are added at times other than an otherwise standard election may be determined by the Board in its discretion so as to provide generally equal overlapping sets of Directors. A director shall hold office until the director's term expires or, if earlier, the director's resignation, removal, incapacity, disability or death. (b) Effective upon adoption hereof, the Board will be divided into a Class A and a Class B, which will be as nearly equal in number as possible. There will be an election of Class A directors in the second half of 2016, and the term of office of each current director in Class A expires at the end of the day on December 31, 2016, with the newly elected Class A directors taking office for a term running from January 1, 2017 through December 31, 2020. Successive elections and tenures of Class A directors will follow every four (4) years. All athlete representatives on the Board of Directors will be considered Class A directors and will be elected as provided in Section 11.7 below, and the other Class A directors will consist of four (4) independent directors designated by Board resolution. There will be an election of Class B directors in the second half of 2018, and the term of office of each current director in Class B expires at the end of the day on December 31, 2018, with the newly elected Class B directors taking office for a term running from January 1, 2019 through December 31, 2022. Successive elections and tenures of Class B directors will follow every four (4) years. All non-athlete constituent representatives on the Board of Directors will be considered Class B directors and the other Class B directors will consist of four (4) independent directors designated by Board resolution.

Section 7.9. Term Limits. No director of the Board shall serve more than two (2) consecutive full terms.

When a director is elected/selected to fill a vacancy because of the creation of a new Board seat or the resignation, removal, incapacity, disability or death of a director, and the new or remaining term is for two (2) years or more, such term shall constitute a full term. If the vacancy being filled is for two (2) or more years, the director can serve one (1) additional four (4) year term following completion of the filled vacancy term. If the vacancy being filled is for less than two (2) years, the term shall not be a full term and the director can serve two (2) additional four (4) year terms following completion of the filled vacancy term.

Section 7.10. Director Attendance. Directors of the Board are expected to attend all regularly scheduled Board meetings. Each director must attend (by phone or in person) a minimum of at least one-half (1/2) of the Board meetings during any twelve-month (12) period. In the event an Independent Director fails to satisfy the attendance requirements, the Director may be removed by the Board of Directors if the Board finds that removal is an appropriate remedy under all the circumstances, giving due regard to the interests the Director is intended to protect. In the event any other director fails to attend the minimum number of meetings set out above, the Board of Directors shall call an election of the members entitled to vote for such Director for the purpose of determining whether the Director should be removed pursuant to Section 7.12 below.

Section 7.11. 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. Any vacancy occurring in the Board shall be filled as set forth for the election of that director, which election shall occur within sixty days of the vacancy unless the Board determines that exigent circumstances warrant an extension of that period. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office.

Section 7.12. Removal of Directors.

a. Directors elected by voting members or directors may be removed as follows:

1. The voting members may remove one or more directors elected by them with or without cause unless the Bylaws provide that directors may be removed only for cause.
2. If a director is elected by a voting group, only that voting group may participate in the vote to remove that director.
3. Subject to Section 7-127-208 (3) of the Nonprofit Corporation Act, a director may be removed only if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors.

4. A director elected by voting members may be removed by the voting members only at a meeting called for the purpose of removing that director, and the meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the director.
5. An entire Board of Directors may be removed under paragraphs 1 to 4 of this subsection a.
6. A director elected by the Board of Directors may be removed with or without cause by the vote of a majority of the directors then in office or such greater number as is stated in the Bylaws; except that a director elected by the Board of Directors to fill the vacancy of a director elected by the voting members may be removed without cause by the voting members, but not the Board of Directors

b. A designated director may be removed by an amendment to the Bylaws deleting or changing the designation so long as the amendment complies with Colorado law regarding such amendments.

Section 7.13. Regular and Special Meetings. The Board of Directors shall meet at regularly scheduled meetings at least four (4) times per year. The Board shall hold at least one (1) meeting each quarter. A Regular Meeting or a Special Meeting may be done via telephone conference. 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. The Chair shall set the time and place of any special meeting. If the chair has not set the time and place of a legally called special meeting within 30 days of receipt of the request, the person calling for the meeting shall do so.

Section 7.14. Notice of Meetings. Notice of each 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 private carrier, 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 delivered by private carrier, such notice is deemed delivered upon deposit with the carrier. 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 7.15. Quorum. The presence of the lesser of (a) a majority of the fixed number of directors of the Board at the time of any meeting and (b) two-thirds of the number of directors actually holding office at the time of any meeting constitutes a quorum for the transaction of business, and the act of a majority of directors at any meeting at which a quorum is present constitutes the act of the Board.

Section 7.16. Voting by Proxy. No director of the Board may vote or act by proxy at any meeting of the Board.

Section 7.17. 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 7.18. 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 no director demands in writing that the action not be taken without a meeting, and each director of the Board in writing either: (i) votes for such action; (ii) votes against such action; or (iii) abstains from voting or (iv) fails to respond. Each director who delivers a writing voting for or against a Board action or abstaining from voting shall be deemed to have consented to the meeting and to have waived the right to demand that action not be taken without a meeting.

Section 7.19. 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 such action is appropriate. As used in these Bylaws, "written" communications include communications through electronic mail.

Section 7.20. Agenda. The agenda for a meeting of the Board of Directors shall be set by the Chair of the Board, after consultation with the Chief Executive Officer. Any director of the Board may request that items be placed on the Board's agenda. The agenda should be posted on USATKD's website by the CEO or at the CEO's direction as far in advance of the meeting as practical.

