



MEETING MINUTES

USA National Karate-do Federation (USANKF) Board of Directors Meeting Cannon Hill Board Room at The Centennial Hotel, Spokane, Washington June 29, 2022, 10:30am Pacific time

Board Members in Attendance

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

USANKF Staff Present

Phil Hampel (via Zoom)
Elizabeth Poloni

Others Present during Open Session

Approximately 5 USANKF Members

Call to Order – Rahul Bawa called the meeting to order at 10:35am Pacific Time (PT).

Open Session

1) Declaration of Conflicts of Interest

- a) Rahul Bawa declared a conflict regarding the discussion about the President position since he may become the President based on the outcome of the Board discussion.
- b) Brian Ramrup and Tom Scott declared conflicts regarding the discussion about Senior National Team Funding since they are on the USA Senior National Team.
- c) Pat Hickey declared a conflict related to the Insurance discussion since he is an insurance agent.

2) Approval of May 13, 2022, and June 16, 2022, Board Meeting Minutes

- a) May 13, 2022, Board Meeting Minutes
 - i) Motion to Approve made by Pat Hickey; seconded by Brian Ramrup.
 - ii) Motion approved: Votes in favor = 7; Opposed = 0; Abstained = 0.
- b) June 16, 2022, Board Meeting Minutes
 - i) Motion to Approve made by Pat Hickey; seconded by Elisa Au.
 - ii) Motion approved: Votes in favor = 5; Opposed = 0; Abstained = 2 (by members not present for the meeting).

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

- a) Improve Communications
 - i) Elisa Au has been leading the effort to develop a Communications plan.
 - ii) The plan will be reviewed during the Closed session of this meeting.
 - iii) The plan will also be discussed during the General Assembly at USANKF National Championships later today (June 29, 2022).



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- b) Develop Strategic Plan
 - i) The Strategic Plan was started during the April 1, 2022, in-person Board meeting.
 - ii) The plan will be finished by end of 2022.
- c) Complete the actions from the USOPC Demand Letter – the following items are outstanding:
 - i) Vote on the open Independent Board position (to be discussed during the Closed session of this meeting).
 - ii) Fill the last open Board position.
 - iii) Determine the course of action regarding the new President position added to the Bylaws in 2017 (to be discussed during the Closed session of this meeting).
 - iv) Completion of required training for the Board.
- d) Re-examine Committee structure – to be discussed during the General Assembly at USANKF National Championships later today (June 29, 2022).
- e) Review Bylaws
 - i) The Board will review 3 major proposed Bylaw changes during the Closed session of this meeting.
 - ii) The goal is to have revamped the Bylaws by the end of 2022.
- f) Enhance Junior Team Support – to be discussed during the Closed session of this meeting.
- g) Support inclusion of karate in LA 2028 – waiting for the LA 2028 to announce the short list of sports that will be invited to apply to be included in the LA 2028 Olympic Games.

4) Board Election Update (Independent position)

- a) The Nominating and Governance committee has recommended another candidate for the open Independent Board position.
- b) A Zoom call was held with the candidate and a few Board members on June 23, 2022.
- c) The Board will vote on the candidate during the Closed session of this meeting.

5) North American Cup

- a) Rahul Bawa announced that the North American Cup will be held on April 5, 2023. This was decided at a meeting held on May 25, 2022, with Rahul Bawa, Sasha Gerritson, Brody Burns, the President of the PKF and the Presidents of the Canadian and Mexican Karate Federations.
- b) The North American Cup is part of the selection process for the 2023 Pan American Games.
- c) The USANKF will be the host of the 2023 North American Cup.

6) Task-Force updates

- a) Fundraising – Sasha Gerritson – the Board has decided that we currently do not have the staff resources to develop an individual gifting strategy and plan at this time.
- b) Sponsorship – Tom Scott – no updates.

Motion to enter Closed Session made by Sasha Gerritson; seconded by Brian Ramrup.

Motion approved: Votes in favor = 7; Opposed = 0; Abstained = 0.

Participants that are not Board members or USANKF staff left the meeting.





