

January 1, 2021 Bylaw Modifications

Changes incorporated to align with the USOPC's current recommended bylaws, incorporates increased athlete representation and updated mission to include maintaining the well-being of our members. Minor edits to support video conferences for annual assembly, board meetings and hearings.

References to United States Olympic Committee and USOC changed to United States Olympic and Paralympic Committee and USOPC throughout the bylaws

Section 3.1 Mission modified to include athlete well being

Section 3.1. Mission.

The Mission of USA National Karate-do Federation 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 Recognition as NGB updated with USOPC template language for Certification as NGB

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 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 National Governing Body as set forth in the Ted Stevens Olympic and Amateur Sports Act (36 U.S.C. §§ 220501 – 220543) and as mandated 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 as a part of its overall governance structure
 - 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. comply with the anti-doping policies of the corporation and with the policies and procedures of USADA
- 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. establish clear athlete, team, and team official selection procedures approved by a Designated Committee (as that term is defined in Section 8.5.1 below) and by the corporation, for Delegation Event teams as applicable, and timely disseminate such procedures to the athletes and team officials
- iii. effectively conduct, in accordance with such selection procedures, a selection process, including any trials (as approved by the corporation), to select athletes for Delegation Event teams

- iv. competently and timely recommend to the corporation athletes, teams, and team officials for Delegation Event teams as applicable
- v. maintain and implement effective plans for successfully training Delegation Event athletes
- vi. satisfy such other requirements as are set forth by the corporation

e) Operational Performance.

- i. demonstrate managerial capability to administer its sport
- ii. obtain and keep current insurance policies in such amount and for such risk management as appropriate
- iii. 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
- iv. 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;
- v. adopt a whistleblower and anti-retaliation policy;
- vi. 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
- vii. satisfy such other requirements as are set forth by the corporation

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, USOPC Bylaw Section 8.7(l) provides that, as a condition of membership in the USOPC, each National Governing Body shall comply with the policies and procedures of the independent safe sport organization designated by the USOPC to investigate and resolve safe sport violations. The USOPC has designated the U.S. Center for SafeSport as that organization. The current safe sport rules, policies and procedures are available at the offices of USA-NKF or on-line at the following website: **www.safesport.org**. 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. USA-NKF's current athlete safety rules, policies, and procedures are available at the offices of USA-NKF or on-line at the following website: **<http://safesport.usankf.org>**.

- b. Compliance with the USOPC and United States Anti-Doping Agency (USADA) Rules and Regulations. As a member National Governing Body of the United States Olympic & Paralympic Committee, USA-NKF shall adhere to the anti-doping rules and regulations of the USOPC. Additionally, USOPC Bylaw Section 8.7(k) provides that, as a condition of membership in the USOPC, each National Governing Body shall comply with the policies and procedures of the independent anti-doping organization designated by the USOPC to investigate and resolve anti-doping rule violations. The USOPC has designated USADA as that organization. The current anti-doping rules, policies and procedures are available at the offices of USA-NKF or on-line at the following website: ***www.usada.org***.

Section 5.1 added SafeSport requirements to Athletes and Club memberships

Section 5.1. Categories of Membership.

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

- a. Individual Membership Categories –
1. Athlete members. Athlete members are those individuals who register as competitive athletes and are eligible for competition in Karate. Adult members 18 years of age and older are required to satisfy the USA-NKF Safe Sport Program requirements.
 2. Coach members. Coach members are those individuals who register as active coaches, satisfy the USA-NKF Safe Sport 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.
 3. Referee members. Referee members are those individuals who register as active referees, satisfy the USA-NKF Safe Sport 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 become certified coaches.
 4. Supporting members. Supporting members are those individuals who register as Supporting members and who are interested in the purpose, programs, aims and objectives of USA-NKF.

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 –
1. 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).

2. Approved Sports Organization members. Approved Sports Organization members are those organizations that register and are approved as Approved Sports Organizations and which agree to conduct their programs in accordance with and agree to be bound by the rules and regulations of USA-NKF. Approved Sports Organizations shall be the exclusive representative for their membership. Approved Sports Organizations shall have more than 100 registered members (full members) and 3 registered clubs. An ASO shall be entitled to 1 vote.
3. 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.
4. Affiliated Organization members. Affiliated Organization members are those amateur sports organizations that register and are approved as affiliated organizations and which conduct, on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international amateur athlete competition, a national program or regular national amateur athletic competition in the sport of Karate.