Section 7.21. Questions of Order and Board Meeting Leadership. Questions of order shall be decided by the Chair of the Board 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 7.22. 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 7.23. Open and Executive Meeting Sessions. Ordinarily, all meetings of the Board of Directors shall be open to USATKD 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-USATKD members, with the consent of a majority of the directors of the Board in attendance.

Section 7.24. Minutes of Meetings. The minutes of all meetings and record of actions of the Board of Directors shall be published on USATKD's website. Every reasonable effort will be made to publish the minutes and actions within thirty (30) days after completion of the meeting.

Section 7.25. 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 USATKD's policies. Directors other than Independent Directors shall not be disqualified from receiving reasonable compensation for services rendered to or for the benefit of USATKD in any other capacity, provided that the rendering of such services and such compensation are approved by the Ethics Committee. Any person who receives any compensation from USATKD for services (exclusive of reimbursement for reasonable expense) shall immediately be disqualified from being deemed "independent."

SECTION 8. OFFICERS

Section 8.1. Designation. The officers of USATKD shall be: a Chief Executive Officer, who may be called the Executive Director; a Secretary General; a Secretary; and such other officers as the Board may from time to time designate. Each officer shall have such duties as the Board may impose. The officers shall be appointed by, and may be replaced without cause by, the Board of Directors, except that the Board may enter into contracts with any such officers that specify the rights of any officer terminated without cause. The Chief Executive Officer of USATKD shall serve as the President.

Section 8.2. Election/Selection. The Board of Directors shall elect from among the directors of the Board, by majority vote, a Chair, who shall be an Independent Director. The election shall be held at the first meeting of the Board on odd numbered years. The newly elected Chair shall take office immediately.

Section 8.3. Tenure. The term of office of the Chair of the Board shall be two (2) years. The newly elected Chair shall take office immediately. The Chair shall hold office until the Chair's successor is elected and qualified, or until the Chair's resignation, removal, incapacity, disability or death.

Section 8.4. Authority and Duties of Board Positions. The Chair shall have the following responsibilities, among such other duties as the Board may impose:

a. Chair of the Board. 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 that Board minutes are published; and (iv) exercise such powers and perform such other duties as from time to time may be assigned by the Board.

b. 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 Chief Executive Officer or by the Board.

Section 8.5. Restrictions. Officers of USATKD shall perform their functions with due care. No individual may serve simultaneously as an officer of USATKD and as an officer of an organization holding membership

in USATKD or as an officer of another amateur sports organization that is recognized by the USOPC as a National Governing Body.

Section 8.6. Term Limits and Replacement of Chair. When a Chair is elected to fill a vacancy because of the Chair's resignation, removal, incapacity, disability or death, and the remaining term is for one (1) year or more, such term shall constitute a full term. If the vacancy being filled is for one (1) year or more, the Chair can serve one (1) additional two (2) year term following completion of the filled vacancy term. If the vacancy being filled is for less than one (1) year, the term shall not be a full term and the director can serve two (2) additional two (2) year terms following completion of the filled vacancy term.

Section 8.7. Resignation, Removal and Vacancies. The Chair and Secretary may each be removed upon majority vote of the Board members holding office (excluding the director in question). Any vacancy occurring in the Chair shall be filled by the Board, by majority vote. A Chair elected to fill a vacancy shall be elected for the unexpired term of such Chair's predecessor in office. Any individual selected to fill a vacancy in the office of Secretary if any, shall be approved by the Board.

8.8 Definition and Identification of "10-Year Athletes," "10-Year+ Athletes," and "Actively Engaged Athletes." The AAC, the Nominating Committee, and the Governance Committee shall jointly develop a process to identify and vet candidates to serve as 10-Year Athletes, 10-Year+ Athletes, and Actively Engaged Athletes as necessary for service on USATKD Committees. In addition, the AAC will define standards for the qualification of "actively engaged athletes" and obtain approval for such standards by the USATKD Athlete Representation Review Working Group created under

Section 8.5.1.f.ii of the USOPC Bylaws.

SECTION 9. COMMITTEES

Section 9.1. Designation. USATKD shall have the following standing committees: a Judicial Committee, an Ethics Committee, a Nominating Committee, a Governance Committee, and an Audit Committee. The Board of Directors may appoint such other committees and task forces as the Board or Chief Executive Officer deem 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 9.2. Qualifications. Each committee or task force member must be a citizen of the United States, and need not be a current member of the USATKD. However, no committee whose members are not all Board members shall exercise any power delegated to the Board by these Bylaws, by Colorado law, or by any other legal authority.

Section 9.3. Number. Membership on standing committees shall be as set out in these Bylaws. Membership on other committees and task forces shall only exceed five (5) individuals if necessary and appropriate and if approved by a majority of the Board of Directors.

Section 9.4. Athlete Representation. All “Designated Committees” as defined in the USOPC Bylaws shall be composed of not fewer than 33 1/3% athlete members, at least half of whom shall be 10 Year athletes and the remainder of whom shall be 10 Year or 10 Year+ athletes as those terms are defined in the USOPC Bylaws. In the case of any committee overseeing selection of athletes, coaches, and/or staff for a Para sport Protected Competition, at least half of the athlete representatives (10 Year and 10 Year+) must have obtained 10 Year or 10 Year+ Athlete representative eligibility through competing in a Para sport event. Other USATKD Committees. Not less than 33 1/3% of the members of all other USATKD committees shall be Actively Engaged Athletes identified pursuant to the provisions of Section 8.8 above. All athletes under this Section 9.4 shall be selected by the Athletes’ Advisory Council from those vetted pursuant to Section 9.16.c.6 below.