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Closed Session

1) Board Action Item Review

- a) The Board reviewed the tracking of Board action items being maintained by Rahul Bawa.
- b) The Board discussed the status of the Implicit Bias 1 and Implicit Bias 2 training required for all Board members.

2) Independent Board Member discussion and vote

- a) The Board discussed the qualifications of Michael Donadio for the open Independent Board position.
- b) Motion to approve Michael Donadio for the open Independent Board member position effective July 1, 2022, made by Tom Scott; seconded by Sasha Gerritson.
- c) Motion approved: Votes in favor = 6; Opposed = 0; Abstained = 1.

3) Review and vote on Bylaw changes removing ASO Director position and adding new At-Large Director position elected by adult members that can't vote for another Board position (Appendix A contains the detailed changes)

- a) The Board reviewed each proposed change contained in Appendix A of the agenda.
- b) The Board approved the following additions to the changes in Appendix A:
 - i) Section 8.17 (Nominating and Governance Committee)
 - (1) Delete subsection a(4).
 - (2) Delete subsection a(5).
 - (3) Motion to delete subsections a(4) and a(5) from section 8.17 of the USANKF Bylaws made by Pat Hickey; seconded by Elisa Au.
 - (4) Motion approved: Votes in favor = 6; Opposed = 0; Abstained = 1.
 - ii) Section 8.19 (Technical Committee)
 - (1) Remove "ASO" from subsection b(3).
 - (2) Motion to remove "ASO" from subsection b(3) from section 8.19 of the USANKF Bylaws made by Brian Ramrup; seconded by Tom Scott.
 - (3) Motion approved: Votes in favor = 7; Opposed = 0; Abstained = 0.
 - iii) Section 10.7 (Board of Directors section with AAC)
 - (1) Remove section 10.7 from Bylaws and renumber the following sections with section 10.
 - (2) Motion to remove section 10.7 from the USANKF Bylaws and renumber the other sections within section 10 made by Elisa Au; seconded by Brian Ramrup.
 - (3) Motion approved: Votes in favor = 7; Opposed = 0; Abstained = 0.
 - iv) Section 15.1 (Prompt Review of Payment)
 - (1) Replace "ASO" with "organization" in first sentence.
 - (2) Motion to replace "ASO" with "organization" in first sentence of section 15.1 of



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USANKF Bylaws made by Tom Scott; seconded by Sasha Gerritson.

(3) Motion approved: Votes in favor = 7; Opposed = 0; Abstained = 0.

c) Motion to approve the USANKF Bylaw changes contained in Appendix A of the agenda and the changes added above under section 3(b) to be effective July 1, 2022, made by Pat Hickey; seconded by Sasha Gerritson.

d) Motion approved: Votes in favor = 7; Opposed = 0; Abstained = 0.

4) Review and vote on Bylaw changes repealing the changes implemented in 2017 to add a new President position

(Appendix B contains the detailed changes)

a) The Board reviewed each proposed change contained in Appendix B of the agenda.

b) Motion to approve the USANKF Bylaw changes contained in Appendix B of the agenda effective July 1, 2022, made by Sasha Gerritson; seconded by Tom Scott.

c) Motion approved: Votes in favor = 7; Opposed = 0; Abstained = 0.

5) Review and vote on Bylaw changes resulting from USOPC Audit

(Appendix C contains the detailed changes)

a) The Board reviewed each proposed change contained in Appendix C of the agenda.

b) The Board approved the following additions to the changes in Appendix C:

i) Section 6.7 (Independence)

(1) Addition of the word "karate" before "...athletes, coaches, and/or referees..." in the second-to-last sentence of the opening paragraph.

(2) Motion to add the word "karate" before "...athletes, coaches, and/or referees..." in the second-to-last sentence of the opening paragraph in section 6.7 of the USANKF Bylaws made by Brian Ramrup; seconded by Elisa Au.

(3) Motion approved: Votes in favor – 7; Opposed = 0; Abstained = 0.

ii) Section 14.3 (Manner of Filing)

(1) Addition of the words "and CEO" at the end of the first sentence.

