

***BYLAWS OF USA NATIONAL
KARATE-DO FEDERATION, INC.***

Effective July 9, 2025

SECTION 1. OFFICES. NAME AND STATUS

Section 1.1. Name.

The name of the corporation shall be USA National Karate-do Federation, Inc. (referred to in these Bylaws as “USA-NKF”). USA-NKF 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.

USA-NKF shall be a non-profit corporation incorporated pursuant to the laws of the State of Colorado. USA-NKF shall be operated for charitable and educational purposes and it shall also have as its purpose to foster national and international amateur sports competition in the sport of karate. USA-NKF shall operate consistent with and shall maintain a tax-exempt status in accordance with section 501(c)(3) of the Internal Revenue Code. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. Upon the dissolution of USA-NKF, assets shall be distributed for one or more exempt purposes within the meaning of IRC Section 501(c)(3), or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

SECTION 2. OFFICES

Section 2.1. Business Offices.

USA-NKF may at any time and from time to time change the location of its principal office. USA-NKF may have such other offices, either within or outside Colorado, as the Board of Directors may designate or as the affairs of USA-NKF may require from time to time.

Section 2.2. Registered Office.

The registered office of USA-NKF 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 USA-NKF. The registered office may be, but need not be, the same as the principal office.

SECTION 3. MISSION

Section 3.1. Mission.

The Mission of USA-NKF shall be to enable United States athletes to achieve sustained competitive excellence and to promote and grow the sport of karate in the United States while maintaining the

well-being of our members.

SECTION 4. CERTIFICATION AS NATIONAL GOVERNING BODY

Section 4.1. Certification as a National Governing Body.

USA-NKF shall seek and attempt to maintain certification by the United States Olympic & Paralympic Committee (the “USOPC”) as the National Governing Body (NGB) for the sport of karate in the United States. In furtherance of that purpose, USA-NKF shall comply with the requirements for certification as a NGB as set forth in 36 U.S.C. §§ 220501 – 220543, known as the Ted Stevens Olympic and Amateur Sports Act, and by the USOPC as such requirements are promulgated or revised from time to time. In fulfilling those requirements USA-NKF shall:

- a) **Governance and Compliance.**
 - i. fulfill all responsibilities as an NGB as set forth in the Act
 - ii. adopt and maintain governance and athlete representation policies complying with the requirements of these Bylaws
 - iii. adopt and maintain an Athletes Advisory Council composed entirely of NGB 10 Year Athletes, except that it may include up to 20% (of total council membership) NGB 10 Year+ Athletes (definitions in Section 8.5 below), as a part of its overall governance structure (“NGB AAC”)
 - iv. adopt and maintain appropriate good governance practices
 - v. be recognized by the Internal Revenue Service as a tax-exempt organization under the Internal Revenue Code
 - vi. adopt and enforce a code of conduct for its employees, members, board of directors, and officers including clear conflicts of interest principles
 - vii. adopt and enforce ethics policies and procedures
 - viii. demonstrate an organizational commitment to diversity and inclusion
 - ix. satisfy such other requirements as are set forth by the corporation
- b) **Financial Standards and Reporting Practices.**
 - i. demonstrate financial operational capability to administer its sport
 - ii. be financially and operationally transparent and accountable to its members and to the corporation

- iii. adopt a budget and maintain accurate accounting records in accordance with accounting principles generally accepted in the United States of America (GAAP)
 - iv. submit its complete IRS Form 990 and audited financial statements, including management letter and budget, to the corporation annually
 - v. post on its website its current bylaws and other organic documents, its IRS Form 990 for the three most recent years, and its audited financial statements for the three most recent years
 - vi. satisfy such other requirements as are set forth by the corporation
- c) Athlete Safety.
- i. comply with all applicable athlete safety and child protection laws
 - ii. comply with the policies and requirements of the USCSS
 - iii. maintain and enforce an athlete safety program consistent with the policy(ies) and standards directed by the corporation
 - iv. iv. comply with the anti-doping policies of the corporation and with the policies and procedures of USADA
 - v. v. satisfy such other requirements as are set forth by the corporation
- d) Sport Performance.
- i. maintain and execute on a strategic plan that is capable of supporting athletes in achieving sustained competitive excellence, and in growing the sport
 - ii. publish athlete, coach, and staff participation criteria for all Protected Competitions (e.g., eligibility requirements and deadlines, conditions of participation, and selection criteria where applicable)
 - iii. where selection to participate in Protected Competition applies, establish selection procedures for athletes, coaches, and staff that are
 - a. developed and approved by a Designated Committee
 - b. fair, clearly articulated in writing, and properly communicated and published in a timely manner
 - iv. timely submit for corporation approval athlete, coach, and staff selection procedures for Delegation Events

- v. consistently apply and effectively conduct, in accordance with applicable selection procedures, a selection process
 - vi. competently and timely nominate to the corporation athletes and team officials for Delegation Event teams as applicable
 - vii. satisfy such other requirements as are set forth by the corporation
- e) Operational Performance.
- i. obtain and keep current insurance policies in such amount and for such risk management as appropriate
 - ii. actively seek, in good faith, to generate revenue in addition to any resources that may be provided by the corporation, sufficient to achieve financial sustainability
 - iii. maintain and enforce grievance procedures that provide for prompt and equitable resolution of grievances and fair notice and an opportunity for a hearing before declaring an individual ineligible to participate, and agree to submit to binding arbitration for any controversy involving the opportunity to participate in competition as required by the Act
 - iv. adopt a whistleblower and anti-retaliation policy
 - v. cooperate with the corporation in preventing the unauthorized use of the names and trademarks of the corporation, the words “Olympic,” “Paralympic” and “Pan American,” and their derivatives, as well as their symbolic equivalents
 - vi. satisfy such other requirements as are set forth by the corporation

Section 4.2. National Governing Body SafeSport and Anti-Doping Obligations.