Section 5.2 added reference for elections where committee members are selected by membership and updated reference to USOPC bylaws defining athletes

Section 5.2. Voting Members.

Individuals belonging to the following membership categories shall be entitled to vote in an election for directors of the Board and other committees where the members select the position: Athlete members (athletes who are members and who satisfy the requirements of Sections 8.5 et seq. of the Bylaws of the USOPC), Coach members and Referee members. Organizations belonging to the following membership categories shall be entitled to vote in an election for directors of the Board: Approved Sport Organization members and 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, Club Members and Contributing Organization members.

Section 5.4 Membership Anti-Doping Obligations updated with USOPC template language for Membership SafeSport and Anti-Doping Obligations

Section 5.4. Membership SafeSport and Anti-Doping 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 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 safe sport 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. Each USA-NKF member and each athlete, coach, trainer, agent, athlete support personnel, medical personnel, team staff, official and other person who participates in USA-NKF or USA-NKF 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 Karate 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.

It is the duty of members of USA-NKF to comply with all anti-doping rules of the World Anti-Doping Agency (WADA), WKF and of USADA, including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by the WKF, USADA and the USOPC, including the USOPC National Anti-Doping Policy. 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 a member may have committed an anti-doping rule 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.

Section 6.2 – clarifies board responsibility to monitor compliance with USOPC and U.S. Center for SafeSport policies

Section 6.2. Function of the Board.

The Board of Directors represents the interests of USA-NKF's membership, the United States Karate community and Karate athletes by providing USA-NKF with policy, guidance and strategic direction. The Board oversees the management of USA-NKF and its affairs, but it does not manage USA-NKF. The Board 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 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. implements procedures to educate each director of the Board on the business and governance affairs of USA-NKF, to evaluate each director's performance, and to orient new directors;
- b. selects, compensates, and 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;

- l. ensures that the Board 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 6.5 – modified board composition to support 33% athlete representation based on approved USOPC Bylaws

Section 6.5. Number.

The Board of Directors shall consist of nine (9) total directors, one (1) of whom shall be a Independent director, two (2) 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 a Approved Sports Organization director, two (2) of whom shall be At-Large directors, 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 33.3 percent of the membership and voting power of the Board as defined in Section 8.5.3 of the USOPC Bylaws.

As a result of becoming an Olympic NGB there is a desire to transition the board to a more independent composition. The Board of Directors composition shall transition to a more independent board as positions come up for election or appointment. To allow for the process of identifying candidates for roles as board members current terms will be extended 1 year. The transition will occur as the current terms expire and the final board shall consist of nine (9) total directors four (4) of whom shall be Independent Directors , two (2) of whom shall be Athletes, one (1) of whom shall be a Approved Sports Organization director, one (1) of whom shall be an At-Large directors, and one (1) of whom shall be an Affiliated Organization director The transition will be complete when the First Class stagger terms expire 12/31/2020

Section 6.6 adjusted Election/Selection of board members to align with 33% athlete representation based on approved USOPC Bylaws

Section 6.6. Election/Selection.

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

- a. Independent Directors. The Board of Directors shall select, 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. The number of independent directors will increase from one (1) to two (2) on 1/1/2019 and then to three (3) on 1/1/2021.