Section 9.5. Tenure. The term for all standing and other committee members shall be two (2) years. 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.

Section 9.6. Term Limits. No committee member shall serve for more than three (3) consecutive terms.

Section 9.7. Committee Member Attendance. Committee and task force members are expected to attend all regularly scheduled committee and task force meetings of which they are members. Each committee or task force member must attend a minimum of at least one-half (1/2) of the committee or task force meetings of which they are a member during any twelve-month (12) period. In the event a committee or task force member fails to satisfy the attendance requirements, the member may be removed by (i) the Board of Directors if the member was appointed by the Board, or (ii) by the Chief Executive Officer if the member was appointed by the CEO, or (iii) by the committee or task force if the member was appointed by the committee or task force. Such removal shall be left to the sole discretion of the person appointing the member.

Section 9.8. 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 Board of Directors or to the Chief Executive Officer. 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 and task force members 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 committee member in question, if also a director), or by the Chief Executive Officer, if appointed by the Chief Executive Officer, or by the committee or task force if appointed thereby. Committee and task force members 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 if appointed by the Board (excluding the voting power of the director in question, if also a director), or upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the committee or task force if appointed thereby, or in the sole discretion of the Chief Executive Officer, if appointed by the Chief Executive Officer. Any vacancy occurring on 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 9.9. Procedures. Each committee and task force shall establish procedures for conducting its business and affairs. Such procedures shall be published and available on USATKD's website.

Section 9.10. Open and Executive Meeting Sessions. Ordinarily, all committee and task force meetings shall be open to USATKD 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- USATKD members, with the consent of a majority of the members of the committee or task force in attendance.

Section 9.11. Minutes of Meetings. Each committee and task force shall take minutes of its meetings and submit them to appropriate USATKD personnel for posting on USATKD's website.

Section 9.12. 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 USATKD's policies. Committee and task force members who are not directors of the Board may receive compensation for services rendered to or for the benefit of USATKD in any other capacity.

Section 9.13. Audit Committee. The Audit Committee shall be appointed and have the responsibilities as follows:

a. The Board of Directors shall appoint three to five members to serve as the Audit Committee and its chair, all of whom shall be directors of the Board. An Independent Director of the Board with financial experience shall be on the Audit Committee, and a majority of members of the Audit Committee (exclusive of any athlete representative) shall be Independent Directors.

b. The Audit Committee shall -

1. recommend the independent auditors of USATKD, review the report of the independent auditors and management letter, and recommend action as needed;
2. investigate matters of fiscal controls and disclosure and such other matter as directed by the Board; and
3. perform such other duties as assigned by the Board.

Section 9.14. Ethics Committee. The Ethics Committee shall be appointed and have the responsibilities as follows:

a. The Board of Directors shall appoint three to five members to serve as USATKD's Ethics Committee, and shall appoint one of those persons to serve as its chair. Members of the Ethics Committee shall satisfy the standards of independence for "Independent Directors" as set forth in these Bylaws, except that no athlete member shall be required to satisfy the standards for independence. No director

of the Board shall be appointed to the Ethics Committee. The Ethics Committee shall not be impaired from acting merely because fewer than three members are serving (so long as athlete representative requirements are met), except that the Board of Directors shall replace any vacancies as soon as possible. The Ethics Committee shall have the power to delegate responsibility for conducting hearings and making disciplinary recommendations to hearing panels.

b. The Ethics Committee shall -

1. Identify individuals who would be fair and impartial and who have sufficient training, experience, or education to serve on hearing panels; individuals serving on hearing panels shall not be required to be "independent" as defined in Section 7.7, except that the Ethics Committee shall take into account any affiliation any prospective hearing panel member has in order to ensure that the prospective member can serve fairly and impartially.
2. In accordance with procedures adopted by the Ethics Committee, render a decision related to grievances and disciplinary matters involving ethics issues including alleged violations of USATKD's Code of Ethics, Safe Sport Policies, and any other policies regulating ethical conduct of members. The Board of Directors may authorize the Ethics Committee to hear complaints directly and may authorize the Ethics Committee to appoint hearing panels to conduct hearings and to make recommendations to the Ethics Committee. The Ethics Committee shall not have the power to adjudicate any complaint within the exclusive jurisdiction of the U.S. Center for SafeSport.
3. Generally administer and oversee compliance with the Code of Ethics.
4. Review and investigate matters of ethical impropriety and make recommendations on such matters to the Board.
5. Review and provide guidance on ethical questions presented to it by the Board, officers, committee and task force members, volunteers, staff and USATKD members.
6. Review the Code of Ethics and recommend such changes as may be advisable to the Board of Directors.
7. Perform such other duties as assigned by the Board.

c. The Ethics Committee shall adopt such hearing procedures as it deems necessary, except that the procedures related to any complaint shall provide all affected parties notice and an opportunity to be heard consistent with due process.