(2) Motion to add the words "and CEO" to the end of the first sentence of section 14.3 of the USANKF Bylaws made by Rahul Bawa; seconded by Sasha Gerritson.

(3) Motion approved: Votes in favor – 7; Opposed = 0; Abstained = 0.

iii) Section 20.3 (Non-Discrimination Policy)

(1) Replace the last sentence in the section with "The USA-NKF strives for diversification on the Board of Directors and other governing committees."

(2) Motion to replace the last sentence in section 14.3 of the USANKF Bylaws with "The USA-NKF strives for diversification on the Board of Directors and other governing committees" made by Brian Ramrup; seconded by Tom Scott.

(3) Motion approved: Votes in favor – 7; Opposed = 0; Abstained = 0.



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c) Motion to approve the USANKF Bylaw changes contained in Appendix B of the agenda and the changes added above in section 5(b) to be effective July 1, 2022, made by Pat Hickey; seconded by Brian Mertel.

d) Motion approved: Votes in favor – 7; Opposed = 0; Abstained = 0.

6) Review and vote on Accounting and Financial Procedures

a) The Board reviewed and discussed the updated Accounting and Financial procedures dated May 1, 2022.

b) Motion to approve the May 1, 2022, Accounting and Financial procedures made by Pat Hickey; seconded by Tom Scott.

c) Motion approved: Votes in favor = 7; Opposed = 0; Abstained = 0.

7) Junior Team Support Task Force

a) Elisa Au and Matthew Ralph presented their ideas regarding the development of a Karate Junior Development Program.

b) The board agreed to create a Junior Team Support Task Force to develop a plan to further support our Junior athletes.

c) Motion to create a Junior Team Support Task Force led by Elisa Au and Matthew Ralph to develop a plan to support our Junior Athletes made by Pat Hickey; seconded by Tom Scott.

d) Motion approved: Votes in favor = 7; Opposed = 0; Abstained = 0.

8) Selection Committee

a) The Board agreed in principle to create a Selection Committee as required by the USANKF Bylaws.

b) The Board agreed to discuss the composition of the Selection Committee during a future Board meeting.

9) Communication Plan

a) The Board reviewed and agreed in concept with the updated communication plan created by Elisa Au.

b) Phil Hampel was asked to review the plan and indicate to the Board if there are any resource or staffing limitations that would limit the organization to execute the plan.

10) Review and vote on 2022 Budget – tabled until a future Board meeting.

11) Referee Code of Conduct - tabled until a future Board meeting.

12) International Representation – tabled until a future Board meeting.

13) Para-karate Board position – tabled until a future Board meeting.



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14) Insurance

- a) Pat Hickey has reviewed the current insurance policies held by the USANKF and has identified potential issues related to our insurance coverage.
- b) The Board asked Pat Hickey to create a list of recommendations to the Board regarding changes in our insurance coverage.
- c) Motion for Pat Hickey to create a list of recommendations for changes to our insurance coverages made by Sasha Gerritson; seconded by Elisa Au.
- d) Motion approved: Votes in favor = 7; Opposed = 0; Abstained = 0.

15) New Business

- a) Athlete funding for Team Kata and Team Kumite medalists
 - i) The Board discussed the potential of providing some type of expense reimbursement for athletes that are part of a Team Kata or Team Kumite US Team which medals at a PKF or WKF Championship tournament.
 - ii) The Board asked the AAC to develop a formal proposal for this funding to present to the Board.

Motion to enter Executive Session by Brian Ramrup; seconded by Pat Hickey at 4:11pm PT.

Motion approved: Votes in favor = 7; Opposed = 0; Abstained = 0.

USANKF Staff (Phil Hampel and Elizabeth Poloni) left the meeting.

Executive Session

The Board discussed organizational and staff performance during the Executive Session.

Motion to leave Executive Session by Brian Ramrup; seconded by Brian Mertel at 5:10pm PT.

Motion approved: Votes in favor = 7; Opposed = 0; Abstained = 0.