- a) Compliance with the USOPC and U.S. Center for SafeSport Policies and Procedures.
As a member National Governing Body of the United States Olympic & Paralympic Committee, USA- NKF shall adhere to the athlete safety rules and regulations of the USOPC. Additionally, USA-NKF, as a condition of membership in the USOPC, shall comply with the policies and procedures of the U.S. Center for SafeSport. USA-NKF also shall adopt and maintain athlete safety policies and procedures consistent with the U.S. Center for SafeSport’s rules, policies, and procedures, as they may be modified or amended from time to time.
- b) Compliance with the USOPC and United States Anti-Doping Agency (USADA) Rules and Regulations.
 - i. It is the duty of individual members of USA-NKF to comply with all anti-doping rules of the World Anti-Doping Agency (WADA), the WKF, 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, the WKF, the USOPC and USADA. Athlete members agree to submit to drug testing by the WKF 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 the WKF, if applicable or referred by USADA.

- ii. 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 USA-NKF inclusion in the Registered Testing Pool, or otherwise subject to the World Anti-Doping Code to comply with all anti-doping rules of WADA, the WKF, 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, the [IF] 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 the WKF, if applicable or referred by USADA. In addition, Athletes agree to submit to drug testing by the WKF 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.”

SECTION 5. MEMBERS

Section 5.1. Categories of Membership.

The USA-NKF shall have individual and organization membership categories as follows:

- a) Individual Membership Categories –
 - i. Athlete Members. Athlete members are those individuals who register as competitive athletes and are eligible for competition in karate. Adult members 18 years of age and older are required to satisfy the USA-NKF SafeSport Program requirements.
 - ii. Coach Members. Coach members are those individuals who register as active

coaches, satisfy the USA-NKF SafeSport Program requirements and who are recognized as a coach by USA-NKF. Coach members are eligible to compete as athletes in USA-NKF events and sanctioned events and/or to become licensed referees.

- iii. Referee Members. Referee members are those individuals who register as active referees, satisfy the USA-NKF SafeSport Program requirements and who are recognized as referees by holding current licenses issued by USA-NKF. Referee members are eligible to compete as athletes in USA-NKF events and sanctioned events and/or to participate as coaches.
- iv. Supporting Members. Supporting members are those individuals who register as Supporting Members and who are interested in the purpose, programs, aims and objectives of USA- NKF.
- v. Regional Official Members. Regional Official members are those individuals who register as regional referees, satisfy the USA-NKF SafeSport Program requirements and who are recognized as regional referees by holding current regional licenses issued by USA-NKF. Regional Official members are eligible to compete as athletes in USA-NKF events and sanctioned events and to participate as coaches.
- vi. Club Participant Members. Club Participant members are those individuals who register as club participant for the purpose of tracking SafeSport Program compliance for non- members in a Member Club or organization.
- vii. Notwithstanding how many membership categories an individual registers in, that individual need only pay one (1) membership dues fee, and comply with all other applicable requirements, to be eligible to participate as an athlete, coach or referee.

b) Organization Membership Categories –

- i. Club Members. Club members are those karate clubs that register and are approved as clubs and which agree to conduct their programs in accordance with and agree to be bound by the rules and regulations of USA-NKF. Clubs are required to satisfy the USA-NKF SafeSport Program requirements and the requirements set forth by the SafeSport Code and Minor Athlete Abuse Prevention Policies as defined for Local Affiliated Organizations (LAO).
- ii. Contributing Organization Members. Contributing Organization members are those amateur sports organizations that register and are approved as contributing organizations, which conduct athletic programs or activities that further the sport of karate in the United States or which otherwise support the sport of karate in the United States, and which agree to be bound by the rules and regulations of USA-NKF.
- iii. **Affiliated Organization** members are defined as:

- a. a not-for-profit corporation, association, or other group organized in the United States that sponsors or arranges an amateur athletic competition, and
- b. that participates in an interstate or international amateur athletic competition; and
- c. is current on their annual membership fee, and
- d. that conducts a national program or regular national amateur athletic competition in karate on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international amateur athletic competition.

An **Affiliated Organization** shall—

- a. comply with the reporting requirements of section 226 of the Victims of Child Abuse Act of 1990 (34 U.S.C. 20341);
- b. establish reasonable procedures to limit one-on-one interactions, including communications, between an amateur athlete who is a minor and an adult (who is not the minor's legal guardian) at a facility under the jurisdiction of the applicable amateur sports organization without being in an observable and interruptible distance from another adult, except under emergency circumstances;
- c. offer and provide consistent training to all adult members who are in regular contact with amateur athletes who are minors, and subject to parental consent, to members who are minors regarding prevention and reporting of child abuse to allow a complainant to report an incident of child abuse to appropriate persons easily; and
- d. prohibit retaliation against any individual who makes—
 - 1. a report under paragraph (a); or
 - 2. any other report relating to abuse of any amateur athlete, including emotional, physical, and sexual abuse.

Section 5.2. Voting Members.

Individuals belonging to the following membership categories shall be entitled to vote in elections for directors of the Board of Directors or other committees where the members vote for the position:

- a) Athlete members in the 10-year category (athletes who are members and who satisfy the requirements of Sections 8.5 et seq. of the Bylaws of the USOPC);and,

- b) All other adult members.

Organizations shall not be entitled to vote in elections for directors of the Board of Directors, except that Affiliated Organization members may vote for the Affiliated Organization director.: Affiliated Organization members . No other voting privileges are conferred upon these members.

An individual may belong to more than one (1) of the above mentioned membership categories. However, an individual is only eligible to vote in one (1) membership category. Any individual who is a member of more than one (1) membership category shall designate the membership category in which he or she shall vote. An individual in a voting class must remain in that class for 4 years at which time they can designate another voting class. 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 USA-NKF is open to individuals who are less than eighteen (18) years of age and to individuals who are not citizens of the United States. An individual shall be a member of USA-NKF sixty (60) days prior to the date of the election (record date) in order to be eligible to vote in an election. An individual shall be in good standing in order to be eligible to vote in an election.

Individuals and organizations belonging to the following membership categories have no voting privileges: Supporting members, Regional Officials, Club Participants, Club Members and Contributing Organization members.

Section 5.3. Membership Requirements and Dues.

Membership in USA-NKF 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 of Directors shall deem necessary or appropriate. Further, the Board of Directors 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 of Directors 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. A member who obtains a Lifetime Membership will be treated as an auto-renewing individual membership and will follow the same criteria for membership category and voting rights as the individual membership.