Section 9.15. Judicial Committee. The Judicial Committee shall be appointed and have responsibilities as follows:

a. The Board of Directors shall appoint three to five members to serve as USATKD's Judicial Committee and shall appoint its chair. Members of the Judicial Committee shall satisfy the standards of independence for "Independent Directors" as set forth in these Bylaws. No director of the Board shall be appointed to the Judicial Committee. The Judicial Committee shall not be impaired from acting merely because fewer than three members are serving (as long as athlete representative requirements are met), except that the Board of Directors shall replace any vacancies as soon as possible. The Judicial Committee shall have the power to delegate responsibility for conducting hearings and making disciplinary recommendations to hearing panels.

b. The Judicial Committee shall -

1. Generally administer and oversee all administrative grievances and right to compete matters filed with USATKD.
2. Identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on hearing panels.
3. In a timely manner, hear and render a decision, or appoint a panel to hear and to recommend a decision, on grievances and disciplinary matters related to alleged USATKD rule violations not covered by the Ethics Committee, including right to compete matters; in circumstances in which, whether by law or Board vote, action concerning a member is within the exclusive jurisdiction of the Board of Directors, the Judicial Committee shall not have the power to undertake action concerning the member, but shall make such recommendation for action to the Board of Directors as it deems advisable.
4. Perform such other duties as assigned by the Board.

c. The Judicial Committee shall adopt such hearing procedures as it deems necessary, except that the procedures related to any complaint shall provide all affected parties notice and an opportunity to be heard consistent with due process.

d. The Ethics Committee shall impose on any person within the jurisdiction of USATKD such sanctions as are imposed by the U.S. Center for SafeSport Response and Resolution Center.

Section 9.16. Nominating Committee. The Nominating Committee shall be selected and have the responsibilities as follows:

a. The Nominating Committee shall be composed of not fewer than three individuals selected as follows:

1. 33.3% of members shall be athletes satisfying the requirement of section 8.5.3 (or any successor section) of the USOPC bylaws.

b. In considering a candidate for nomination to the Board, the Nominating Committee takes into consideration:

1. the candidate's contribution to the effective functioning of USATKD;
2. any potential or impending change in the candidate's principal area of responsibility with his or her company or in his or her employment;
3. whether the candidate continues to bring relevant experience to the Board;
4. whether the candidate has the ability to attend meetings and fully participate in the activities of the Board;
5. the candidate's reputation for personal integrity and commitment to ethical conduct;
6. whether the candidate has developed any relationships with another organization, or other circumstances have arisen, that might make it inappropriate for the director to continue serving on the Board; and
7. any other qualification the Nominating Committee deems appropriate to select a qualified and capable director.

c. The Nominating Committee shall

1. identify and evaluate prospective candidates for the Board;
2. recommend individuals for service on the Board of Directors;
3. recommend as requested by the Board individuals to serve on various committees and task forces;

4. consult with the Judicial and Ethics Committees with respect to vetting all nominations for all applicable eligibility requirements as well as potential conflicts of interest or other problematic background issues;
5. develop and recommend to the Board for its consideration an annual self-evaluation process of the Board and its committees and task forces;
6. jointly with the AAC, identify and vet candidates to serve as the 10Year, 10-Year+ Athlete, and actively engaged athlete representatives,
7. ensure that all elections are administered to ensure they are conducted fairly, consistently under election rules, and appropriately, including but not limited to being free from conflicts and limited to eligible voters.
8. perform such other duties as assigned by the Board.

Section 9.17. Governance Committee. The Governance Committee shall be selected and have the responsibilities as follows:

a. The Governance Committee shall be composed of five individuals selected as follows:
   1. Three individuals shall be selected by the Independent members of the Board of Directors and shall satisfy the standards of independence set out in Section 7.7.
   2. At least one of the three independent members shall be a member of the Board of Directors and shall be the Chair of the Committee.
   3. One individual shall be selected by the Coach Director, Affiliated Organization Director, and Referee Director; the individual so selected need not satisfy the standards of independence set out in Section 7.7, and may be - but is not required to be - a Director.
   4. One athlete representative shall be selected by the USATKD AAC from among its members.

b. The Governance Committee shall
   1. Review USATKD’s Articles of Incorporation and Bylaws and recommend changes where appropriate;
   2. Study USATKD’s governance system and recommend changes thereto where appropriate (whether such changes include amendments to the Articles of Incorporation or Bylaws); and
   3. Engage in such other studies or review of USATKD’s governance as the Board of Directors may require.

SECTION 10. ANNUAL NATIONAL CONGRESS

Section 10.1. Purpose. There shall be an annual National Congress at which all individual and organization members and other Taekwondo constituencies shall gather and provide input to the Board of Directors on important issues confronting the organization. The Board shall provide a report on the "State of the Union." The Chief Executive Officer and Secretary General shall coordinate to provide a managerial report addressing issues of concern and importance to USATKD. Individual and organization members and other Taekwondo constituencies may pose questions to the Board and Chief Executive Officer for response. The annual National Congress shall be purely advisory and shall have no rule making, budgetary, legislative, or other authority. The Board shall determine the agenda of the annual National Congress. Notwithstanding the foregoing, an annual meeting of the voting members is not required.

Section 10.2. Place. The annual National Congress shall be held in conjunction with a meeting of the Board of Directors.

Section 10.3. Notice. Notice of the annual National Congress stating the place, date and time of the Assembly shall be posted on the website of USATKD no fewer than thirty (30) days before the date of the meeting.

SECTION 11. ATHLETES' ADVISORY COUNCIL

Section 11.1. Designation. USATKD shall have an Athletes' Advisory Council consisting of nine (9) individuals.

