



**Meeting Minutes**  
**USA National Karate-do Federation Board of Directors Meeting**  
**Closed Meeting at Hilton Chicago O'Hare and via Zoom**  
**April 1 and 2, 2022**

**April 1, 2022 Meeting Minutes**

**Board Members in Attendance**

Elisa Au  
Rahul Bawa  
Sasha Gerritson  
Pat Hickey  
Brian Mertel  
Brian Ramrup  
Tom Scott

**Also Present**

Phil Hampel, CEO

**Call to Order** – Rahul Bawa called the meeting to order at 12:05pm Central Time.

**1) Declaration of Conflicts of Interest (for both days) – no conflicts were declared**

**2) Approval of March 19, 2022, Board Meeting Minutes**

- a) Motion to Approve made by Pat Hickey; Seconded by Sasha Gerritson
- b) Motion approved: Votes in favor = 5; Opposed = 0; Abstained = 1.

**3) 2022 Priorities Updates (to be included in all 2022 Board Meetings)**

- a) Improve Communications - Communication plan will be reviewed in 4/2 meeting
- b) Develop Strategic Plan - Strategic planning will begin later during this meeting
- c) Complete the actions from the USOPC Demand Letter
  - i) Training requirements for the board will occur in the 4/2 session - Dave Patterson and Holly Shick from the USOPC will provide Governance and Conflict of Interest Training during the 4/2 meeting
  - ii) Actions 1, 2, 3, 4, and 8 have been completed
  - iii) 2 actions (5 and 6) are open related to filling the remaining board seats
  - iv) 3 actions (9, 10 and 12) are related to completing training items
  - v) 1 action (11) is related to completing the strategic plan
  - vi) 1 action (7) is related to the amendment related to the President position which will be addressed during a future Board meeting.
- d) Re-examine Committee structure – Rahul Bawa provided an update as to the current state of the Referee Committees
- e) Review Bylaws – proposed changes to comply with USOPC Audit will be reviewed during the 4/2 meeting
- f) Enhance Junior Team Support - No update
- g) Support inclusion of Karate in LA 2028 – Rahul Bawa provided the following update:
  - i) Rahul Bawa, Elisa Au and Phil Hampel met in person with Toshi Nagura (WKF Secretary General), Ivan Delfino and Sergio Aguilera of the WKF in Chicago on March 28-29 to discuss the plan for LA 2028.
  - ii) WKF has restructured their LA 2028 Commission
    - (1) Elisa Au is a co-chair along with Toshi Nagura (WKF Secretary General)
    - (2) Tom Scott has been added to the WKF LA 2028 Commission





- iii) WKF has agreed to incur all expenses related to the LA 2028 campaign
  - iv) No official feedback has been provided to the WKF as to why Karate was not added to Paris Games
  - v) The USOPC and the LA28 Organizing Committee will hold a meeting on April 6 with NGBs to provide an update on the selection process
  - vi) USANKF will be holding the “Passing the Torch” event during the 2022 US Open. The event is intended to also raise awareness for LA2028.
  - vii) The WKF has also requested that the USANKF create a proposal to potentially host the October Premier League event which was cancelled in Moscow. The event would need to be in Los Angeles later this year and would not be fully funded by the WKF. They are willing to consider alternatives to combine the event with another event to help offset the expense.
- 4) **Board Election update (Independent position)** - the second candidate that the Nominating and Governance Committee was reviewing has not responded and a third candidate is now being considered.
- 5) **Strategic Planning Working Session**
- a) Mission Statement
    - i) The current Mission statement from section 3.1 of the Bylaws was discussed and reviewed. The 3 major parts of the statement were discussed and are as follows:
      - (1) Achieve sustained competitive excellence
      - (2) Promote and grow the sport of karate in the US
      - (3) Maintain the well-being of our members
    - ii) Motion to retain the current Mission statement for USANKF as follows: 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.
      - (1) Motion made by Pat Hickey and seconded by Tom Scott
      - (2) Motion approved: Votes in favor = 6; Opposed = 0; Abstained = 0
  - b) Core Values
    - i) After a discussion about the desired core values for the organization, the Board approved the following Core Values for USANKF:
      - (1) Transparency
      - (2) Integrity
      - (3) Supportiveness
      - (4) Commitment to JEDI (Justice, Equity, Diversity, and Inclusion)
      - (5) Pursuit of Excellence
    - ii) Motion to accept the Core Values as agreed made by Tom Scott and seconded by Brian Mertel
    - iii) Motion approved: Votes in favor = 6; Opposed = 0; Abstained = 0
  - c) Identify Constituents – the Board created the following list of constituents for the USANKF:
    - i) Athletes
    - ii) Coaches
    - iii) Referees
    - iv) Parents
    - v) Club Owners/Instructors
    - vi) Volunteers
    - vii) Sponsors
    - viii) Staff