Adjourn Meeting

Motion to adjourn meeting made by Brian Ramrup; seconded by Sasha Gerritson.

Motion approved: Votes in favor = 7; Opposed = 0; Abstained = 0

Meeting adjourned at 5:15pm Pacific time.



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REMOVE OLD BOARD POSITIONS AND ADD NEW AT-LARGE ELECTED BOARD POSITION

These are the proposed Bylaw changes to remove the old Board positions (Coach, Referee and ASO) and to add the new At-Large Board position. The sections of the Bylaws effective 1/1/2022 impacted are as follows:

- Section 5.2 – Voting Members
- Section 6.5 – Number (of Directors)
- Section 6.6 – Election/Selection (of Directors)
- Section 6.8 – Voting by Email (of Directors)
- Section 6.9 – Tenure (of Directors)
- Section 6.10 – Staggered Board

Red indicates items that are being deleted while blue indicates items that are being added. Comments explaining the changes are in black.

SECTION 5.2 VOTING MEMBERS

Delete the following first sentence:

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.

Replace the sentence deleted above with the following:

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)**
- All other Adult members.**



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SECTION 6.5 NUMBER

Delete the entire section shown below:

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

Replace section 6.5 with the following:

The Board of Directors shall consist shall consist of nine (9) total directors: three (3) of whom shall be Independent directors , three (3) of whom shall be Athlete directors, one (1) of whom shall be an Elected At-Large director, one (1) of whom shall be an Appointed At-Large director, and one (1) of whom shall be an Affiliated Organization director. If there is no Affiliated Organization member, then the Affiliated Organization director seat shall remain vacant and there shall only be eight (8) total directors. Athlete directors shall at all times comprise at least 33.3 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.



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SECTION 6.6. ELECTION/SELECTION

Delete the following subsections:

- 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.*



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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.*

- 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.*

Relabel the current Affiliated Organization Director subsection as “c” and add the following new subsections as follows:

- d. Appointed 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. Elected At-Large Director. The Nominating and Governance Committee shall solicit nominations from the current membership and manage the election as follows:**
 - 1. All active Adult USANKF Members are eligible to run for the position**
 - 2. Any active Adult USANKF member can nominate any other active adult USANKF member if the nominee accepts the nomination in writing**
 - 3. All nominations must be accompanied with 25 signatures of support from current adult USANKF members**
 - 4. The Nominating and Governance committee shall validate nominations as per the requirements above**
 - 5. All eligible nominees shall be included in the election**



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6. Only active adult USANKF members that cannot vote for another Board member position as individuals shall be eligible to vote for this position
 7. If one candidate receives more than 50% of the vote in the election, that candidate shall be elected.
 8. If no candidate receives more than 50% of the vote, the 3 candidates that received the most votes shall be included in a run-off election.
 9. The candidate with the plurality of the votes in the run-off election shall be elected to the position.
- 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 6.8 VOTING BY EMAIL

Delete the following first sentence:

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.

Replace the sentence deleted above with the following:

Election of Athlete and Elected At-Large 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.



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SECTION 6.9 TENURE

Delete the entire section as shown below:

The term of office for a director of the Board shall be four (4) years. 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. To facilitate the transition to a more independent board terms of the First and Third Class stagger Directors identified in Section 6.10 Staggered Board will be extended one (1) year. Third Class terms set to expire on 12/31/2017 will expire 12/31/2018. First Class terms set to expire on 12/31/2019 will expire on 12/31/2020. Second Class terms for the Athlete Director filled by the USOPC AAC Representative will be unaffected and expire on 12/31/2020.

Replace section 6.9 with the following:

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

Delete the entire section as shown below:

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,





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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.

Replace section 6.10 with the following:

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) Elected At-Large Director and one (1) Affiliated Organization 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) Appointed At-Large director. For the first Board of Directors seated under these Bylaws, the term of office of the directors of the first class shall expire on December 31, 2024. The term of office of the director of the second class shall expire on December 31, 2024 as corresponds to the term of the USOPC 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.