Section 11.2. Qualifications. Only those individuals who satisfy the definition of an "athlete representative" as set out in the USOPC Bylaws (or any successor provision), who will be at least eighteen years of age on December 31 of the year of election, and who has been a member of USATKD for not fewer than the 60 days immediately preceding the election shall be eligible to run for election to the Athletes' Advisory Council.

Section 11.3. Election/Selection. Nine (9) individuals shall constitute the Athletes' Advisory Council. Seven members shall be elected after conclusion of the Summer Olympic Games, but prior to January 1 of the year following the Summer Olympic Games in an election separate from (and after) the Team USA Athletes' Commission representative election. In order to be eligible to vote for these candidates, an individual must be a USATKD member and must satisfy the definition of "athlete representative" as set out in the USOPC Bylaws (or any successor provision). In order to be eligible to vote in the election, an individual shall be a citizen of the United States and eighteen (18) years of age or older by December 31 of the year in which the election is held. Further, an individual shall be a member of USATKD sixty (60) days prior to the date of the election in order to be eligible to vote in the election. The two Poomsae athletes, three sparring athletes, and two para-athletes (of different sexes) with the highest vote totals shall be elected to the AAC. Voting shall be conducted by the discipline in which each voter qualified under the USOPC Bylaws, and any individual who qualifies under both sparring and Poomsae shall be eligible to vote in each election. The eighth and ninth positions on the Athletes' Advisory Council shall be filled by USATKD's representative and alternate to the Team USA Athletes' Commission.

Section 11.4. Tenure. The term for members of the Athletes' Advisory Council shall be for four (4) years or until the next regularly scheduled election, whichever is earlier.

Section 11.5. Term Limits. No Athletes' Advisory Council member shall serve for more than two (2) consecutive terms.

Section 11.6. 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 four (4) years. The newly elected chair shall take office

immediately. 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 11.7. Board of Directors. In accordance with Section 7.6.b of these Bylaws, the pool of athletes constituting 10 Year athletes shall elect, from among 10 Year athletes, three individuals who shall serve as athlete directors on the USATKD Board of Directors in addition to the Team USA Athletes' Commission representative.

Section 11.8. Procedures. The Athletes' Advisory Council shall establish procedures for conducting its business and affairs. Such procedures shall be published and available on USATKD's website.

Section 11.9. Open and Executive Meeting Sessions. Ordinarily, all meetings of the Athletes' Advisory Council shall be open to USATKD 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-USATKD members, with the consent of a majority of the members of the Council in attendance.

Section 11.10. Compensation. Athlete Advisory Council members shall not receive compensation for their services as Athlete Advisory Council members. USATKD shall pay for the reasonable expenses of all members of the Athletes' Advisory Council to attend Athletes' Advisory Council meetings, and USATKD shall pay for the reasonable expenses of athlete representatives to attend USATKD Board meetings.

SECTION 12. TEAM USA ATHLETES' COMMISSION

Section 12.1. Designation. USATKD shall have a representative and an alternate representative to the Team USA Athletes' Commission.

Section 12.2. Qualifications. In order to serve as a USATKD representative to the Team USA Athletes' Commission, an individual must satisfy the requirements of the USOPC Bylaws (or any successor section), and must be eighteen years by December 31 of the year in which the election is conducted.

Section 12.3. Election/Selection. The election for Team USA Athletes' Commission representatives shall be held immediately before the election for USATKD AAC representatives. An individual who is not elected as the Team USA Athletes' Commission representative or alternate may run for election to the USATKD AAC. The individual with the highest vote total is elected as athlete representative to the Team USA Athletes' Commission. The individual of the opposite gender with the next highest vote total (as is required by the Team USA Athletes' Commission), is elected as the alternate representative to the Team USA Athletes' Commission. In order to vote for Team USA Athletes' Commission representative, an individual must satisfy the requirements of

Section 14.4 of the USOPC Bylaws.

Section 12.4. Tenure. The term for all representatives to the Team USA Athletes' Commission shall be for four (4) years, or until the next regularly scheduled election, whichever is earlier.

Section 12.5. Term Limits. No representative to the Team USA Athletes' Commission shall serve for more than two (2) consecutive terms. There is no term limit restriction for the position of alternate representative.

SECTION 13. USOPC NATIONAL GOVERNING BODIES' COUNCIL

Section 13.1. Designation. USATKD shall have a representative and an alternate representative to the USOPC National Governing Bodies' Council.

Section 13.2. Election/Selection. The Chief Executive Officer, or his or her designee, shall be USATKD's representative to the USOPC National Governing Bodies' Council. The Chair of the Board shall be USATKD's alternate representative to the USOPC National Governing Bodies' Council.

SECTION 14. EXECUTIVE OFFICERS

Section 14.1. Designation. USATKD shall have a Chief Executive Officer, who may be called the Executive Director, and a Secretary General.

Section 14.2. Tenure. The Chief Executive Officer shall be employed by USATKD for whatever term the Board deems appropriate. The Chief Executive Officer may be removed by the Board at any time, with or without cause, but removal shall not affect the Chief Executive Officer's contract rights, if any. If the Chief Executive Officer has a written contract of employment with USATKD, the contract shall provide that the Chief Executive Officer's employment may be terminated by the Board with or without cause. The Chief Executive Officer's contract may be terminated only if a majority of the Independent Directors on the Board of Directors approve such termination, or, in the absence of such approval, two-thirds of all Directors on the Board vote in favor of termination. The other executive officers shall be employed by USATKD for whatever term the Chief Executive Officer deems appropriate. Any other executive officer may be removed by the Chief Executive Officer at any time, with or without cause, but removal shall not affect such executive officer's contract rights, if any. If any such executive officer has a written contract of employment with USATKD, the contract shall provide that such executive officer's employment may be terminated by the Chief Executive Officer with or without cause.