- ix) Vendors
  - x) USOPC
  - xi) Donors
- d) SWOT Analysis – a Brainstorming session was conducted to identify a high-level SWOT analysis for the USANKF. The results of the session were as follows:
- i) Strengths
    - (1) Pan Am Excellence
    - (2) Tokyo 2020 Inclusion
    - (3) Part of Pop Culture
    - (4) Events run well
    - (5) Passionate Volunteers
    - (6) Large number of PKF/WKF referees
    - (7) Survived COVID
    - (8) Mentoring by Senior Athletes
    - (9) Committed People
  - ii) Weaknesses
    - (1) No Olympic Presence
    - (2) Perception of Elitism
    - (3) Member Distrust
    - (4) Lack of Member Engagement
    - (5) Infighting
    - (6) Organizational Culture
    - (7) Logistical
    - (8) Governance
    - (9) No Government Support
    - (10) Social Media Presence
    - (11) Small Staff
    - (12) Athlete Education
    - (13) No Collegiate Program
    - (14) Lack of Transparency
    - (15) Communication
    - (16) Cost to Compete/Travel
    - (17) Lack of Athlete and Referee Depth
  - iii) Opportunities
    - (1) Large Pool of Potential Members
    - (2) Individual/Foundation Fundraising
    - (3) Addressing Transgender Issues
    - (4) Modernization of Karate
    - (5) Continued Education/Growth
    - (6) Good Group of Junior Athletes
    - (7) Youth Development
    - (8) Grow Para-Karate Program
    - (9) Work with Other Karate Organizations
    - (10) Willingness of Parents to Invest
    - (11) WKF Excellence (Results)
    - (12) Social Media





- (13) Additional Influence at PKF/WKF
  - iv) Threats
    - (1) Operate from 2 Events
    - (2) LA 2028
    - (3) Other Martial Arts/Karate Organizations
    - (4) NCAA Sports
    - (5) Negative Reputation
    - (6) Lack of Referee Pipeline
    - (7) Culture (Organizational)
    - (8) Hard to Understand / Not Quick
  - v) After the brainstorming for the SWOT analysis, Rahul Bawa asked each Board member to anonymously provide an A-F grade for the USANKF. The average grade was B/B-
- 
- e) Definition of Success – to be discussed during future Board meeting
  - f) Key Metrics – to be discussed during future Board meeting.

#### **6) Executive Session**

- a) Motion to enter Executive Session made by Rahul Bawa and seconded by Brian Mertel
- b) Motion approved: Votes in favor = 6; Opposed = 0; Abstained = 0
- c) Phil Hampel left the meeting
- d) The Board discussed organizational and personnel performance during the Executive Session
- e) Brian Mertel left the meeting during the Executive Session
- f) Motion to leave Executive Session made by Rahul Bawa and seconded by Sasha Gerritson
- g) Motion approved: Votes in favor = 5; Opposed = 0; Abstained = 0

Motion to adjourn meeting made by Rahul Bawa and seconded by Sasha Gerritson.

Motion approved: Votes in favor = 5; Opposed = 0; Abstained = 0

**Meeting adjourned at 5:45pm Central time.**



Member, United States  
Olympic & Paralympic Committee



## April 2, 2022 Meeting Minutes

### **Board Members in Attendance**

Elisa Au  
Rahul Bawa  
Sasha Gerritson  
Pat Hickey  
Brian Mertel  
Matthew Ralph (via Zoom)  
Brian Ramrup  
Tom Scott

### **Also Present**

Phil Hampel, CEO  
Elizabeth Poloni, Member and Event Services Manager (via Zoom)

**Call to Order** – Rahul Bawa called the meeting to order at 8:30am Central time.

- 1) **Governance and Conflict of Interest Training** – Holly Shick and Dave Patterson from the USOPC provided training to the USANKF Board.
  
