

California Unified Taekwondo Association

Bylaws, adopted January 12th, 2019

SECTION 1: CORPORATE IDENTITY

Section 1.1. Name

The name of the corporation shall be California Unified Taekwondo Association (referred to in these Bylaws as "CUTA"). CUTA may establish such acronyms or abbreviations as may be appropriate for business use, and may establish logos, service marks or trademarks as may be appropriate to further its purposes, mission, recognition and goals.

Section 1.2. Non-Profit Status

CUTA shall be a non-profit corporation incorporated and licensed pursuant to the laws of the State of California. CUTA shall be operated for charitable and educational purposes as set forth below, and it shall also have as its purpose to foster national and international amateur sports competition in the sport of Taekwondo. CUTA shall operate consistent with and shall maintain a tax -exempt status in accordance with section 501(c)(3) of the Internal Revenue Code.

SECTION 2: OFFICES

Section 2.1. Business Office

The principal office of CUTA shall be in Fresno, California. CUTA may at any time and from time to time change the location of its principal office. CUTA may have such other offices, either within or outside Fresno, as the Board of Directors may designate or as the affairs of CUTA may require from time to time.

Section 2.2. Registered Office

The registered office of CUTA required by the California shall be maintained in California. The registered office may be changed from time to time by the Board of Directors or by the officers of CUTA or to the extent permitted by the Nonprofit Corporation Act by the registered agent of CUTA. The registered office may be, but need not be, the same as the principal office.

SECTION 3: PURPOSE AND VISION

Section 3.1. Purpose

The Purpose of CUTA shall be to inspire California athletes to achieve sustained competitive excellence in the sport of Taekwondo in California and to serve as the State Governing Body for

the sport of Taekwondo under the authority of the USA Taekwondo as set out below. Furthermore, CUTA is committed to providing the necessary programs, services and support for all Taekwondo participants by providing a safe and positive environment as well as demonstrating the high athletic skill, self-discipline, humility, indomitable spirit and expression of Olympic ideals required to excel in the sport. The Specific purpose of this corporation are:

- 3.1.1. To provide state, national or international amateur sports Taekwondo competitions.
- 3.1.2 To provide competitive Taekwondo opportunities for all ages and levels of ability.
- 3.1.3. To provide a California Team Trials and training for state team.
- 3.1.4. To sponsor state team to compete in National and International competition.
- 3.1.5. To provide and coordinate technical information on physical training, coaching and refereeing.
- 3.1.6 To encourage, promote, sponsor and support publications, institutes, clinics, seminars, establishment of scholarships, institution and maintenance of training aids and facilities, research, development, education idealism of martial arts as promoted by the World Taekwondo Federation, and dissemination of information in the areas of sports medicine and sports safety.

Section 3.2. Vision

CUTA envisions a world where Taekwondo participants of all levels have the necessary programs, services, support and training to achieve excellence in the sport and that CUTA is seen as the premier benchmark for the development of Taekwondo as an Olympic sport, method of self-defense, form of recreation and way of life.

SECTION 4: RECOGNITION AS STATE GOVERNING BODY

Section 4.1. Recognition as a State Governing Body

CUTA shall seek and attempt to maintain recognition by the USA Taekwondo as the only State Governing Body for the sport of Taekwondo in California. In furtherance of that purpose, CUTA shall comply with the requirements for recognition as a State Governing Body as set forth by USA Taekwondo (referred to in these Bylaws as "USAT"). In this effort we will follow the requirements of the USAT Bylaws and the following:

- 4.1.1. Be a member of only one (1) national sports federation, USAT, which is recognized by the United States Olympic Committee as the National Governing Body (NGB) for the sport of Taekwondo (currently the International Governing Body (IGB) is the World Taekwondo);

- 4.1.2.** Be autonomous in the governance of the sport of Taekwondo by independently determining and controlling all matters central to such governance, by not delegating any of that determination or control, and by being free from outside restraint;
- 4.1.3.** Maintain the managerial and financial competence and capability to establish state and national goals for Taekwondo relating to the development and well-being of the sport, to implement and administer a plan for the attainment of those goals, and to execute its obligations as the National Governing Body for the sport of Taekwondo;
- 4.1.4.** Provide for individual and club membership;
- 4.1.5.** Be governed by a Board of Directors whose members are selected without regard to race, color, religion, age, national origin, gender, or sexual orientation, with reasonable diverse representation on the Board of both males and females;
- 4.1.6.** Provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in Taekwondo competitions without discrimination on the basis of race, color, religion, age, national origin, gender, or sexual orientation;
- 4.1.7.** Not have an officer who is also an officer of a competing sports organization or a sports organization that is recognized by the USAT as a State Governing Body;
- 4.1.8.** Provide procedures for the prompt and equitable resolution of grievances of its members;
- 4.1.9.** Provide fair notice and an opportunity for a hearing to any amateur athlete, coach, trainer, manager, administrator or official before declaring such individual ineligible to participate;
- 4.1.10.** Agree to submit to binding arbitration in any controversy involving:
 - i. Its recognition as a State Governing Body
 - ii. The opportunity of any amateur athlete, coach, trainer, manager, administrator or official to participate in amateur athletic competition in Taekwondo, upon demand of USAT.
- 4.1.11.** CUTA shall follow U.S. Center for SafeSport standards. All CUTA Board Members, Coaches, Team Managers, Referees and other officials appointed by CUTA shall adhere to U.S. Center for SafeSport rules, guidelines and/or standards.
 - i. Any of the above-named persons involved in a U.S. Center for SafeSport investigation shall be temporarily removed pending the completion of that investigation.