- b. Athlete Directors. The three (3) Athlete Board directors shall be elected by athletes. The first Athlete director shall be USA-NKF's representative to the USOPC Athletes' Advisory Council, elected pursuant to Section 11.3 of these Bylaws. If for some reason USA-NKF's representative to the USOPC Athlete's Advisory Council is unable or unwilling to serve, then USA-NKF's alternate representative to the USOPC Athletes' Advisory Council, also elected pursuant to Section 11.3 of these Bylaws, shall serve as an Athlete director. The Athletes' Advisory Council shall elect from among its members, by majority vote, pursuant to Section 10.4 of these Bylaws, an individual who shall be the second Athlete director. The third Athlete director will be elected by the Athletes' Advisory Council from 10 year and 10 year+ athletes in accordance with Section 8.5.3 of the USOPC Bylaws.
- c. Coach Director. The Nominating and Governance Committee shall solicit nominations of coaches who have obtained at least ten (10) signatures of support each from current USA-NKF Coach members. The nominees will be considered by the Nominating and Governance Committee. The Nominating and Governance Committee shall select at least two (2) individuals from those nominated who shall then stand for election. All current USA-NKF Coach members shall then vote for the Board director. Each USA-NKF Coach member who has a designated voting class of coach or any Referee or Life member who has a designated voting class of coach shall have one (1) vote. The individual with the highest vote total is elected. This Director position will be transitioned 12/31/2020 to an Independent Director.
- d. Referee Director. The Nominating and Governance Committee shall solicit nominations of certified referees who have obtained at least ten (10) signatures of support each from current USA-NKF Referee members. The nominees will be considered by the Nominating and Governance Committee. The Nominating and Governance Committee shall select at least two (2) individuals from those nominated who shall then stand for election. All current USA-NKF Referee members shall then vote for the Board director. Each USA-NKF Referee member who has a designated voting class of referee or any Coach or Life member who has a designated voting class of referee shall have one (1) vote. The individual with the highest vote total is elected. This Director position will be transitioned 12/31/2018 to an Independent Director.
- e. Approved Sports Organization Director. The Nominating and Governance Committee shall solicit nominations of individuals from the Approved Sports Organization members who have obtained at least five (5) signatures of support each from current USA-NKF members within an Approved Sports Organization. The nominees will be considered by the Nominating and Governance Committee. The Nominating and Governance Committee shall select at least two (2) individuals from those nominated who shall then stand for election. All current USA-NKF Approved Sports Organizations shall then vote for the Board director. Each USA-NKF Approved Sports Organization shall have one (1) vote. The individual with the highest vote total is elected.

- f. At-Large Directors. The Board of Directors shall select, 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. One of these Director positions will be transitioned 12/31/2020 to an Athlete Director.
- g. Affiliated Organization Director. If there is no Affiliated Organization member, then the Affiliated Organization Board 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 (1) Affiliated Organization member, then the Affiliated Organizations as a group shall nominate qualified individuals to be voted upon with each affiliated member entitled to one (1) vote. The individual with the most votes will serve as the Affiliated Organization director.
- h. Single nominations. In the event that only one person is nominated to serve as a Coach Director, Referee Director, or Approved Sports Organization 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 updated reference to USOPC bylaws defining athletes

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 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.

An individual may not be considered independent if, within the preceding two (2) years:

- a. 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, or a competing national or international karate organization;
- b. the individual is an immediate family member of a director and 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, or a competing or international karate organization;
- c. the individual was affiliated with or employed by the USA-NKF's outside auditor or outside counsel;
 - d. the individual is an immediate family member of a director and was affiliated with or employed by the USA-NKF's outside auditor or outside counsel as a partner, principal or manager;
 - e. the individual was a USA-NKF coach, referee, developmental, or affiliated organization member, or a member of USA-NKF or the USOPC Athletes' Advisory Council;
 - f. the individual receives any compensation from the USA-NKF, directly or indirectly;
 - g. 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;
 - h. the individual has ever been an employee of a national or international Karate organization. "Employee" is defined as a hired position for pay, whether as a consultant, coach, or any other paid position;
 - i. the individual has ever owned (in whole or in part) any karate school, dojo or studio;
 - j. the individual has ever received compensation as a karate instructor; or
 - k. the individual has ever been qualified to serve as an "athlete representative" under Section 8.5 (or any successor provision) of the USOPC Bylaws in the sport of Karate.

Section 6.8 – added members to committees requiring election to elections via email

Section 6.8. Voting by Email.

Election of Athlete, Coach, Referee, and Approved Sports Organization directors to the Board of Directors or any committee requiring election by members shall be conducted by email 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 National Office and approved by the Nominating and Governance Committee. All members shall be provided with ballots 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 6.10 – adjusted third stagger to have 1 Independent Director and 1 Athlete Director instead of 2 Independent Directors

Section 6.10. Staggered Board.