Any member of the USA-NKF, by reason of membership, agrees to be subject to the complaint procedures adopted by or approved by the Board of Directors and agrees to be bound by any decision rendered pursuant to those complaint procedures.

Section 5.4. Membership SafeSport Obligations.

As a condition of membership in USA-NKF, and a condition for participation in any competition or event sanctioned by USA-NKF or its member organizations, each USA-NKF member and each athlete, coach, trainer, agent, athlete support personnel, medical or para-medical personnel, team staff, official and any other person who participates in USA-NKF or USA-NKF events (whether or not a USA-NKF member), agrees to comply with and be bound by the SafeSport rules, policies and

procedures of the U.S. Center for SafeSport and to submit, without reservation or condition, to the jurisdiction of the U.S. Center for SafeSport for the resolution of any alleged violations of those rules, policies and procedures, as may be amended from time to time, to the extent the alleged violation falls within the jurisdiction of the U.S. Center for SafeSport. Every member and each athlete, coach, trainer, agent, athlete support personnel, medical personnel, team staff, official and other person who participates in USA-NKF or its events (whether or not an USA-NKF member) also agrees to comply with and be bound by the athlete safety rules, policies and procedures of USA-NKF, and to submit, without reservation or condition, to the jurisdiction of USA-NKF for the resolution of any alleged violations of the U.S. Center for SafeSport's rules or of USA-NKF's rules that do not fall within the U.S. Center for SafeSport's exclusive jurisdiction and over which the U.S. Center for SafeSport declines to exercise discretionary jurisdiction. To the extent any USA-NKF rule is inconsistent with the rules of the U.S. Center for SafeSport, such rule is hereby superseded.

Section 5.5. Suspension and Termination of Membership.

The membership of any member in any category may be suspended and/or terminated at any time with or without cause by the Board of Directors, or in accordance with procedures set out below or adopted by the Board of Directors, or by the rules of competition, or a sanction from the U.S. Center for SafeSport, or a sanction from the U.S. Anti-Doping Agency, or procedures otherwise established by the Board of Directors. A member shall have the right to a hearing prior to termination or suspension pursuant to the provisions related to administrative grievances under Section 14 below except as the Board of Directors may provide by rule for emergency suspensions.

Section 5.6. Transfer of Membership.

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

SECTION 6. BOARD OF DIRECTORS

Section 6.1. 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 USA-NKF shall be governed by, its Board of Directors.

Section 6.2. Function of the Board of Directors.

The Board of Directors represents the interests of USA-NKF's membership, the United States karate community and karate athletes by providing policy, guidance and strategic direction. The Board of Directors oversees the management of USA-NKF and its affairs, but it does not manage USA-NKF. The Board of Directors shall select a well-qualified and ethical Chief Executive Officer and diligently oversee the Chief Executive Officer in the operation of USA-NKF. The Board of Directors 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 of Directors oversight. In addition, the Board of Directors performs the following specific functions, among

others:

- a) implements procedures to educate each director of the Board of Directors on the business and governance affairs of USA-NKF, to evaluate each director's performance, and to orient new directors;
- b) selects, compensates, and annually evaluates the Chief Executive Officer and plans for management succession;
- c) reviews and approves USA-NKF's strategic plan and the annual operating plans, budget, business plans, and corporate performance;
- d) sets policy and provides guidance and strategic direction to management on significant issues facing USA-NKF;
- e) reviews and approves significant corporate actions;
- f) oversees the financial reporting process, communications with stakeholders, and USA-NKF's legal and regulatory compliance program;
- g) oversees effective corporate governance;
- h) approves capital structure, financial strategies, borrowing commitments, and long-range financial planning;
- i) reviews and approves financial statements, annual reports, audit and control policies, and, upon the recommendation of the Audit Committee, selects independent auditors;
- j) monitors to determine whether USA-NKF's assets are being properly protected;
- k) monitors USA-NKF's compliance with laws and regulations and the performance of its broader responsibilities including compliance with USOPC bylaws, rules and regulations;
- l) ensures that the Board of Directors and management are properly structured and prepared to act in case of an unforeseen corporate crisis; and
- m) monitors USA-NKF's Compliance with the SafeSport Code and the Policies of the U.S. Center for SafeSport and USOPC.

Section 6.3. Diversity of Discussion.

The Board of Directors shall be sensitive to the desirability of diversity at all levels of USA-NKF. The Board of Directors shall develop and implement a policy of diversity, supported by meaningful efforts to accomplish diversity. The Board of Directors shall develop norms that favor open

discussion and favor the presentation of different views.

Section 6.4. Qualifications.

Each director of the Board of Directors 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 USA-NKF. 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, legal and other challenges that face USA-NKF. Directors should have a high level of experience and capability in Board of Directors oversight responsibilities, including in the areas of finance, legal, marketing, fundraising, audit, management, communications, and sport.

Either the Independent Director or at least one (1) of the At-Large Directors shall serve on the Audit Committee and have financial expertise.

Section 6.5. Number.

The Board of Directors shall consist of nine (9) total directors: three (3) of whom shall be Independent directors, three (3) of whom shall be Athlete directors, one (1) of whom shall be an Elected At-Large director, one (1) of whom shall be an Appointed At-Large director, and one (1) of whom shall be an Affiliated Organization director. If there is no Affiliated Organization member, then the Affiliated Organization director seat shall remain vacant and there shall only be eight (8) total directors. Athlete directors shall at all times comprise at least 33.33% of the membership and voting power of the Board of Directors as defined in Section 8.5.3 of the USOPC Bylaws.

The alternate on the USOPC Athletes' Commission will be a non-voting ex officio director member of the Board of Directors, provided that if the alternate is included as a full member of the Board of Directors with voice and vote, they will be included as part of the 10 Year Athlete representation requirement.

Section 6.6. Election/Selection.