Section 14.3. Secretary General. The Secretary General of USATKD shall represent USATKD in relations with the international sports federation for the sport of Taekwondo recognized by the International Olympic Committee (currently the World Taekwondo) and at international Taekwondo functions and events.

Section 14.4. Responsibilities. The Chief Executive Officer shall:

a. Develop, with input from the Secretary General, a strategy for achieving USATKD's mission, goals and objectives and present the strategy to the Board of Directors for approval;

b. Prepare and submit quadrennial and annual budgets to the Board for approval;

c. Determine the staff needed to effectively carry out USATKD's mission, goals and objectives, within USATKD's budget;

d. Oversee the hiring and termination of all staff;

e. Either directly or by delegation manage all staff functions;

f. Be responsible for resource generation, allocation of resources, and management of expenses;

g. With the Chair of the Board and the Secretary General, act as USATKD's spokesperson;

h. Perform all functions as usually pertain to the office of Chief Executive Officer and as may be assigned by the Board; and

i. Maintain the USATKD Corporate Calendar, with such events and dates as the Board of Directors may specify.

j. Serve, or appoint an individual to serve, as USATKD's Designated Representative and Liaison to the U.S. Center for SafeSport.

The Secretary General shall:

a. Assist the Chief Executive Officer in developing a strategy for achieving USATKD's mission, goals and objectives and presenting the strategy to the Board of Directors for approval;

b. Coordinate USATKD's international activities and relations with the international governing organization for taekwondo and with other national and international taekwondo organizations;

c. With the Chair of the Board and Chief Executive Officer, act as USATKD's spokesperson;

d. Report to the Chief Executive Officer, and provide information to the Board as requested by the Board; and

e. Perform all other functions as may be assigned by the Chief Executive Officer or the Board.

SECTION 15. COMPLAINT PROCEDURES

Section 15.1. Designation of Complaints. The following kinds of complaints may be filed with USATKD:

a. Administrative Grievance. USATKD or any member of USATKD may file a complaint pertaining to any matter within the jurisdiction of USATKD, including but not limited to any alleged violation of or grievance concerning: (i) any USATKD rule or regulation, (ii) any provision of USATKD's Bylaws, (iii) any provision of the Ted Stevens Olympic and Amateur Sports Act relating to USATKD's recognition as a National Governing Body.

b. Right to Compete. Any athlete, coach, trainer, manager, administrator or official may file a complaint pertaining to any alleged denial, or alleged threat to deny, of that individual's opportunity to participate in a USATKD sanctioned competition or any competition deemed "protected" under the Bylaws of the USOPC.

c. Ethics Complaint. Any USATKD member may file a Complaint alleging that any member has violated USATKD's Code of Ethics.

Section 15.2. Jurisdiction. All members of USATKD and all persons participating in its activities, by virtue of such membership or participation, agree to be bound by all USATKD rules and regulations, all rules and regulations of World Taekwondo and the USOPC, the United States Anti-Doping Agency, the U.S. Center for SafeSport, and any other sports organization that has jurisdiction over athletic competitions or other events in which the member participates.

Section 15.3. Manner of Filing. The Complainant shall file the complaint with the CEO of USATKD, who shall distribute copies to the Judicial Committee or Ethics Committee members within 10 days of receipt of the complaint. In the event the Complaint concerns a right to compete, the CEO shall forward the Complaint to the Judicial Committee within 24 hours of receipt. The Complainant shall also provide proof of service on the Respondent. In the event that the Complainant verifies that he, she, or it is unable to locate the Respondent, USATKD shall serve the Complaint on Respondent as soon as practical. The complaint shall set forth in clear and concise language, preferably in numbered paragraphs: (i) the alleged violation, grievance, denial or threat to deny, and (ii) the remedy requested. The Complainant shall sign the complaint and attest to the validity of all statements, provide all necessary supporting materials, and provide proof of USATKD membership.

Section 15.4. Filing Fee. Ethics complaints require no filing fee. Any other complaint filed by an individual shall be accompanied by a $250.00 filing fee. Any other complaint filed by an organization shall be accompanied by a $500.00 filing fee, except that USATKD is not required to pay a filing fee. The Complainant may request that the filing fee be reduced or waived for reasons of significant financial hardship. If such request is made, the Judicial Committee or Ethics Committee shall determine whether or not to reduce or waive the filing fee.

Section 15.5. Statute of Limitations. Any complaint filed under these Bylaws other than an ethics complaint shall be filed within six months of discovery by the Complainant of the occurrence of the alleged violation, grievance, denial or threat to deny.

Section 15.6. Doping Decisions. A decision concerning a doping violation adjudicated by the independent anti-doping organization designated by the USOPC to conduct drug testing (currently the United States Anti-Doping Agency) shall not be reviewable through, or the subject of, these complaint procedures.

Section 15.7. Field of Play Decisions. The final decision of a referee during a competition regarding a field of play decision (a matter set forth in the rules of the competition to be within the discretion of the referee) shall not be reviewable through, or the subject of, these complaint procedures unless the decision is: (i) outside the authority of the referee to make, or (ii) the product of fraud, corruption, partiality or other misconduct of the referee. For purposes of this Section, the term “referee” shall include any individual with discretion to make field of play decisions.