Directors of the Board shall serve staggered terms. To accomplish this, director seats shall be divided into three (3) classes. The first class shall consist of one (1) At-Large director, one (1) Coach Director, one (1) Approved Sports Organization Director and one (1) Affiliated Director. The second class shall consist of one (1) Athlete Director who is the USA-NKF's Representative to the USOPC Athlete Advisory Committee. The third class shall consist of one (1) Independent director, one (1) Athlete director, one (1) Referee director and one (1) 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, 2011. The term of office of the director of the second class shall expire on December 31, 2012 as corresponds to the term of the USOPC Athlete Advisory Committee. The term of office of the directors of the third class shall expire on December 31, 2013. 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 Athlete Advisory Committee.

Effective 1/1/2019 the Third Class stagger Directors shall consist of two (2) Independent Directors, one (1) Athlete Director and one (1) At-Large Director. Effective 1/1/2021 the First Class stagger Directors shall consist of one (1) Independent Directors, one (1) Athlete Director, one (1) Approved Sports Organization Director and one (1) Affiliated Director Effective 1/1/2021 the First and Second Class stagger Directors will expire together every four (4) years.

Section 6.15 – notification of meeting via USANKF provided email only for board members

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 by or at the direction of the President. 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 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. Effective 10/1/2020 all notices will only be sent to the directors USA-NKF provided email address.

Section 6.20 – added video conferencing as a method of transacting business

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 President the urgency of the case requires such action.

Section 8.3 updated to reflect 33% athlete representation on committees

Section 8.3. Athlete 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 Committee.

Section 8.12 added reference to Audit Committee being a designated committee

Section 8.12. Audit Committee.

The Audit 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. The Board of Directors shall appoint the members of the Audit Committee and its chair, all of whom shall be directors of the Board. An Independent Director or At-Large Director of the Board with financial experience shall be on the Audit Committee.
- b. The Audit Committee shall –

1. select the independent auditors of USA-NKF, 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 8.14 added reference to Ethics Committee being a designated committee and monitoring Conflicts of Interest to the Ethics Committee responsibilities

Section 8.14. 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. The Board of Directors shall appoint the members of the Ethics Committee and its chair. Members of the Ethics 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 Ethics Committee.
- b. The Ethics Committee shall –
 1. develop, and review on an annual basis, a Code of Ethics for the Board, officers, committee and task force members, volunteers, staff and member organizations for adoption by the Board;
 2. generally administer and oversee compliance with the Code of Ethics;
 3. Review and monitor Conflict of Interest Disclosures of all Board, staff, committee and task force members;
 4. adjudicate claims of SafeSport violations which cannot be adjudicated by the US Center for SafeSport;
 5. review and investigate matters of ethical impropriety or conflict of interest and make recommendations on such matters to the Board;
 6. review and provide guidance on ethical questions presented to it by the Board, officers, committee and task force members, volunteers, staff and USA-NKF members;
 7. perform such other duties as assigned by the Board of Directors or Chief Executive Officer.

Section 8.15 added reference to Judicial Committee being a designated committee

Section 8.15. 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. No director of the Board shall be appointed to the Judicial Committee.
- b. The Judicial Committee shall –
 1. generally administer and oversee all administrative grievances and right to compete matters filed with USA-NKF;
 2. identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on hearing panels;
 3. hear and render a decision, or appoint a panel to hear and render a decision, on grievances and disciplinary matters;
 4. perform such other duties as assigned by the Board of Directors.

Section 8.17 added reference to the Nominating and Governance Committee being a designated committee and added to the responsibilities to work with the Athlete Advisory Committee to identify and vet 10+ year athletes

Section 8.17. Nominating and Governance Committee.

The Nominating and Governance Committee, a designated committee as defined by Section 8.5.1 (d) of the USOPC Bylaws, shall be elected/selected and have the responsibilities as follows:

- a. Subsequent Nominating and Governance Committees shall be selected as follows–
 1. one (1) individual elected by the previous Nominating and Governance Committee from that Committee, who shall be the chair;
 2. one (1) individual who is independent as that term is defined in these Bylaws and who is selected by the previous Nominating and Governance Committee;
 3. one (1) athlete as elected by the Athlete members (athletes who are members and who satisfy the requirements of Sections 8.5 et seq. of the Bylaws of the United States Olympic Committee);
 4. one (1) coach or referee as elected by the Coach and Referee members; and
 5. one (1) representative as elected by Approved Sports Organization members.