- 2) **Communication Plan Review (action item from 02/18/22 Board Meeting)**
  - a) Phil Hampel shared recent communication updates
    - i) USA Open communications increased
    - ii) Social media posts increased
    - iii) March newsletter sent to all members
    - iv) Messages from Board Chair sent to all members
  - b) The Board requested Phil Hampel to provide a report of open rates by message
  - c) Elisa Au shared a Communication Plan which was reviewed by the Board. A list of content topics and required frequency per topic was discussed as follows:
    - i) Newsworthy / Timely content – Ad hoc
    - ii) Newsworthy and/or Required Website Updates – Ad hoc
    - iii) Election Communication – as per separate Election Communication plan
    - iv) Governance Changes and Updates – Ad hoc
    - v) Signature Event Communications – as per separate Signature Events Communication plan
    - vi) Financials – 2 times per year
    - vii) Education topics – Quarterly
    - viii) USOPC News (including LA28) – Ad hoc
    - ix) Athlete and Membership News – Quarterly
    - x) Industry / Sport news – 2 times per year
    - xi) Membership voice / Feedback (Surveys) – 2 times per year
  - d) Motion to accept the list of topics and frequency as part of the Communication Plan made by Pat Hickey and seconded by Brian Ramrup
  - e) Motion approved: Votes in favor = 7; Opposed = 0; Abstained = 0
  - f) Phil Hampel stated that the staff needs support for content creation
  - g) The Board requested the staff to determine each topic's content owner(s) and resource needs required to accomplish the goals approved in the Communication plan and report back to the Board.



### 3) Review proposed Bylaw updates from USOPC Audit

- a) The Board reviewed and discussed the proposed Bylaw modifications provided by Phil Hampel based on the feedback from the recently completed USOPC Audit feedback. A summary of the Bylaw modifications discussed are shown in Appendix A of these Minutes.
- b) The following changes and/or questions were requested by the Board by section of the Bylaws:
  - i) 5.1(a)(3) – replace “become coaches” with “participate as coaches” in the last sentence
  - ii) 6.7(a) – need a definition for “sport family entity”
  - iii) 6.7(b) – need a definition for “sport family entity”
  - iv) 6.7(i) – need a definition for “close family”
  - v) 8.10 - add the same change that was added to section 6.25 to explicitly state that conflicts of interest and a high-level description of items discussed in Executive Session will be recorded in the committee meeting minutes
  - vi) 14.10 - replace the phrase “...Ethics Committee would review the conflict,...” with “...Ethics Committee will review the conflict,” in the second paragraph
  - vii) 14.17 – replace the phrase “...against people who make...” with “...against a person who makes...”
  - viii) 20.3 - add a paragraph regarding non-discrimination against Members
- c) The Board requested Phil Hampel to make the changes above and provide answers to the questions above.

### 4) 2022 Budget Review and Approval

- a) The proposed 2022 Budget was reviewed and discussed in detail by the Board
- b) Feedback was provided to Phil Hampel regarding various items in the Budget
- c) The Board requested Phil Hampel to incorporate the feedback into the 2022 budget and share the updated budget with the Board.
- d) The 2022 Budget will be reviewed and approved at a future Board meeting.

### 5) Ad-hoc Board Subcommittees for priorities (tabled from 02/18/22 Board meeting)

- a) The Board had a healthy discussion regarding Sponsorship and Fundraising including the definition of each item
- b) Sponsorship
  - i) Tom Scott reviewed materials to discuss potential areas of team sponsorship including the following:
    - (1) Both Team Sponsorships and Event Sponsorships should be considered
    - (2) Potential exists to use the sponsor areas of the competitors’ Gi; Tom will investigate further
    - (3) Need to determine with the USOPC how to align with USOPC sponsors
    - (4) Brian Ramrup indicated that he has heard that athletes have been told a sponsor won’t sponsor an individual, only a team
  - ii) The Board agreed to create an ad-hoc Sponsorship Task Force to be chaired by Tom Scott to determine a process for and to investigate sponsorship opportunities. Brian Ramrup indicated interest in being included in the Sponsorship Task Force.
- c) Fundraising
  - i) Sasha Gerritson described fundraising as implemented in other non-profit organizations including the following:
    - (1) Potential to create a separate Foundation for fundraising
    - (2) A potential risk is that the Foundation would have complete control of how the funds are used
  - ii) Sasha Gerritson agreed to create an initial document to explain a potential Foundation approach
  - iii) The Board agreed to create an ad-hoc Fundraising Task Force to be chaired by Sasha Gerritson.
- d) Junior Team Support – to be discussed at a future Board meeting