The Board of Directors shall be elected/selected as follows:

- a) Independent Directors. The Board of Directors shall select three (3) Independent Directors, using whatever process the Board of Directors determines to be appropriate and considering the recommendation of the Nominating and Governance Committee, from among individuals considered to be independent, as that term is defined in Section 6.7.
- b) Athlete Directors. The three (3) Athlete Directors shall be elected by athletes. The first Athlete Director shall be USA-NKF's representative to the USOPC Athletes'

Commission, elected pursuant to Section 11.3 of these Bylaws. If for some reason USA-NKF's representative to the USOPC Athlete's Commission is unable or unwilling to serve, then USA-NKF's alternate representative to the USOPC Athletes' Commission, also elected pursuant to Section 11.3 of these Bylaws, shall serve as an Athlete Director. The second Athlete Director shall be elected by the 10 year athletes from the 10-year athletes in accordance with Section 8.5.3 of the USOPC Bylaws. The third Athlete Director shall be elected by the 10 year athletes from 10 year and 10 year+ athletes in accordance with Section 8.5.3 of the USOPC Bylaws.

- c) Affiliated Organization Director. If there is no Affiliated Organization Member, then the Affiliated Organization Director seat shall be vacant. If there is one (1) Affiliated Organization Member, then that organization shall select a qualified individual to serve as the Affiliated Organization Director. If there is more than one Affiliated Organization Member, then the Affiliated Organization Members as a group shall nominate qualified individuals to be voted upon with each Affiliated Member Organization entitled to one (1) vote. The individual with the most votes will serve as the Affiliated Organization Director.
- d) Appointed At-Large Directors. The Board of Directors shall appoint one director, using whatever process the Board of Directors determines to be appropriate and considering the recommendation of the Nominating and Governance Committee, from among individuals who are familiar with and have knowledge of the sport of karate.
- e) Elected At-Large Director. The Nominating and Governance Committee shall solicit nominations from the current membership and manage the election as follows:
 - i. All active adult USANKF members are eligible to run for the position
 - ii. Any active adult USANKF member can nominate any other active adult USANKF member, however to be considered the nominee must accept the nomination in writing
 - iii. All nominations must be accompanied with 25 signatures of support from adult USANKF members who are members at the time of the closing of nominations
 - iv. The Nominating and Governance committee shall validate nominations as per the requirements above
 - v. All eligible nominees shall be included in the election
 - vi. Only active adult USANKF members that cannot vote for another Board of Directors member position as individuals shall be eligible to vote for this position.
 - vii. If one candidate receives more than 50% of the vote in the election, that candidate shall be elected.

- viii. If no candidate receives more than 50% of the vote, the 3 candidates who received the most votes shall be included in a run-off election.
- ix. The candidate with the plurality of the votes in the run-off election shall be elected to the position.
 - a. Single nominations. In the event that only one person is nominated to serve as a Director, the Nominating and Governance Committee shall submit that individual's name for election by the respective class, who shall have the right to approve or reject the nomination by a majority of votes cast by the eligible voters. In the event that the nomination is rejected, the Nominating and Governance Committee shall wait not fewer than three months before soliciting new nominations to fill the vacant seat.

Section 6.7. Independence.

An "independent director" must be determined to have no material relationship with USA-NKF, either directly or through an organization that has a material relationship with USA-NKF or is a competitor of the USA-NKF. A relationship is "material" if it would interfere with the director's independent judgment. A relationship is "competing" if it involves any organization that is national or international in scope that conducts competitions and events involving the same talent pool of karate athletes, coaches, and/or referees, as does USA-NKF. The Nominating and Governance Committee shall determine the independence of a director after considering all relevant information concerning that director.

- a) An individual may not be considered independent or able to provide an independent perspective if, within the preceding two (2) years:
 - i. the individual was employed by or held any governance position (whether a paid or volunteer position) with the USA-NKF, the international sports federation for the sport of karate recognized by the International Olympic Committee (currently the WKF), a Pan American karate organization, a competing national or international karate organization, or any sport family entity connected to USA-NKF;
 - ii. an immediate family member of the individual was employed by or held any governance position (whether a paid or volunteer position) with USA-NKF, the international sports federation for the sport of karate recognized by the International Olympic Committee (currently the WKF), a Pan American karate organization, a competing or international karate organization or any sport family entity connected to USA-NKF;
 - iii. the individual was affiliated with or employed by the USA-NKF's outside auditor or outside counsel;
 - iv. an immediate family member of the individual was affiliated with or employed by the USA-NKF's outside auditor or outside counsel as a partner, principal or manager;

- v. the individual was a member of USA-NKF or the USOPC Athletes' Commission;
- vi. the individual was a member of any constituent group with representation on the Board of Directors;
- vii. the individual receives any compensation from the USA-NKF, directly or indirectly;
- viii. the individual is an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with the USA-NKF;
- ix. the individual is the parent or close family member or coach of an athlete who has competed in a protected competition;
- x. the individual is a member of the USA-NKF in a membership category that participates in competitions;
- xi. the individual is an employee of a national or international karate organization.;
- xii. the individual owns (in whole or in part) any karate school, dojo or studio;
- xiii. the individual receives compensation as a karate instructor; or
- xiv. the individual is qualified to serve as an "athlete representative" under Section 8.5 (or any successor provision) of the USOPC Bylaws in the sport of karate.

Independent Directors must continue to meet the definition of independent perspective for the entire term and any successive term with the exception of holding any governance position with USA-NKF, PKF or WKF and reimbursement of expenses related thereto.

b) For the purposes of this section:

- i. "immediate family member" is defined as spouse/domestic partners, children, siblings, parents, and in-laws. Sport Family is defined as Local Affiliate Organizations (LAOs).
- ii. Employee is defined as a hired position for pay, whether as a consultant, coach, or any other paid position

Section 6.8. Voting.

Election of Athlete and Elected At-Large directors to the Board of Directors, or any committee requiring election by members, may be conducted by written or electronic ballot or such other method approved by the Board of Directors. Determination of the list of members eligible to vote shall be conducted in a non-discriminatory fashion by the Nominating and Governance Committee and approved by the Board of Directors. All members shall be notified with the method of ballot and how to ballot at least twenty-one (21) days before the date of the election. Ballots shall be time

stamped no later than the date of the election, or if delivered by courier, or by hand, received no later than the date of the election.

Section 6.9. Tenure.

The term of office for a director of the Board of Directors shall be four (4) years aligned to the classes of the Staggered Board of Directors identified in Section 6.10 Staggered Board of Directors. A director shall hold office until the director's successor is elected and qualified, or until the director's earlier resignation, removal, incapacity, disability or death.