No director of the Board 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 as a Board director, 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.

- b. The Nominating and Governance Committee shall –
 - 1. identify and evaluate prospective candidates for the Board;
 - 2. recommend individuals to serve on the Board as provided in these Bylaws;
 - 3. recommend as requested by the Board individuals to serve on various committees;
 - 4. In cooperation with the Athletes' Advisory Committee will develop a process to jointly identify and vet candidates to serve as the 10 Year+ Athlete Representatives;
 - 5. consult as needed with the Ethics Committee with respect to vetting all nominations for potential conflict of interest or other problematic background issues;
 - 6. develop and recommend to the Board for its consideration an annual self-evaluation process of the Board and its committees;
 - 7. oversee the election for the Board, including supervising preparation of a list of members eligible to vote, supervising the issuance of ballots and supervising the counting of ballots to determine the election vote;
- c. perform such other duties as assigned by the Board of Directors In considering a candidate for nomination to the Board, the Nominating and Governance Committee takes into consideration:
 - 1. the candidate's contribution to the effective functioning of the USA-NKF;
 - 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 and Governance Committee deems appropriate to select a qualified and capable director.

Section 8.18 split referee committee into 3 committees Operational, Education and Training, and Certification

Section 8.18. Referee Committees.

The Referee Committees shall be appointed and have the responsibilities as follows:

- a. The President shall appoint the members of the Referee Committees and their respective chair, with approval by the Board of Directors.
- b. The Referee Committees shall consist of 3 separate committees to eliminate the possibilities of perceived or actual conflicts of interest. These 3 committees will work together to strengthen the overall referee program:
 - a. Operational Referee Committee – to manage, oversee and coordinate the environment and operation of each signature event and to recruit members to join the referee corps.
 - b. Education and Training Referee Committee – to develop and implement educational programs, materials and activities to provide members with access and opportunity to achieve knowledge and skills to work as officials with competence, confidence and professionalism.
 - c. Certification Referee Committee – to maintain standards for the licenses offered through USA-NKF. To manage and implement the processes for issuing of licenses at all levels. To be the examination panel for the highest USA-NKF licenses to ensure quality.
- c. Operational Referee Committee shall:
 1. Assist in the maintenance of the rules of competition with advice from the technical and medical committee and National Staff. Chief Executive Officer approval is required for all changes to the rules of competition;
 2. coordinate officials for domestic and international competitions under the direction of the Chief Executive Officer or its delegate;
 3. ensure the smooth operation of referees within signature events;
 4. recruit members to join the referee corps; and
 5. perform such other duties as assigned by the Board of Directors or Chief Executive Officer.
- d. Education and Training Referee Committee shall:
 1. Assist in the maintenance of the rules of competition with advice from the technical and medical committee and National Staff. Chief Executive Officer approval is required for all changes to the rules of competition;
 2. define and develop curricula for the training and education of referees;
 3. create appropriate materials and manuals to assist referees;

4. maintain the USA-NKF Rules of Competition document in coordination with the educational materials;
 5. coordinate, develop and administer seminars and clinics for referees and referee instructors; and
 6. perform such other duties as assigned by the Board of Directors or Chief Executive Officer.
- e. Certification Referee Committee shall:
1. Assist in the maintenance of the rules of competition with advice from the technical and medical committee and National Staff. Chief Executive Officer approval is required for all changes to the rules of competition.
 2. develop and monitor a certification program to augment the training and educational system; and
 3. perform such other duties as assigned by the Board of Directors or Chief Executive Officer.

Section 8.20 added a new committee the Selection Committee as a designated committee

Section 8.20. Selection Committee.

The Selection 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. The Board shall appoint the members of the Selection Committee and its chair, with approval by the Board of Directors.
- b. The Selection Committee shall:
 1. Development, approval and implementation of selection procedures for protected competitions
 2. Selection of athletes, coaches and staff in accordance with those procedures.
 3. to perform other such duties as assigned by the Board of Directors or Chief Executive Officer.