Section 15.8. Administration. The Judicial Committee shall generally administer and oversee all administrative grievances and right-to-compete complaints, and the Ethics Committee shall generally administer and oversee ethics complaints filed with USATKD. The Judicial Committee and Ethics Committee shall be responsible to ensure that all complaints are heard in a timely, fair and impartial manner under such procedural rules as each may promulgate.

Section 15.9. Arbitration. Any party may appeal a final decision of a hearing panel, the Judicial Committee, or the Ethics Committee to the Board of Directors. A final decision, including a decision of the Board of Directors if the Board makes a final decision, may be appealed to the arbitration provider designated by the corporation with the concurrence of the USOPC AAC and the National Governing Bodies’ Council. The arbitrator appointed by the arbitration provider designated by the corporation with the concurrence of the USOPC AAC and the National Governing Bodies’ Council shall have the authority to hear the matter anew or if requested by a party to render a decision on a more limited review. Either party may submit the decision of the hearing panel to the arbitrator for the arbitrator’s consideration. The arbitrator may give whatever weight or authority to the hearing panel’s decision, as the arbitrator deems appropriate.

SECTION 16. SANCTIONING EVENTS

Section 16.1. Prompt Review of Request. USATKD shall promptly review every request submitted by an amateur sports organization or person for a sanction and make a determination on such request: (i) to hold an international or national amateur athletic competition in the United States, or (ii) to sponsor U.S. Taekwondo athletes to compete in an international athletic competition held outside the United States.

Section 16.2. Standard for Review. If USATKD, as a result of its review: (i) does not determine by clear and convincing evidence that holding or sponsoring an international or national amateur athletic competition would be detrimental to the best interest of Taekwondo, and (ii) confirms that the amateur sports organization or person meets the requirements for obtaining a sanction as set forth in these Bylaws, then USATKD shall grant the sanction requested by the amateur sports organization or person.

Section 16.3. Requirements for Holding an International or National Amateur Athletic Competition in the United States. An amateur sports organization or person requesting a sanction to hold an international or national amateur athletic competition in the United States shall comply with the following requirements:

a. Submits, in the form required by USATKD, an application to hold such competition;

b. Pays to USATKD the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;

c. Submits to USATKD an audited or notarized financial report of similar events, if any, conducted by the organization or person; and

d. Demonstrates that -

1. appropriate measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition;
2. appropriate provision has been made for validation of records which may be established during the competition;
3. due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
4. the competition will be conducted by qualified officials;

5. proper medical supervision will be provided for athletes who will participate in the competition; and
6. proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

Section 16.4. Requirements for Sponsoring U.S. Taekwondo Athletes to Compete in an International Athletic Competition Held Outside the United States. An amateur sports organization or person requesting a sanction to sponsor U.S. Taekwondo athletes to compete in an international athletic competition held outside the United States shall comply with the following requirements:

a. Submits, in the form required by USATKD, an application to hold such competition;

b. Pays to USATKD the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;

c. Submits a report of the most recent trip to a foreign country, if any, that the amateur sports organization or person sponsored for the purpose of having United States amateur athletes compete in international amateur athletic competition, and

d. Submits a letter from the appropriate entity that will hold the international amateur athletic competition certifying that -

1. appropriate measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition;
2. appropriate provision has been made for validation of records which may be established during the competition;
3. due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
4. the competition will be conducted by qualified officials;
5. proper medical supervision will be provided for athletes who will participate in the competition; and
6. proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

SECTION 17. RECORDS OF USATKD

Section 17.1. Minutes. USATKD 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 17.2. Accounting Records. USATKD shall maintain appropriate accounting records.

Section 17.3. Membership List. USATKD 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 17.4. Records In Written Form. USATKD shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 17.5. Website. USATKD shall maintain a website for dissemination of information to its members. USATKD shall post on its website its Bylaws. Additionally, USATKD shall post on its website its most recent annual financial statement and its most recent 990 Form filed with the Internal Revenue Service.

Section 17.6. Records Maintained at Principal Office. USATKD shall keep a copy of each of the following records at its principal office:

a. the Articles of Incorporation;

b. these Bylaws;

c. rules or regulations adopted by the Board of Directors pertaining to the administration of the sport of Taekwondo, and resolutions adopted by its Board of Directors relating to the characteristics, qualifications, rights, limitations, and obligations of members or any class or category of members;

d. the minutes of all meetings of the Board of Directors, and records of all action taken by the Board without a meeting, for the past three (3) years;

e. all written communications within the past three (3) years to the members generally as the members;

f. a list of the names and business or home addresses of the current directors and officers;

g. a copy of the most recent corporate report delivered to the Colorado Secretary of State;

h. all financial statements prepared for periods ending during the last three (3) years;

i. USATKD's application for recognition of exemption and the taxexemption determination letter issued by the Internal Revenue Service; and

j. all other documents or records required to be maintained by USATKD at its principal office under applicable law or regulation.

Section 17.7. 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 USATKD's principal office, any of the records of USATKD described in Section 17.6., except any personal information such as home addresses, telephone numbers etc. of USATKD Staff and Board Members, provided that the member gives USATKD written demand at least five (5) 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, USATKD shall mail to such member its most recent annual financial statements showing in reasonable detail its assets and liabilities and results of its operations.

c. Membership List.