Section 6.10. Staggered Board of Directors.

Directors of the Board of Directors shall serve staggered terms. To accomplish this, director seats shall be divided into three (3) classes.

The first class shall consist of one (1) Athlete (10yr or 10yr+), one

- a) Independent Director, one (1) Elected At-Large Director and one (1) Affiliated Organization Director.
- b) The second class shall consist of one (1) Athlete Director who is the USA-NKF's Representative to the USOPC Athletes' Commission.
- c) The third class shall consist of two (2) Independent directors, one (1) Athlete (10 yr) director, and one (1) Appointed At-Large director.

For the first Board of Directors seated under these Bylaws, the term of office of the directors of the first class shall expire on December 31, 2024. The term of office of the director of the second class shall expire on December 31, 2024 as corresponds to the term of the USOPC Athletes' Commission. The term of office of the directors of the third class shall expire on December 31, 2026. Thereafter, the term of office for the first class, second class and the third class shall be for four (4) years, ensuring that the term for the second class coincides with the term of the USOPC Athletes' Commission.

Section 6.11. Term Limits.

A member of the board of directors shall not serve more than eight (8) years in a twelve (12) year period.

When a director is elected/selected to fill a vacancy because of the resignation, removal, incapacity, disability or death of a director, and the remaining term is for more than two (2) years, 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.

Upon approval of the removal of the first class Independent Director and addition of a second At-Large Director to the Board of Directors, the added At-Large Director's first term shall be identical to the remainder of the removed first class Independent Director's term. The term limit provisions stated in this section shall be applicable to the added At-Large Director.

Section 6.12. Director Attendance.

Directors of the Board of Directors are expected to attend all regularly scheduled Board of Directors meetings. Each director must attend at least one-half (1/2) of the Board of Directors meetings during any twelve-month (12) period. If the Board of Directors member misses more than one half of the Board of Directors meetings in any twelve month period, the Board of Directors shall call for a recall election at which the group who has the authority to elect or appoint such member may remove the member.

Section 6.13. Resignation, Removal and Vacancies.

A director's position on the Board of Directors 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 Board Chair, except the Board Chair's resignation shall be given to the Board of Directors. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

a) Appointed Directors

Directors appointed by the Board of Directors may be removed by the Board of Directors, and all other Board of Directors members may be removed by the class by whom they were elected if they fail to attend more than one-half (1/2) of the regular meetings of the Board of Directors during any twelve-month (12) period, unless they are able to demonstrate to the other directors of the Board of Directors that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent director can be removed upon the affirmative vote of a majority of the voting power of the Board of Directors (not including the voting power of the absent director) or a majority of the members voting in the removal election, provided at least as many votes are cast in the original election in which the director was elected, with respect to member-elected Board of Directors members.

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

b) Elected Directors

A director voted onto the Board of Directors by a particular membership category may only be removed by that particular membership category. A director who is being removed for failing to attend in person more than one-half (1/2) of the regular meeting of the Board of Directors during any twelve-month period shall be removed upon the affirmative vote of a majority of the membership category.

A director who is being removed may be removed upon the affirmative vote of a simple majority of the total voting power of the membership.

Any action for removal of a director must first be initiated by a petition signed by forty (40) per cent of the membership category for categories with 50 members or less and twenty (20) per cent of the membership category for categories with 51 members or more.

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

Section 6.14. Regular and Special Meetings.

The Board of Directors shall meet at regularly scheduled meetings at least four (4) times per year. The Board of Directors shall hold at least one (1) meeting each quarter. Special meetings of the Board of Directors shall be held upon the call of the Board Chair or upon the written request of not less than fifty (50) percent of the Board of Directors.

Section 6.15. 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 of Directors by or at the direction of the Board Chair. 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. It shall be the responsibility of each Board of Directors member to update his or her current mailing address, telephone number, facsimile telephone number and e-mail address and service upon the last such address provided shall be deemed proper notice. 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 6.16. Quorum.

The presence of a majority of the directors of the Board of Directors at the start of any meeting constitutes a quorum for the transaction of business, and the act of a majority of directors on the Board of Directors constitutes the act of the Board of Directors.

Section 6.17. Voting by Proxy.

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

Section 6.18. 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 of Directors before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Board of Directors 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 6.19. 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 in accordance with Colorado law.

Section 6.20. Transacting Business by Mail, Electronic Mail, Video Conferencing, Telephone or Facsimile.

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

Section 6.21. Agenda.

The agenda for a meeting of the Board of Directors shall be set by the Board Chair, after consultation with the Chief Executive Officer. Any director of the Board of Directors may request that items be placed on the Board of Directors agenda.

Section 6.22. Questions of Order and Board of Directors Meeting Leadership.

Questions of order shall be decided by the Board Chair unless otherwise provided in advance by the Board of Directors. The Board Chair shall lead meetings of the Board of Directors. If the Board Chair is absent from any meeting of the Board of Directors, then the Board Chair shall designate in writing in advance one (1) other

director of the Board of Directors to preside. If the Board Chair is unable to make or has not made such a designation, the Board of Directors may choose another director to serve as presiding officer for that meeting.

Section 6.23. 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 6.24. Open and Executive Meeting Sessions.

Ordinarily, all meetings of the Board of Directors shall be open to USA-NKF members. In the event the Board Chair, with the consent of a majority of the directors of the Board of Directors in attendance, deems it appropriate: (i) to exclude members at an open meeting for any reason, then the Board 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 Board Chair may specifically designate and call an executive session. Further, the Board Chair may open a meeting of the Board of Directors to non- USA-NKF members, with the consent of a majority of the directors of the Board of Directors in attendance.

Section 6.25. Minutes of Meetings.

The minutes of all meetings of the Board of Directors shall be published on USA-NKF's web site. Minutes shall state when an individual declares and/or recuses themselves due to a Conflict of Interest that was declared or determined. Minutes shall provide a high-level description of items discussed in Executive Session. Every reasonable effort will be made to publish the minutes within thirty (30) days after approval of the minutes.

Section 6.26. Compensation.