Section 9.2 – added ability to have annual assembly via video conference and webinar technology

Section 9.2. Place.

The annual Karate Assembly shall be held in conjunction with a meeting of the Board of Directors. If practicable, the annual Karate Assembly shall also be held in conjunction with a

major USA-NKF competition. The annual Karate Assembly may also be held virtually via video conferencing or webinar technologies.

Section 10.2 and 10.3 updates athlete reference for AAC as 10 year athletes

Section 10.2. Qualifications.

Only those individuals who satisfy the definition of an “10 Year athlete representative” as set out in Sections 8.5.1 (a) of 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 USA-NKF for not fewer than the 60 days immediately preceding the election shall be eligible to run for election to the Athletes’ Advisory Council. The athletes shall make reasonable efforts to ensure that there is adequate representation on the Athletes’ Advisory Council of male and female athletes and of Kata and Kumite disciplines.

Section 10.3. Election/Selection.

Seven (7) individuals shall constitute the Athletes Advisory Council. Five (5) members shall be elected after the 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 USOPC AAC representative election. In order to be eligible to vote for these candidates, an individual must be a USA-NKF member and must satisfy the definition of “10 Year athlete representative” as set out in Sections 8.5.1 (a) of 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 USA-NKF sixty (60) days prior to the date of the election (record date) in order to be eligible to vote in the election. The sixth (6th) and seventh (7th) position on the Athletes’ Advisory Council shall be filled by USA-NKF’s representative to the USOPC Athletes’ Advisory Council and by the USA-NKF’s alternate representative to the USOPC’s Athlete Advisory Council.

Section 10.5 clarifies term limits when AAC representatives become the USOPC AAC rep

Section 10.5. Term Limits.

No Athletes Advisory Council member shall serve for more than two (2) consecutive terms unless the Athlete is elected to the USOPC Athlete Advisory Committee in which case they can hold no more than 2 consecutive terms as the USOPC representative to the AAC.

Section 11.2 and 11.3 updated reference to USOPC bylaws for USOPC AAC representative

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' Advisory Council. The individual of the opposite gender with the next highest vote total (as is required by the USOPC Athletes' Advisory Council), is elected as the alternate representative to the USOPC Athletes' Advisory Council. 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' Advisory Council.

Section 14.5 added that there is not statute of limitations on SafeSport complaints

Section 14.5. Statute of Limitations.

A complaint filed under these Bylaws shall be filed within one hundred and eighty (180) days of the occurrence of the alleged violation, grievance, denial or threat to deny. SafeSport claims have no Statute of Limitation,

Section 14.9 corrected the reference to U.S. Center for SafeSport and U.S. Anti-doping Agency

Section 14.9. Administration.

The Judicial Committee shall generally administer and oversee all administrative grievances and right to compete matters filed with USA-NKF except for matters subject to the jurisdiction of the U.S. Center for SafeSport or the U.S. Anti-Doping Agency.. The Judicial Committee shall be responsible to ensure that all complaints are heard in a timely, fair and impartial manner. The Judicial Committee may promulgate procedures in addition to those set forth in these Bylaws for the effective administration of complaints filed with USA-NKF.

Section 14.11 added ability to use video conference in hearings

Section 14.11. Conduct of the Proceeding.

The Hearing Panel shall rule on all motions and other matters raised in the proceeding. If the complaint is not dismissed, the hearing panel shall hold a hearing on the complaint. The

hearing panel shall set such timelines and other rules regarding the proceeding and the conduct of the hearing as it deems necessary. Testimony shall be taken under oath.

The hearing may be conducted by teleconference or video conference, if necessary or convenient to the parties. Each party shall have the right to appear personally or through a legal representative. All parties shall be given a reasonable opportunity to present and examine evidence, cross-examine witnesses and to present argument. Members of the hearing panel shall have the right to question witnesses or the parties to the proceeding at any time.

Any party may have a record made of the hearing. A court reporter may be present at the hearing at the request of a party. The court reporter shall be paid for by the party requesting the court reporter, or if mutually agreed, the cost may be equally divided. Any transcript shall be paid for by the party requesting the transcript.