- e) Communications – The Board decided a separate ad-hoc Task Force was not needed for this item
  - f) LA 2028 – The Board decided a separate ad-hoc Task Force was not needed for this item
- 6) **Review of Board Microsoft Teams site (tabled from 02/18/22 and 03/19/22 Board meetings)** – this item was deemed no longer needed by the Board.
- 7) **New Business**
- a) Premier League Event
    - i) As discussed during the LA 2028 discussion on April 1, the WKF has requested that the USANKF create a proposal to potentially host the October Premier League event which was cancelled in Moscow. The WKF believes that holding such an event will help the campaign to include karate in LA 2028.
    - ii) We need to provide WKF with a response on whether we want to hold the event and if so, what funds can we allocate towards the event.
    - iii) After Board discussion regarding various approaches to hold the event (such as combining it with another event), the estimated net cost of the event, the current financial status of the USANKF and the financial risk associated with holding the event, the Board agreed to relay to the WKF that the USANKF is willing to invest a maximum of \$100,000 towards the cost of a Premier League event in Las Angeles in October 2022.
    - iv) The Board authorized Rahul Bawa to relay the agreed-upon amount to the WKF.
  - b) Awards Photos at the Events
    - i) Pat Hickey raised an issue that was brought to him regarding the desire to change the placement of the photographers (Brentwood Digital) at Signature Events to allow spectators to take direct photos of the podium
    - ii) The Board discussed this matter and decided that this was an operational issue which should be handled by the staff.
    - iii) The Board requested Phil Hampel to address this request.
- 8) **Adjourn Meeting**
- a) Motion to adjourn meeting made by Rahul Bawa and seconded by Sasha Gerritson.
  - b) Motion approved: Votes in favor = 6; Opposed = 0; Abstained = 0

**Meeting adjourned at 5:00pm Central time.**

The next Board Meeting is scheduled for May 13, 2022, 2pm – 5pm Eastern Time via Zoom.



## Appendix A

*May 1, 2022 Bylaw Modifications*

*These modifications include changes identified in the USOPC Audit, and minor corrections and simplifications.*

*Section 5.1 Categories of Membership modified to remove reference to certified coaches in Referee membership as USA Karate offers education but not certification. Added Regional Officials and Club participants which are not full memberships with voting privilege and are primarily used for tracking Safe Sport Compliance.*

### 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 coaches.
  4. Regional Official members. Regional Official members are those individuals who register as regional referees, satisfy the USA-NKF Safe Sport Program requirements and who are recognized as regional referees by holding current regional licenses issued by USA-NKF. Regional Official members are not eligible to compete as athletes in USA-NKF events and sanctioned events and/or to become coaches.
  5. Club Participant members. Club Participant members are those individuals who register as club participant for the purpose of tracking Safe Sport Program compliance for non-members in a Member Club.
  6. 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.



Member, United States  
Olympic & Paralympic Committee





*Section 5.2 Voting Members modified to include reference to 10 year athletes Excluded Regional Officials and Club Participants from voting members.*

#### 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 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), 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 Participants, Regional Officials, Club Members and Contributing Organization members.

*Section 5.4. Membership SafeSport and Anti-Doping Obligations second paragraph modified to match the required language identified in the USOPC Audit.*

#### 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 individual members of USA-NKF to comply with all anti-doping rules of the World Anti-Doping Agency (WADA), the WKF, the USOPC including USOPC National Anti-Doping Policy, and of the 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.

*Section 6.5. Number modified to correct the number of athletes and number of independent directors to 3 each from a previous bylaw change that was missed in Section 6.5 identified in the Audit. In compliance with Audit finding added the reference to the alternate USOPC Athlete Advisory Council representative as a non-voting member to the Board. Removed the historical references.*

Section 6.5. Number.



Member, United States  
Olympic & Paralympic Committee



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 a Approved Sports Organization director, one (1) 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.

The alternate on the USOPC Athlete Advisory Council will be a non-voting ex officio member of the board, provided that if the alternate is included as a full member of the board with voice and vote, they will be included as part of the 20% 10 Year Athlete representation requirement.

*Section 6.6 Election/Selection modified to incorporate changes identified in the USOPC audit to have the Athlete Directors selected by the 10 year athletes. Removed the historical Coach and Referee Directors sections. Removed specific position references on the handling of single nominations.*

#### 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 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. Approved Sports Organization Director. The Nominating and Governance Committee shall solicit nominations of individuals from the Approved Sports



Member, United States  
Olympic & Paralympic Committee



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.