Directors of the Board of Directors shall not receive compensation for their services as directors, although the reasonable expenses of directors may be paid or reimbursed in accordance with USA-NKF's policies. Athlete Directors on the Board of Directors shall be reimbursed travel expenses to any in-person Board of Directors meeting. The Board of Directors may determine in accordance with any restrictions imposed by Colorado law that a director may be reasonably compensated for services (i.e. technical seminars, education programs, intellectual property provided or any compensation from the PKF or WKF) provided to the federation. The Board of Directors must approve the compensation prior to the Director receiving the compensation.

SECTION 7. OFFICERS

Section 7.1. Designation.

The officers of USA-NKF shall be the Board Chair, President, Chief Executive Officer, and a Secretary.

Section 7.2. Election/Selection.

The Board of Directors shall elect from among the directors of the Board of Directors, by majority

vote, a presiding officer or Board Chair. The Affiliate Member Director shall not be eligible to be the Board Chair.

The election shall be held at the first meeting of the Board of Directors on odd-numbered years. The newly elected Board Chair shall take office immediately.

The Chief Executive Officer shall act as or shall select a Board Secretary, and an Assistant Secretary, if needed. The Secretary, and Assistant Secretary, if any, shall be an employee of USA-NKF. The Board of Directors shall approve any Board Secretary or Assistant Secretary. The Board Secretary and Assistant Secretary, if any, shall not be a director of the Board of Directors and shall not have a vote on the Board of Directors.

Section 7.3. Tenure.

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

Section 7.4. Authority and Duties of Officers.

- a) Board Chair. The Board Chair shall: (i) set all meeting and meeting agendas, (ii) preside at all meetings of the Board of Directors, (iii) see that all Board of Directors commitments, resolutions and oversight are carried into effect, and (iv) exercise such powers and perform such other duties as from time to time may be assigned by the Board of Directors.
- b) President – As defined in Section 13.
- c) Chief Executive Officer – As defined in Section 13.
- d) The Chief Executive Officer shall:
 - i. keep the minutes of the proceedings of the Board of Directors;
 - 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 of Directors.

Section 7.5. Restrictions.

Officers of USA-NKF shall perform their functions with due care. No individual may serve simultaneously as an officer of USA-NKF and as an officer of an organization holding membership in USA-NKF or as an officer of another amateur sports organization that is recognized by the

USOPC as a National Governing Body.

Section 7.6. Term Limits.

No Board Chair shall serve more than four (4) terms during a twelve (12) year period.

When a Board Chair is elected to fill a vacancy because of the Board Chair's resignation, removal, incapacity, disability or death, and the remaining term is for more than one (1) year, such term shall constitute a full term. If the vacancy being filled is for one (1) or more years, the Board Chair can serve three (3) additional two (2) year terms 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 four (4) additional two (2) year terms following completion of the filled vacancy term. The Board Chair can be retained for an additional term if voted by a simple majority vote of the Board of Directors. If the Board Chair does not receive a majority vote an election will be held for the Board Chair's position.

Section 7.7. Resignation, Removal and Vacancies.

An officer's position with USA-NKF may be declared vacant upon the officer's resignation, removal, incapacity, disability or death. The Board Chair may resign at any time by giving written notice to the Board of Directors. The Secretary or Assistant Secretary, if any, may resign at any time by

giving written notice to the Chief Executive Officer. Such resignation shall take effect at the time specified in the notice, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

The Board Chair may be removed for upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board of Directors (excluding the voting power of the director in question). The Secretary or Assistant Secretary, if any, may be removed by the Chief Executive Officer, with or without cause.

Any vacancy occurring in the Board Chair shall be filled by the Board of Directors, by majority vote. A Board Chair elected to fill a vacancy shall be elected for the unexpired term of such Board Chair's predecessor in office. A vacancy in the office of Secretary, or Assistant Secretary, if any, shall be filled by the Chief Executive Officer. Any individual selected to fill a vacancy in the office of Secretary, or Assistant Secretary, if any, shall be approved by the Board of Directors.

Section 7.8. Compensation.

The Board Chair shall not receive compensation for his or her service as Board Chair, although the reasonable expenses of the Board Chair may be paid or reimbursed in accordance with USA- NKF's policies. The Board of Directors may determine that the Board Chair may be reasonably compensated for services (i.e. technical seminars, education programs, intellectual property provided or any compensation from the PKF or WKF) provided to the federation. The Board of Directors must approve the compensation prior to the Board Chair receiving the compensation.

SECTION 8. COMMITTEES

Section 8.1. Designation.

USA-NKF shall have the following board committees: Audit, Ethics, Judicial, and a Nominating and Governance Committee. The Board of Directors shall appoint standing committees and the Chief Executive Officer may appoint such other committees as the Board of Directors 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 of Directors or any director of the Board of Directors 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 of Directors.

Section 8.2. Athletic Representation.

At least 33.3 percent of the representation of all committees identified by the Bylaws of the United States Olympic and Paralympic Committee shall be held by athletes qualified under Section 8.5 et seq. of the USOPC Bylaws so as to comply with the Ted Stevens Olympic and Amateur Sports Act and the USOPC Bylaws. Athlete representation on a committee will be selected by the USA-NKF Athlete Advisory Council.

Section 8.3. Tenure.

The term for all standing and other committee members shall be four (4) years. A committee member shall remain on the committee until the committee member's successor is appointed, or until the committee member's earlier resignation, removal, incapacity, disability or death.

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

Section 8.4. Term Limits.

No committee member of the Ethics, Judicial or Nominating and Governance shall serve for more than two (s) consecutive four (4) year terms.

Section 8.5. Committee and Task Force Member Appointments

Committee members for board and standing committees, and task forces, shall be appointed by the Board Chair and approved by the Board of Directors, except that athlete members shall be appointed by the AAC. Where appointment by the CEO, committee members shall be approved by the Board of Directors. In addition, [The NGB AAC and the NGB's nominating and governance committee must develop a process to jointly identify and vet candidates to serve as the 10-Year and 10-Year+ Athlete representatives.](#)

Section 8.6. Procedures.

Each committee and task force shall follow the policies and procedures for committees establish by the Board of Directors. a

Section 8.7. Audit Committee.