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REPEALING THE NEW PRESIDENT POSITION CLAUSES REFERRED TO IN THE USOPC DEMAND LETTER.

These are the proposed bylaw changes to remove the new additional President position. Based on the current Bylaws effective 1/1/2022, this proposal is to remove all statements that begin with, “Effective 1/1/2021” that has wording dealing with the President. By removing this wording in each appropriate Section, the Bylaws revert to the wording originally in each Section. While it may appear as if we are deleting the sections, we are merely removing the “new” sections added for the new President position thus rolling back to the previous wording which is still in the bylaws. The sections of the Bylaws effective 1/1/2022 impacted are as follows:

- Section 7.2 – Election/Selection (of Officers)
- Section 7.3 – Tenure (of Officers)
- Section 7.4 – Authority and Duties of Officers
- Section 7.6 – Term Limits (of Officers)
- Section 7.7 – Resignation, Removal and Vacancies (of Officers)
- Section 7.8 – Compensation (of Officers)
- Section 13 – Chief Executive Officer

Red indicates items that are being deleted while blue indicates items that are being added. Comments explaining the changes are in black.

SECTION 7.2. ELECTION/SELECTION.

The wording below is deleted:

Effective 1/1/2021 the election of the Board Chairman shall be separate from the position of President the first paragraph of Section 7.2 will be replaced with:

The Board of Directors shall elect from among the directors of the Board, by majority vote, a presiding officer or Chair. The Affiliate Member Director shall not be eligible to be the Chair of the Board of Directors. The election shall be held at the first meeting of the Board on election years. The newly elected Chair shall take office immediately.



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SECTION 7.3. TENURE

The wording below is deleted:

Effective 1/1/2021 the election of the Board Chairman shall be separate from the position of President the first paragraph of Section 7.3 will be replaced with:

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

SECTION 7.4. AUTHORITY AND DUTIES OF OFFICERS

The wording below is deleted:

Effective 1/1/2021 the election of the Board Chairman shall be separate from the position of President the Sections 7.4 a. and b. will be replaced with:

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

SECTION 7.6. TERM LIMITS.

The wording below is deleted:

Effective 1/1/2021 Section 7.6 shall be replaced with :

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

When a Chair is elected to fill a vacancy because of the Chair's resignation, removal, incapacity, disability or death, and the remaining term is for more than one (1) year, such term shall constitute a full term. If the vacancy being filled is for one (1) or more years, the Chair can serve three (3) additional two (2) year terms following completion of the filled vacancy term. If the vacancy being



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filled is for less than one (1) year, the term shall not be a full term and the Chair can serve four (4) additional two (2) year terms following completion of the filled vacancy term. The Chair can be retained for an additional term if voted by a simple majority vote of the board. If the Chair does not receive a majority vote an election will be held for the Chair's position.

There is no term limit for the President, Chief Executive Officer or the Secretary.

SECTION 7.7. RESIGNATION, REMOVAL AND VACANCIES.

The wording below is deleted:

Effective 1/1/2021 Section 7.7 shall be replaced with:

An officer's position with USA-NKF may be declared vacant upon the officer's resignation, removal, incapacity, disability or death. The Chair may resign at any time by giving written notice to the Board. The Secretary or Assistant Secretary, if any, may resign at any time by giving written notice to the Chief Executive Officer. Such resignation shall take effect at the time specified in the notice, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

The Chair may be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the director in question). The Chair may also be removed not for cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the director in question). The Secretary or Assistant Secretary, if any, may be removed by the Chief Executive Officer, with or without cause.

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



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SECTION 7.8. COMPENSATION.

The wording below is deleted:

Effective 1/1/2021 Section 7.8 shall be replaced with:

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

SECTION 13

The wording below is deleted:

Effective 1/1/2021 Section 13 shall be replaced with the following:

SECTION 13.

PRESIDENT and CHIEF EXECUTIVE OFFICER

Section 13.1. Designation.

USA-NKF shall have a President and Chief Executive Officer.

Section 13.2. Tenure.

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



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Section 13.3. Secretary General.