Section 15.3 and 15.4 added the requirement - appropriate measures have been taken to prevent abuse of athletes, including emotional, physical, child and sexualized abuse for sanctioned events domestic and international

Section 15.3. 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 USA-NKF, an application to hold such competition;
- b. pays to USA-NKF the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- c. upon request submits to USA-NKF 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;

6. proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition; and
7. appropriate measures have been taken to prevent abuse of athletes, including emotional, physical, child and sexualized abuse.

Section 15.4. Requirements for Sponsoring U.S. Karate 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. Karate 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 USA-NKF, an application to hold such competition;
- b. pays to USA-NKF 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;
 6. proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition; and
 7. appropriate measures have been taken to prevent abuse of athletes, including emotional, physical, child and sexualized abuse.

Section 16.5 updated information required to be posted on website. Aligns with USOPC template language

Section 16.5. Website.

USA-NKF shall maintain a website for dissemination of information to its members. USA-NKF shall post on its website its (i) Bylaws (ii) its rules, and regulations (iii) a procedure for communicating with the Chair of the Audit and Finance Committee regarding accounting, internal accounting controls, or audit-related matters; (iv) its three (3) most recent audited financial statements; and (v) its three (3) most recent 990 Forms filed with the Internal Revenue Service. So as to facilitate the ability of interested parties to communicate their concerns or questions, USA-NKF shall publish on its website a mailing address and an e-mail address for communications directly with the USA-NKF.

Section 16.6 records maintained at principal office updated to match USOPC template language

Section 16.6. Records Maintained at Principal Office.

USA-NKF 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 Karate;
- d. rules or regulations that govern the conduct of USA-NKF, the USA-NKF Board and Committees and the USA-NKF members;
- e. rules and regulations that govern the technical conduct of Karate's events in the United States as USA-NKF Board and Chief Executive Officer determine is appropriate in their sole discretion;
- f. 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;
- g. all written communications within the past three (3) years to the members generally as the members;
- h. a list of the names and business or home addresses of the current directors and officers;
- i. a copy of the most recent corporate report delivered to the Colorado secretary of state;
- j. all financial statements prepared for periods ending during the last three (3) years;
- k. USA-NKF's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
- l. all other documents or records required to be maintained by USA-NKF at its principal office under applicable law or regulation.

Section 17 Policies updated to match USOPC template language on required policies.

SECTION 17.

POLICIES

Section 17.1. Gifts & Entertainment Policy.

USA-NKF shall adopt a Gifts & Entertainment Policy applicable to all USA-NKF employees, staff, board members, officers, committee members, task force members, hearing panel members, and volunteers.

Section 17.2. Conflicts of Interest Policy.

USA-NKF shall adopt a Conflicts of Interest Policy applicable to all USA-NKF employees, staff, Directors of the Board, committee members, task force members, and volunteers. Additionally, these individuals shall disclose any possible conflict for review by the Ethics Committee.

Section 17.3. Code of Conduct.

USA-NKF shall adopt a general Code of Conduct applicable to all USA-NKF members, employees, staff, Directors of the Board, committee members, task force members, and volunteers. USA-NKF shall additionally implement specific Codes of Conduct for the following constituent groups: (i) Athletes; (ii) Coaches; and (iii) Referees.

Section 17.4. Athlete Safety Policy.

USA-NKF shall adopt an Athlete Safety Policy applicable to all USA-NKF members, employees, staff, Directors of the Board, committee members, task force members, and volunteers, which policy must satisfy the minimum standards mandated by the USOPC.

Section 17.5. Complaint Procedures

USA-NKF shall adopt Complaint Procedures as set forth in Section 14 above.

Section 17.6. Other Policies.

USA-NKF shall adopt other relevant policies to effectively run and govern the organization.

Section 18.3 update to be consistent with reference to Board Members, Committee Members and Staff

Section 18.3. Conflicts of Interest.

If any director of the Board, 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 (iii) not vote on the contract, transaction or business affair.

The standard of behavior at the USA-NKF is that all staff, committee members, volunteers and board 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, and to protect the integrity and reputations of the volunteers, staff and board members.

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