All members of the Audit Committee shall be members of the board of directors. An Independent Director or At- Large Director of the Board of Directors with financial experience shall be on the Audit Committee.

Section 8.8. Ethics Committee.

The Ethics Committee, a designated committee as defined by Section 8.5.1.d of the USOPC Bylaws, shall be appointed and have the responsibilities as follows:

- a) There shall be three members of the Ethics Committee. The Board of Directors shall appoint two (2) of the members of the Ethics Committee who shall satisfy the standards of independence for “independent directors” as set forth in these Bylaws. One (1) Athlete shall be appointed by the AAC.
- b) The Ethics Committee shall –
 - i. develop, and review on an annual basis, a Code of Ethics for the Board of Directors, officers, committee and task force members, volunteers, staff and member organizations for adoption by the Board of Directors;
 - ii. generally administer and oversee compliance with the Code of Ethics;
 - iii. Review and monitor Conflict of Interest Disclosures of all Board of Directors, staff, committee and task force members;
 - iv. adjudicate claims of SafeSport violations which cannot be adjudicated by the US Center for SafeSport;
 - v. review and investigate matters of ethical impropriety or conflict of interest and make recommendations on such matters to the Board of Directors;
 - vi. review and provide guidance on ethical questions presented to it by the Board of Directors, officers, committee and task force members, volunteers, staff and USA-NKF members;
 - vii. performs such other duties as assigned by the Board of Directors or Chief Executive Officer.

Section 8.9. Judicial Committee.

The Judicial Committee, a designated committee as defined by Section 8.5.1.d of the USOPC Bylaws, shall be appointed and have the responsibilities as outlined in Section 14 and as follows:

- a) The Board of Directors shall appoint the members of the Judicial Committee and its

chair, except that the AAC shall appoint any athlete member(s).. No director of the Board of Directors shall be appointed to the Judicial Committee.

- b) The Judicial Committee shall –
 - i. generally administer and oversee all administrative grievances and right to compete matters filed with USA-NKF;
 - ii. identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on hearing panels;
 - iii. hear and render a decision, or appoint a panel to hear and render a decision, on grievances and disciplinary matters;
 - iv. perform such other duties as assigned by the Board of Directors.

Section 8.10. Nominating and Governance Committee.

Nominating and Governance Committees shall be selected as follows–

- a) one (1) individual who is an outgoing/former Board of Directors member, who shall be the chair;
- b) one (1) individual independent as that term is defined in these Bylaws;
- c) one (1) athlete as selected by the Athlete Advisory Council;

No Board Director or Chief Executive Officer shall be elected/selected to the Nominating and Governance Committee. Members of the Nominating and Governance Committee are precluded from serving on the Board of Directors, as Chief Executive Officer, or as a member of the Ethics or Judicial Committee for a period of two (2) years after their service on the Nominating and Governance Committee ends.

SECTION 9. ANNUAL KARATE ASSEMBLY

Section 9.1. Purpose.

There shall be an annual Karate Assembly at which all individual and organization members and other karate constituencies shall gather and provide input to the Board of Directors on important issues confronting the organization. The Board of Directors shall provide a report on the “State of the Union.” The Chief Executive Officer shall provide a managerial report addressing issues of concern and importance to USA-NKF. Individual and organization members and other karate constituencies may pose questions to the Board of Directors and Chief Executive Officer for response. The annual Karate Assembly shall be purely advisory and shall have no rulemaking, budgetary, legislative, or other authority. The Board of Directors shall determine the agenda of the annual Karate Assembly. Notwithstanding the foregoing, an annual meeting of the voting members is not required.

Section 9.2. Place.

The annual Karate Assembly may be held in conjunction with a meeting of the Board of Directors or in conjunction with a major USA- NKF competition. The annual Karate Assembly may also be held virtually via video conferencing or webinar technologies.

Section 9.3. Notice.

Notice of the annual Karate Assembly stating the place, date and time of the Assembly shall be posted on the website of USA-NKF no fewer than thirty (30) days before the date of the meeting.

SECTION 10. ATHLETES' ADVISORY COUNCIL

Section 10.1 Designation.

The USA-NKF shall have an Athletes' Advisory Council consisting of seven (7) individuals that shall operate in accordance with its approved charter.

The Rules and Regulations of the AAC are as approved by the board.

SECTION 11. USOPC ATHLETES' COMMISSION

Section 11.1. Designation.

The USA-NKF shall have a representative and an alternate representative (athletes who are members and who satisfy the requirements of Sections 14 et seq. of the Bylaws of the United States Olympic Committee) to the USOPC Athletes' Commission.

Section 11.2. Qualifications.

In order to serve as a USA-NKF representative to the USOPC AAC, an individual must satisfy the requirements of 14.7 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 11.3. Election/Selection.

The election for USOPC AAC representatives shall be held immediately before the election for USA-NKF AAC representatives. The election procedures shall be in accordance with Section

14.8 of the USOPC Bylaws. An individual who is not elected as the USOPC AAC representative or alternate may run for election to the USA-NKF AAC. The individual with the highest vote total is elected as athlete representative to the USOPC Athletes' Commission. The individual of the opposite gender with the next highest vote total (as is required by the USOPC Athletes' Commission), is elected as the alternate representative to the USOPC Athletes' Commission. In order to vote for USOPC AAC representative, an individual must satisfy the requirements of Section 14.7 of the USOPC Bylaws. Should no alternate gender candidate exist the second highest vote total is elected as

the alternate representative to the USOPC Athletes' Commission.

Section 11.4. Tenure.

The term for all representatives to the USOPC Athletes' Commission shall be for four (4) years. A representative shall remain on the USOPC Athletes' Commission until the representative's successor is elected and qualified, or until the representative's earlier resignation, removal, incapacity, disability or death.

Section 11.5. Term Limits.

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

SECTION 12. USOPC NATIONAL GOVERNING BODIES' COUNCIL

Section 12.1. Designation.

The Chief Executive Officer shall be USA-NKF's representative to the USOPC National Governing Bodies' Council. The Board Chair shall be USA-NKF's alternate representative to the USOPC National Governing Bodies' Council.

SECTION 13. EXECUTIVE OFFICERS

Section 13.1. Designation.