The President shall serve as Secretary General of USA-NKF and in that capacity shall represent the USA-NKF in relations with the international sports federation for the sport of Karate recognized by the International Olympic Committee (currently the WKF) and at international Karate functions and events. The Chief Executive Officer may be appointed as the Secretary General to serve in place of the President by the Board of Directors.

Section 13.4. Responsibilities.

The President shall:

- a. serve as the representative of USA-NKF to the PKF and WKF
- b. with the Chief Executive Officer, develop a strategy for achieving the USA-NKF's mission, goals and objectives;
- c. with the Chief Executive Officer, act as the USA-NKF's spokesperson;
- d. business development of donors and sponsors to support the activities of USA-NKF;
- e. provide consultation to the Board of Directors on matters regarding the sport of Karate.

The Chief Executive Officer shall:

- a. with the President, develop a strategy for achieving the USA-NKF's mission, goals and objectives;
- b. present the strategy to the Board of Directors for approval;
- c. prepare and submit quadrennial and annual budgets to the Board for approval;
- d. determine the staff needed to effectively carry out USA-NKF's mission, goals and objectives, within USA-NKF's budget;
- e. oversee the hiring and termination of all staff;
- f. either directly or by delegation manage all staff functions;
- g. be responsible for resource generation and allocation of resources;
- h. coordinate USA-NKF's international activities;
- i. with the President, act as the USA-NKF's spokesperson;
- j. perform all functions as usually pertain to the office of Chief Executive Officer;
- k. serve, or appoint an individual to serve, as USA-NKF's Designated Representative and Liaison to the U.S. Center for SafeSport.



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BYLAW CHANGES FOR USOPC AUDIT

These are the proposed Bylaw changes as the result of the 2021 USOPC Audit. The sections of the Bylaws effective 1/1/2022 impacted are as follows:

- Section 5.1 – Categories of Membership
- Section 5.2 – Voting Members
- Section 5.4 – Membership SafeSport and Anti-Doping Obligations
- Section 6.6 – Election/Selection (of Directors)
- Section 6.7 – Independence (of Directors)
- Section 6.25 – Minutes of Meetings (of Directors)
- Section 6.26 – Compensation (of Directors)
- Section 8.3 – Athlete Representation (of Committees)
- Section 8.10 – Minutes of Meetings (of Committees)
- Section 14.1 – Designation of Complaints
- Section 14.3 – Manner of Filing (of Complaints)
- Section 14.10 – Hearing Panel (of Complaints)
- Section 14.11 – Conduct of the Proceeding (of Complaints)
- Section 14.12 – Due Process Considerations (of Complaints)
- Section 14.17 – Anti-Retaliation (of Complaints) – NEW SECTION
- Section 20.3 – Non-discrimination Policy

Red indicates items that are being deleted while blue indicates items that are being added. Comments explaining the changes are in black.

SECTION 5.1 CATEGORIES OF MEMBERSHIP

Delete the following last sentence in subsection (a)(3):

Referee members are eligible to compete as athletes in USA-NKF events and sanctioned events and/or to become certified coaches.



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Replace the last sentence deleted above with the following:

Referee members are eligible to compete as athletes in USA-NKF events and sanctioned events and/or to participate as coaches.

Add the following subsections under (a) Individual Membership Categories:

- 5. 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 participate as coaches.**
- 6. 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.**

SECTION 5.2 VOTING MEMBERS

Delete the following last sentence:

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

Replace the last sentence deleted above with the following:

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

Delete the following second paragraph:

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



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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.

Replace the second paragraph deleted above with the following:

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 6.6. ELECTION/SELECTION

Delete the following subsection:

- 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*



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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.

Replace the subsection deleted above with the following:

- 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.**

SECTION 6.7 INDEPENDENCE

Delete the entire section as shown below:

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;*



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- 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.*

Replace section 6.7 with the following:

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:



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- 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, or 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



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- 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.

Immediate and Close family is defined as spouse/domestic partners, children, siblings, parents, and in-laws. Sport Family is defined as Local Affiliate Organizations (LAOs).