- d. 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.
- e. 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.
- f. 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 was modified to change the condition of independence where the conditions relating to being an employee of a national or international karate organization, owning a dojo, having been a karate instructor and athletes who were ever qualified serve as an "athlete representative" under Section 8.5 (or any successor provision) of the USOPC Bylaws in the sport of Karate (qualified as a 10 year athlete) were worded as "has ever" and should align to in the past two years. Based on the USOPC audit additional conditions were added to include a parent or close family member or coach of an athlete who has competed in a protected competition and in a membership category that participates in competitions to the exclusions. Also added that 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.*

#### 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 or able to provide an independent perspective 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, a competing national or international karate organization, or any sport family entity connected to USA-NKF;
- b. 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;
- c. the individual was affiliated with or employed by the USA-NKF's outside auditor or outside counsel;
- d. 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;
- e. the individual was a member of USA-NKF or the USOPC Athletes' Advisory Council;
- f. the individual was a member of any constituent group with representation on the board;
- g. the individual receives any compensation from the USA-NKF, directly or indirectly;
- h. 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;
- i. the individual is the parent or close family member or coach of an athlete who has competed in a protected competition;
- j. the individual is a member of the USA-NKF in a membership category that participates in competitions;
- k. the individual is an employee of a national or international Karate organization. "Employee" is defined as a hired position for pay, whether as a consultant, coach, any other paid position;
- l. the individual owns (in whole or in part) any karate school, dojo or studio;
- m. the individual receives compensation as a karate instructor; or
- n. 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.

*Section 6.9 Tenure was modified to remove the historical changes in staggers and terms. Aligned the terms to the stagger.*

#### Section 6.9. Tenure.

The term of office for a director of the Board shall be up to four (4) years aligned to the classes of the Staggered Board identified in Section 6.10 Staggered Board. 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 was modified to align the current board composition to the stagger classes. Removed the historical changes in the stagger classes and set the current expiration dates of each stagger class.*

#### 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) Athlete (10yr or 10yr+), one (1) Independent 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 two (2) Independent directors, one (1) Athlete (10 yr) 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, 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 Athlete Advisory Committee. The term of office of the directors of the third class shall expire on December 31, 2022. 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.

*Section 6.25 Minutes of Meetings were modified based on the USOPC Audit findings to explicitly state that conflicts of interest will be recorded in the minutes and that there will be a high-level description of items discussed in Executive Session.*

#### 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 was modified based on the USOPC Audit findings to explicitly state that Athlete Directors on the Board shall be reimbursed travel expenses to any in-person Board meeting.*

#### Section 6.26. Compensation.

Directors of the Board shall not receive compensation for their services as directors, although the reasonable expenses of directors may be paid or reimbursed in accordance with USA-NKF's policies. Athlete Directors on the Board shall be reimbursed travel expenses to any in-person Board 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 8.3 Athlete Representation was modified based on USOPC Audit findings to clarify how athlete representatives are selected for committees and added that the Nominating and Governance Athlete Representatives are elected as defined in 8.17.*

#### 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 except for the Nominating and Governance Committee who will be elected by the athletes as defined in Section 8.17.

*Section 14.1 Designation of Complaints was modified based on finding in the USOPC Audit to add any provision of the USOPC's Bylaws to the list in item a. In item b a typing error was corrected.*

Section 14.1. Designation of Complaints (Except for matters subject to the jurisdiction of the U.S. Center for SafeSport under Section 14.6 below or U.S. Anti-Doping Agency under Section 14.7 below).

The following kinds of complaints may be filed with USA-NKF:

- a. Administrative Grievance. The USA-NKF or any member of USA-NKF may file a complaint pertaining to any matter within the cognizance of the USA-NKF, including but not limited to any alleged violation of or grievance concerning: (i) any USA-NKF rule or regulation, (ii) any



Member, United States  
Olympic & Paralympic Committee



provision of USA-NKF's Bylaws, (iii) any provision of the USOPC's Bylaws, or (iv) any provision of the Ted Stevens Olympic and Amateur Sports Act relating to USA-NKF's recognition as a National Governing Body;

- b. Right to Participate or Compete. Any athlete, coach, trainer, manager, administrator or official may file a complaint pertaining to any alleged denial, or alleged threat to deny, of that individual's opportunity to participate or compete in a USA-NKF sanctioned competition.