USA-NKF shall have a President, Chief Executive Officer, who may be called the Executive Director, and a Vice President for International Affairs.

Section 13.2. Tenure.

The President of USA-NKF shall be chosen by the Board of Directors for whatever term the Board of Directors deems appropriate.

The Chief Executive Officer shall be employed by the Board of Directors for whatever term the Board of Directors deems appropriate. The Chief Executive Officer may be removed by the Board of Directors at any time, with or without cause, but removal shall not affect the contract rights, if any, of the Chief Executive Officer. If the Chief Executive Officer has a contract of employment with USA-NKF, the contract shall provide that the Chief Executive Officer's employment may be terminated by the Board of Directors with or without cause.

The Board Chair may appoint an individual with the title of Vice President of International Affairs to serve in place of the President at international karate functions and events with the consent of the Board of Directors. No other powers are conferred on a Vice President of International Affairs.

Section 13.3. Responsibilities.

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

The President shall:

- a) Represent USA-NKF in relations with the international sports federation for the sport of Karate recognized by the International Olympic Committee (currently the World Karate Federation) and at international functions and events.
- b) Assist the Chief Executive Officer in developing a strategy for achieving USA-NKF's mission, goals and objectives and presenting the strategy to the Board of Directors for approval;
- c) Coordinate USA-NKF's international activities and relations with the international governing organization for Karate and with other national and international Karate federations;
- d) With the Board Chair and Chief Executive Officer, act as the USA-NKF's spokesperson;
- e) Provide information to the Chief Executive Officer and Board as requested; and
- f) Perform all other functions as may be assigned by the Board.

The Chief Executive Officer shall:

- a) develop a strategy for achieving the USA-NKF'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 of Directors for approval;
- c) determine the staff needed to effectively carry out USA-NKF's mission, goals and objectives, within USA-NKF'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 Board Chair and President, act as the USA-NKF's spokesperson;
- h) operate as the corporate secretary as defined in Section 7; and
- i) perform all functions as usually pertain to the office of Chief Executive Officer and as may be assigned by the Board.

SECTION 14. FIDUCIARY MATTERS

Section 14.1. Indemnification.

To the extent permitted by Colorado law, USA-NKF shall defend, indemnify and hold harmless each director of the Board of Directors and each officer from and against all claims, charges and expenses which he or she incurs as a result of any action or lawsuit brought against such director or officer arising out of the latter's performance of his or her duties in the USA-NKF.

Section 14.2. Discharge of Duties.

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

Section 14.3. Conflicts of Interest.

If any director of the Board of Directors, officer, staff, committee or task force member has a financial interest in any contract or transaction involving USA-NKF, or has an interest adverse to USA-NKF'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

(ii) not vote on the contract, transaction or business affair.

The standard of behavior at the USA-NKF is that all staff, volunteers and Board of Directors members scrupulously avoid conflicts of interest between the interests of the USA-NKF on the one hand, and personal professional, and business interests on the other. This includes avoiding potential and actual conflicts of interest, as well as perceptions of conflicts of interest.

The purposes of this policy are to protect the integrity of the USA-NKF's decision-making process, to enable the members to have confidence in the integrity of the Board of Directors, and to protect the integrity and reputations of the volunteers, staff and Board of Directors members.

All Board of Directors members, staff and committee members will disclose any interests in any transaction or decision he/her (including his/her business or nonprofit affiliations), his/her family, significant other, employer, or close associates will receive an advantage, benefit or gain. All Board

of Directors members will refrain from voting on, or otherwise addressing, any issue before the Board of Directors in which that Board of Directors member has a conflict of interest.

Section 14.4. Prohibited Loans.

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

SECTION 15. FINANCIAL MATTERS

Section 15.1. Fiscal Year.

The fiscal year of USA-NKF shall commence January 1 and end on December 31 each year.

Section 15.2. Budget.

USA-NKF shall have an annual budget.

Section 15.3. Audit.

Each year USA-NKF 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 15.4. Individual Liability.

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

Section 15.5. Irrevocable Dedication and Dissolution.

The property of USA-NKF is irrevocably dedicated to charitable purposes. No part of its net income or assets shall benefit any private individual or organization, except as consistent with its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

SECTION 16. MISCELLANEOUS PROVISIONS

Section 16.1. 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 16.2. Savings 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 of Directors 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 16.3. Non-discrimination and Diversity.

The USA-NKF is dedicated to the principles of equal employment opportunity in any and all terms, conditions, or privileges of employment including hiring, promotions, termination, training, and compensation.

The USA-NKF does not discriminate against applicants or employees based on age, race, sex, color, religion, national origin, disability, veteran status, sexual orientation, gender identity or expression, genetic information, or any other status protected by federal, state or local law, where applicable.

The USA-NKF does not discriminate against candidates for the Board of Directors based on age, race, sex, color, religion, national origin, disability, veteran status, sexual orientation, gender identity or expression, genetic information, or any other status protected by federal, state or local law, where applicable.

The USA-NKF does not discriminate against candidates for committees or members of committees based on age, race, sex, color, religion, national origin, disability, veteran status, sexual orientation, gender identity or expression, genetic information, or any other status protected by federal, state or local law, where applicable.

The USA-NKF does not discriminate against members, athletes, coaches, or referees based on age, race, sex, color, religion, national origin, disability, veteran status, sexual orientation, gender identity or expression, genetic information, or any other status protected by federal, state or local law, where applicable, except that, in competition divisions separated by gender and age.

The USA-NKF shall strive for diversification on the Board of Directors or other governing committees.

SECTION 17. AMENDMENTS OF BYLAWS

Section 17.1. Amendments.

These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted, by a majority of directors of the Board of Directors at any meeting duly called and at which a quorum is present, provided, however, that any meeting at which a change, repeal or alteration to the Bylaws, in whole or part, is contemplated must state such change in the Agenda as a separate item, and said Agenda shall be disseminated amongst the Board of Directors members at least thirty

(30) days in advance of the meeting at which such item is to be addressed unless the Board of Directors determines that exigent circumstances require shorter notice, serve, or appoint an individual to serve, as USA-NKF's Designated Representative and Liaison to the U.S. Center for SafeSport.