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 6.25 MINUTES OF MEETINGS

Delete the entire section as shown below:

The minutes of all meetings of the Board of Directors shall be published on USA-NKF’s web site. Every reasonable effort will be made to publish the minutes within thirty (30) days after approval of the minutes.

Replace section 6.25 with the following:

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

Add the following after the first sentence in this section:

Athlete Directors on the Board shall be reimbursed travel expenses to any in-person Board meeting.



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SECTION 8.3 ATHLETE REPRESENTATION

Add the following at the end of the last sentence in this section:

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

SECTION 8.10 MINUTES OF MEETINGS

Delete the entire section as shown below:

Each committee and task force shall take minutes of its meetings. Meeting minutes should be submitted to the Secretary to include in the corporate record.

Replace section 8.10 with the following:

Each committee and task force shall take minutes of its meetings. 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. Meeting minutes should be submitted to the Secretary to include in the corporate record.

SECTION 14.1 DESIGNATION OF COMPLAINTS

Delete subsections (a) and (b) as shown below:

- 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 provision of USA-NKF's Bylaws, or (iii) 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 individuals opportunity to participate or compete in a USA-NKF sanctioned competition.*



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Replace subsections (a) and (b) deleted above with the following:

- 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 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

Delete the entire section as shown below:

The complainant shall file a written complaint with the 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, and (ii) the remedy requested. The complainant shall sign the complaint.

Replace section 14.3 with the following:

The complainant shall file a written complaint with the 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

Delete the entire section as shown below:

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



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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.

Replace section 14.10 with the following:

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 at least three (3) members with at least 33% of the members being an athlete satisfying the requirements of Section 8.8.2 of the USOPC Bylaws 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. 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 will review the conflict, If a conflict is found the individual will be removed from the hearing panel and an alternate will be placed on the hearing panel.

SECTION 14.11 CONDUCT OF THE PROCEEDING

Add the following at the beginning of the second paragraph in this section:

The hearing will be conducted at a time and place to make it practicable for all parties to attend.

SECTION 14.12 DUE PROCESS CONSIDERATIONS

Delete the entire section as shown below:

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

- a. notice of the charges or alleged violations, with specificity and in writing, and possible consequences if the charges are found to be true;*



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- b. reasonable time between receipt of the notice of charges and the hearing with respect to the charges, within which to prepare a defense;*
- c. notice of the identity of adverse witnesses provided in advance of the hearing;*
- d. the right to have the hearing 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.*

Replace section 14.12 with the following:

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;**



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- b. reasonable time after receipt of the notice of charges for the respondent to submit an answer to the complaint within fifteen (15) days of notice, without just cause for delay;
- c. 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;
- d. notice of the respondent's answer to the charges;
- e. notice of the identity of adverse witnesses provided in advance of the hearing;
- f. the hearing to be conducted at such a time and place so as to make it practicable for all parties of the grievance to attend, within 90 days of filing, without just cause for delay;
- g. a hearing before a disinterested and impartial body of fact finders;
- h. 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;
- i. the right to present oral and written evidence and argument;
- j. 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;
- k. 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);
- l. 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;
- m. a written decision, with reasons therefore, based solely on the evidence of record, handed down in a timely fashion; and
- n. written notice of appeal procedures, if the decision is adverse to the person charged, and the prompt and fair adjudication of any appeal.



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SECTION 14.17 ANTI-RETALIATION (NEW SECTION)

Add the following new section to the Bylaws after section 14.16:

USA-NKF has zero tolerance for retaliation against a person who makes 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, 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

Delete the entire section as shown below:

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 on the basis of 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.

Replace section 20.3 with the following:

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,



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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 members, athletes, coaches, or referees based on age, race, sex, color, religion, national origin, disability, veteran status, sexual orientation, gender identity or expression, genetic information or any other status protected by federal, state or local law, where applicable, except that, in competition divisions separated by gender and age.

The USA-NKF will provide for reasonable representation of both males and females on the Board of Directors or other governing committees.