

**BYLAWS
OF USA Taekwondo Oregon Foundation**

**Article I
Purpose**

This corporation shall be organized and operated exclusively for charitable, scientific, literary, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes and Section 501(c)(3) of the Internal Revenue Code of 1954 (or their corresponding future statutes).

This corporation's primary purpose will be to support the development and promotion of Taekwondo throughout Oregon.

**Article II
No Membership**

This corporation shall have no members.

**Article III
Board of Directors**

3.1 Duties. The affairs of the corporation shall be managed by its Board of Directors.

3.2 Chair. The directors by majority vote shall elect one director to serve as Chairman of the Board of Directors until a successor is elected or until his or her resignation or removal by majority vote of all directors. If such a resignation or removal occurs, the Board of Directors shall elect another director to act as Chairman. The Chairman shall conduct all meetings of the Board of Directors and shall advise the President of the Corporation on the operational procedures.

3.3 Number. The number of directors of the Corporation shall be at least three and no more than ten. The number of directors, as well as appointments to the Board of Directors, shall otherwise be determined from time to time by resolution of the Board. If, however, a director resigns from the Board of Directors before the expiration of his or her term, the remaining directors by majority vote may make an appointment to the Board of Directors for the remaining duration of the term. At least 20% athlete representation is required on the board of directors.

3.4 Term. Notwithstanding any other provision of these Bylaws, Board members may be re-elected without limitation on the number of terms she/he may serve. Where not already given authority to elect, the Board shall elect its own members, except that a Board member shall not vote on her/his own position.

3.5 Removal of Directors. Any Board member may be removed, with cause, at a meeting called for that purpose, by a vote of 2/3 of the Board members then in office.

3.6 Vacancies. Notwithstanding any other provision of these Bylaws, vacancies on the Board of Directors and newly created Board positions will be filled by a majority vote of the number of Board members then on the Board.

3.7 Quorum and Action. A quorum at a Board meeting shall be 1/3 of all Board members in office immediately before the meeting begins. If a quorum is present, action is taken by the affirmative vote of a majority of directors present. Where the law requires the affirmative vote of a majority of directors in office to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, such action is to be taken by that majority as required by law.

3.8 Regular Meetings. A regular meeting of the Board of Directors shall be held annually.

3.8.1 Where the Bylaws do not conflict, Roberts Rules of Order shall govern procedure.

3.8.2 Notice of the date, time and place of annual meeting of the Board of Directors shall be given at least 10 days prior to the meeting by notice communicated in person, by telephone, telegraph, teletype or other form of wire or wireless communication, mail or private carrier. If written, notice shall be effective at the earliest of (a) when received, (b) three days after its deposit in the United States mail, as evidenced by the postmark, if mailed postpaid and correctly addressed, or (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested and the receipt is signed by or on behalf of the addressee. Notice by all other means shall be deemed effective when received by or on behalf of the director.

3.9 Special Meetings. Special meetings of the Board of Directors may be called by the President or upon written request of at least three directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place in or out of Oregon as the place for holding any special meeting of the Board of Directors called by them.

3.9.1 Notice. Notice of the date, time and place of any special meeting of the Board of Directors shall be given at least 24 hours prior to the meeting by notice communicated in person, by telephone, telegraph, teletype or other form of wire or wireless communication, mail or private carrier. If written, notice shall be effective at the earliest of (a) when received, (b) three days after its deposit in the United States mail, as evidenced by the postmark, if mailed postpaid and correctly addressed, or (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested and the receipt is signed by or on behalf of the addressee. Notice by all other means shall be deemed effective when received by or on behalf of the director.

3.11 Meetings by Telecommunications. Any regular or special meeting of the Board of Directors may be held by telephone or telecommunications, as long as all Board members can effectively communicate with each other.

3.12 Action by Consent. Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a Board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Board members.

3.13 Directors' Compensation. Unless otherwise provided in the articles of incorporation, by resolution of the board of directors, each director may be paid expenses, if any, of attendance at each meeting of the board of directors. Board members shall not receive any salaries for their Board services.

3.14 US Center of Safe Sport Law. All Board of Directors and members are required to follow US Center of Safe Sport Law. This includes all Board Members are required to be a current member of USA Taekwondo and complete the US Center of Safe Sport Training.

Article IV Officers

4.1 Compensation. The Corporation may pay its officers reasonable compensation for their services as fixed from time to time by the Board of Directors.

4.2 President. Unless otherwise determined by the Board of Directors, the President shall be the chief operations officer of the Corporation, shall be responsible for the specific operations of the Corporation. The President shall have any other duties and responsibilities prescribed by the Board of Directors.

4.2.1 If a President resigns or is removed from office, the President will be able to maintain Honorary President position with the Corporation and have one voting rights without Club Voting Requirements.