1. Preparation of Membership Voting List. After determining the members entitled to vote in an election, USATKD shall prepare, by class, an alphabetical list of the names of all members who are entitled to vote. The list shall show for each member entitled to vote, that member's name, email address (if available), mailing address, and the number of votes the member is entitled to cast.

2. Right of Inspection. A member shall be entitled to inspect and copy, during regular business hours at USATKD's principal office, a list of members who are entitled to vote in an election, provided that (i) the member has been a member for at least three (3) months immediately preceding the demand to inspect or copy, (ii) the demand is made in good faith and for a proper purpose reasonably related to the member's interest as a member, (iii) the member gives USATKD written demand at least five (5) business days before the date on which the member wishes to inspect and copy such voting list, (iv) the member describes with reasonable

particularity the purpose for the inspection, and (v) the inspection of the list of members is directly connected with the described purpose. Any member seeking to inspect and copy a membership list shall, prior to such inspection and copying, execute a signed agreement in the form as approved by USATKD limiting the use of such list in accordance with Section 17.7.c.3.

3. Limitation on Use of Membership Voting List. Without consent of the Board of Directors, a membership voting list may not be obtained or used by any person for any purpose unrelated to a member's interest as a member. Without limiting the generality of the previous sentence, without the consent of the Board a membership voting list may not be: (i) used to solicit money or property; (ii) used for any commercial purpose; or (iii) sold to or purchased by any person.

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. USATKD 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 USATKD, or the power of a court to compel the production of corporate records for examination.

SECTION 18. CODE OF ETHICS

Section 18.1. Code of Ethics. The Ethics Committee shall adopt and publish on the USATKD website a Code of Ethics. The Ethics Committee is responsible for enforcement of the Code of Ethics in conjunction with the Board of Directors as set out above.

SECTION 19. FIDUCIARY MATTERS

Section 19.1. Indemnification. USATKD shall defend, indemnify and hold harmless each director of the Board, each member of a USATKD committee or hearing panel, 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 person arising out of the latter's performance of his or her duties in USATKD, unless such claims, charges and expenses were caused by fraud or willful misconduct on the part of said person.

Section 19.2. Discharge of Duties. Each director of the Board, each member of a USATKD committee or hearing panel, and each 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 he or she reasonably believes to be in the best interests of USATKD.

Section 19.3. Conflicts of Interest. If any director of the Board, officer, committee, hearing panel or task force member has a financial interest in any contract or transaction involving USATKD, or has an interest adverse to USATKD'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. No contract or transaction as described above shall be valid or enforceable against USATKD unless approved by a majority of the Board of Directors and a majority of the Independent Directors. In addition, USATKD has promulgated a USATKD Conflict of Interest Policy, which Policy applies to such individuals and shall be in addition to - and not in lieu of - the requirements of this Section.

Section 19.4. Prohibited Loans. No loans shall be made by USATKD to the Chair of the Board, to any director of the Board, or to any committee or task force member or to any USATKD employee. Any Chair, director, committee or task force member or USATKD employee who assents to or participates in the making of any such loan shall be liable to USATKD for the unpaid balance of any such loan.

SECTION 20. FINANCIAL MATTERS

Section 20.1. Fiscal Year. The fiscal year of USATKD shall commence January 1 and end on December 31 each year.

Section 20.2. Budget. USATKD shall have an annual budget.

Section 20.3. Audit. Each year USATKD shall have an annual audit of its books and accounts prepared by an independent certified public accountant as recommended by the Audit Committee. The Audit Committee shall provide the auditor's report to the Board of Directors upon completion.

Section 20.4. Individual Liability. No individual director of the Board or officer shall be personally liable for any debt or other obligation incurred in the name of USATKD and with USATKD's authorization solely by virtue of that individual's position as such officer or director.

Section 20.5. Irrevocable Dedication and Dissolution. The property of USATKD is irrevocably dedicated to charitable purposes, and no part of the net income or assets of USATKD shall inure to the benefit of private persons. Upon the dissolution or winding up of USATKD, its assets remaining after payment, or provision for payment, of all debts and liabilities of USATKD, 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.

SECTION 21. MISCELLANEOUS PROVISIONS

Section 21.1. 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 21.2. 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.

SECTION 22. AMENDMENTS OF BYLAWS

Section 22.1. Amendments These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted, by a simple majority of the fixed number of directors of the Board at any meeting duly called and at which a quorum is present if a majority of the Independent Directors approves such changes. In the absence of approval by a majority of Independent Directors, such changes to Bylaws shall require approval by not fewer than two-thirds of the Directors present at a meeting of the Board at which a Quorum is present.

Section 22.2. Proposed Amendments. The Board shall post a notice of any proposed Bylaw amendments on its website not fewer than 30 days prior to the Board meeting at which Bylaw amendments will be considered for those amendments proposed by the Board or its committees. This posting may be waived or the timing of such posting may be reduced by a vote of the Directors sufficient to pass Bylaw Amendments in the event of exigent circumstances that require immediate action by the Board. The posting shall notify all USATKD members that they may submit written comments regarding the proposed amendments to USATKD (in care of the CEO) not less than ten days prior to the Board meeting at which Bylaw amendments will be considered or within such time as the Board may otherwise direct. USATKD shall give notice to members of all Bylaw amendments proposed by members in accordance with Colorado statutes.

Section 22.3. Amendment by Members. Members shall have the right to amend these Bylaws in the manner provided by Colorado law.