*Section 14.3 Manner of Filing was modified based on findings from the USOPC audit. Added filing should be submitted to CEO and Judicial Committee, allowing for any supporting evidence or documentation, and providing membership information.*

#### Section 14.3. Manner of Filing.

The complainant shall file a written complaint with the CEO and Judicial Committee. The complaint shall set forth in clear and concise language, preferably in numbered paragraphs: (i) the alleged violation, grievance, denial or threat to deny, (ii) the remedy requested, and (iii) any supporting evidence and documentation. The complainant shall provide their identifying membership information and sign the complaint.

*Section 14.10 Hearing Panel was modified based on findings in the USOPC Audit to include notifying the complainant and respondent of the hearing panel to determine if any conflicts exist and remedied.*

#### Section 14.10. Hearing Panel.

Upon the filing of a complaint, the chair of the Judicial Committee, after consultation with the other Committee members, shall appoint a hearing panel consisting of three (3) individuals to hear the complaint. The Judicial Committee shall also appoint a chair of the hearing panel. Judicial Committee members may be appointed to and serve on the hearing panel. Other disinterested individuals identified by the Judicial Committee may also be appointed to and serve on the hearing panel. At least one (1) member of the hearing panel shall be an athlete. Members of the panel need not be members of USA-NKF or involved in the sport of Karate.

The hearing panel members shall be disclosed to the complainant and respondent. If a conflict of interest is raised the Ethics Committee would review the conflict, if a conflict is found the individual will be removed from the hearing panel and an alternate would be placed on the hearing panel.

*Section 14.12 Due Process Considerations was modified based on the findings of the USOPC Audit to include timeframes in items a and b.*

#### Section 14.12. Due Process Considerations.



Member, United States  
Olympic & Paralympic Committee





In any hearing conducted pursuant to these Bylaws, the parties shall be provided with the following:

- a. notice of the charges or alleged violations within 14 days of receipt without just cause for delay, with specificity and in writing, and possible consequences if the charges are found to be true;
- b. reasonable time between receipt of the notice of charges and the hearing with respect to the charges, within which to prepare a defense, within 90 days of filing, without just cause for delay;
- c. notice of the identity of adverse witnesses provided in advance of the hearing;
- d. the hearing to be conducted at such a time and place so as to make it practicable for the person charged to attend;
- e. a hearing before a disinterested and impartial body of fact finders;
- f. the right to be assisted in the presentation of one's case at a hearing, including the assistance of legal counsel, if desired; however all fees shall be paid by the party seeking assistance of legal counsel;
- g. the right to present oral and written evidence and argument;
- h. the right to call witnesses to testify at the hearing, including the right to have individuals under the control of an adverse party attend; and to confront and cross-examine such individuals;
- i. the right to have a record (i.e., transcript) made of the hearing (In this regard, the reporter shall be paid for by the party requesting the reporter; and a copy of any transcript shall be provided to the other party upon payment of half of the cost. Any transcript ordered by a party shall be made available to the Hearing Panel upon request of the Hearing Panel);
- j. the burden of proof shall be on the proponent of the charge, which burden shall be at least a "preponderance of the evidence" unless an applicable rule of law provides for a higher burden of proof;
- k. a written decision, with reasons therefore, based solely on the evidence of record, handed down in a timely fashion; and
- l. written notice of appeal procedures, if the decision is adverse to the person charged, and the prompt and fair adjudication of any appeal.

*Section 14.17 Anti-Retaliation section was added based on findings from the USOPC Audit.*

#### Section 14.17. Anti-Retaliation.

USA-NKF has zero tolerance for retaliation against people who make good faith reports of potential ethical, policy, financial or legal violations, or who cooperate with investigations of those reports. That means no athletes, directors, officers, employees, contractors, members, committee members, task force members, hearing panel members, and volunteers may threaten, harass,



Member, United States  
Olympic & Paralympic Committee



discriminate against, or take any negative employment (where applicable) or participation related action (e.g., discharge, demotion, suspension, non-assignment, negative review) on that basis.

Any such retaliation can be reported as described above in the same way as any other policy violation. It will be treated as a violation of the USA-NKF Whistleblower Policy and USA-NKF's Code of Conduct and may lead to serious consequences including termination of employment or participation for anyone involved in retaliation

*Section 20.3 Non-discrimination Policy was modified based on findings from the USOPC Audit to explicitly apply the Non-discrimination Policy to candidates for Board position, Board directors, candidate for committee positions, members of committees and athletes.*

### Section 20.3. Non-discrimination Policy.

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 or Directors of the Board 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 athletes 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 will provide for reasonable representation of both males and females on the Board of Directors or other governing committees.



Member, United States  
Olympic & Paralympic Committee