4.2.2 Qualifications for President. The President must have the following qualification to hold office:

1. Must be an Oregon Resident for 5 years or more.
2. Must be a U.S. citizen.
3. Involved with USAT Oregon Foundation executive level for a minimum of 5 years consecutively.
4. Individual must have maintained USAT Club memberships for the past 5 years with a minimum of 5 USA Taekwondo individual memberships under his/her USAT Club.
5. Must have been actively involved in USAT Oregon Foundation functions and events for past 5 years.
6. Must not hold position of President, Vice President, and/or Executive Member in the World Taekwondo Member National Association (WT MNA) countries with the exception of USA Taekwondo. If an individual has held positions in the World Taekwondo MNA's, the individual must wait 10 years before applying for a USAT Oregon President or executive position.
7. Must have a minimum of 5 years experience in managing USA Taekwondo Oregon businesses at the executive level.
8. Must submit letters of nomination, with a minimum of 20% approval from USAT Oregon Clubs that have been USAT Member for 5 years consecutively.
9. Must be Kukkiwon 6th Dan or higher holder.
10. If the former president runs for the election, he/she automatically qualifies to run for the president without qualifications listed on 4.2.2.

11. If there are no other candidates running for the USA Taekwondo Oregon Foundation's Presidential position, previous President shall be re-elected for another 5-year term.

4.3 Term. The term of office is five (5) years and until the newly elected officers assume their positions. In the case of substitutions, the term of office of the substitute will be for the remainder of the term of the substituted officer. All officers are Eligible for Re-Appointment by the USA Taekwondo Oregon Foundation President.

4.4 Duties. The President is the Chief Executive Officer of USA Taekwondo Oregon Foundation and will preside at all meetings. The President will act as a USA Taekwondo Oregon Foundation representative to all international sports organizations, including the USA Taekwondo, World Taekwondo, and perform such other functions as usually pertain to those of the Presidents of other regional unions of the World Taekwondo. The President may appoint special committees to assist him/her when necessary.

4.5 Voting. Full time registered USA Taekwondo Clubs in Oregon have the right to vote for USA Taekwondo Oregon Foundation's President. One vote per each registered USAT Registered Club in Oregon. If the head of the Club instructor was former president of USA Taekwondo Oregon Foundation, he/she has one voting right without the requirements. Qualified USAT Registered Clubs must meet following requirements:

1. Must be USAT Club Members for 5 years consecutively.
2. Club's head instructor must have attended previous 5 years of Oregon State Qualifier as coach, athlete or official representative of USA Taekwondo Oregon Foundation.
3. Club's head instructor must have attended three years of Oregon State Taekwondo meeting.

4.6 Executive Committee. Executive Committee Officers are appointed by the President:

1. One (1) Vice President
2. One (1) Chief Operating Officer
3. One (1) Secretary General
4. One (1) Treasurer

4.7 The Secretary. The secretary shall:

- (1) Keep the minutes of the proceedings of the Board of Directors in one or more books provided for that purpose;
- (2) See that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
- (3) Be custodian of the corporate records and of any seal of the corporation and if there is a seal of the corporation, see that it is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized;
- (4) When requested or required, authenticate any records of the corporation;
- (5) Keep a register of the post office address of each director, which shall be furnished to the secretary by such director; and
- (6) In general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or by the board of directors.

**Article V
Committees**

5.1 Other Committees. The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise functions of the Board of Directors or may be advisory committees.

5.2 Composition of Committees Exercising Board Function. Any committee that exercises any function of the Board of Directors shall be composed of two or more Board members, elected by the Board of Directors by a majority vote of the Board members in office at that time.

5.3 Quorum and Action. A quorum at a Committee meeting exercising Board functions shall be a majority of all Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by an affirmative vote of a majority of Directors present.

5.4 Limitation on the Powers of Committees. No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all substantially all of the corporation's assets; may elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; nor may adopt, amend, or repeal the Articles, bylaws, or any resolution by the Board of Directors.

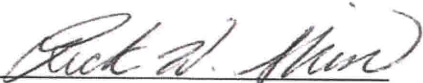
**Article VI
Amendments**

These Bylaws may be amended or repealed and new Bylaws may be adopted by the Board of Directors by an affirmative vote of all directors present, if a quorum is present. Prior to the adoption of the amendment, each Board member shall be given at least seven days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered. The notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and shall contain a copy of the proposed amendment.

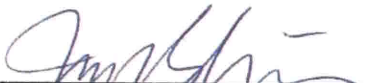
**Article VII
Corporate Indemnity**

The corporation will indemnify its officers and directors to the fullest extent allowed by Oregon law.

Adopted: April 28, 2019




Director



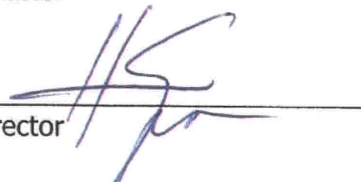
Director



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