- ii. Any of the above-named persons found to be in violation of U.S. Center for SafeSport rules, guidelines and/or standards shall be removed from their position immediately and replaced with a qualified candidate from the previous State Championships by majority vote of the CUTA Board of Directors.
- iii. No individual may serve in any role in CUTA if their name appears on either the U.S. Center for SafeSport or USAT Suspension List.

SECTION 5: MEMBERS

Section 5.1. Categories of Membership

CUTA shall have individual and club membership categories as follows:

- 5.1.1. Athlete members.** Athlete members are those individuals who register annually as competitive athletes and are eligible for competition in Taekwondo. Voting rights are established respectively for male and female Athlete Directors by being on the current CUTA State Team and being a current USAT & CUTA member.
- 5.1.2. Coach members.** Coach members are those individuals who register annually as active coaches. Voting rights are established for Coaching Director by having a CUTA State Team Member on the current CUTA State Team registered to the same club as the Coach either in USAT or CUTA at the time of the CUTA State Championships. Must be a current USAT & CUTA member.
- 5.1.3. Referee members.** Referee members are those individuals who register annually as active referees and who are certified as referees by USAT. Voting rights are established for Referee Director by participation in the current CUTA State Championships. Must be a current USAT & CUTA member.
- 5.1.4. Club members.** Club members are those Taekwondo clubs that register as clubs and agree to conduct their programs in accordance with and agree to be bound by the rules and regulations of CUTA and comprise a group of individual CUTA members with a workout or training location distinct from any other Club member. Club members with at least 5 individual CUTA members & at least one referee, one coach and one athlete registered to that club attending the CUTA State Championship shall be entitled to one delegate to vote and/or run for Club Director as long as that delegate is a current USAT & CUTA member. Club members that fail to meet these obligations shall not be entitled to vote and/or run for Club Director until fulfilling these requirements.
- 5.1.5. Supporting members.** Supporting members are those individuals who register annually as supporting members and who are interested in the purpose, programs, aims and objectives of CUTA.
- 5.1.6. Life Members** granted by the Board of Directors to those individuals that have given great service to the development of CUTA and Taekwondo in California.

5.2. Membership Requirements and Dues

Membership in CUTA is a privilege with certain obligations and duties. The Board of Directors may establish such membership requirements and dues as the Board shall deem necessary or appropriate. Further, the Board may establish such rules and procedures for the manner and method of payment of dues, the collection of delinquent dues and the proration or refund of dues, as the Board shall deem necessary or appropriate. No privilege of membership shall be available until all membership requirements are satisfied and all dues are paid in full.

5.3. Suspension and Termination of Membership

The membership of any member may be terminated by the Board of Directors upon recommendation of the Judicial Committee or Ethics Committee and following at least fifteen days notice to the member and an opportunity for the member to be heard. In addition, except as prohibited by law, the Judicial Committee or Ethics Committee shall have the power to impose sanctions on members including, but not limited to, ban, termination or suspension of the membership of the member, issuance of letters of concern or reprimand, and forfeiture of results or prizes.

SECTION 6: BOARD OF DIRECTORS

6.1. General Powers

Except as otherwise provided in these Bylaws, all corporate powers shall be exercised by, or under the authority of, and the business and affairs of CUTA shall be governed by, its Board of Directors.

6.2. Function of the Board

The Board of Directors represents the interests of CUTA's membership, the California Taekwondo community and Taekwondo athletes by providing CUTA with policy, guidance and strategic direction. The Board oversees the management of CUTA and its affairs, but it does not manage CUTA. The Board shall select a well-qualified and ethical Chief Executive Officer and diligently oversee the Chief Executive Officer in the operation of CUTA. The Board shall focus on long-term objectives and impacts rather than on day-to-day management, empowering the Chief Executive Officer to manage a staff-driven organization with effective Board oversight. In addition, the Board performs the following specific functions, among others:

- 6.2.1.** Selects, compensates, supports, and evaluates the Chief Executive Officer and plans for management succession;
- 6.2.2.** Reviews and approves CUTA's strategic plan and the annual operating plans, budget, business plans, and corporate performance.
- 6.2.3.** Sets policy and provides guidance and strategic direction to management on significant issues facing CUTA;
- 6.2.4.** Reviews and approves significant corporate actions;

- 6.2.5. Oversees the financial reporting process, communications with stakeholders, and CUTA's legal and regulatory compliance program;
- 6.2.6. Oversees effective corporate governance;
- 6.2.7. Approves capital structure, financial strategies, borrowing commitments, and long-range financial planning;
- 6.2.8. Reviews and approves financial statements, annual reports, audit and control policies, and, upon the recommendation of the Audit Committee, selects independent auditors;
- 6.2.9. Monitors to determine whether CUTA's assets are being properly protected;
- 6.2.10. Monitors CUTA's compliance with laws and regulations and the performance of its broader responsibilities;
- 6.2.11. Ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis;
- 6.2.12. Conducts all such other operations and fulfill such other responsibilities as permitted by law not otherwise allocated hereunder.

Section 6.3. Diversity Discussion

The Board of Directors shall be sensitive to the desirability of diversity at all levels of CUTA. The Board shall develop norms that favor open discussion and favor the presentation of different views.

Section 6.4. Board Qualifications

Each director of the Board must:

- 6.4.1. Be at least eighteen (18) years of age or older.
- 6.4.2. Be an active member of CUTA ("active" as defined in the specific member category).
- 6.4.3. Be a current member in good standing with USAT at the time eligibility is acquired and maintain USAT Membership throughout term on the CUTA Board of Directors.
- 6.4.4. Complete U.S. Center for SafeSport Certification and maintain current U.S. Center for SafeSport status throughout term on the CUTA Board of Directors.
- 6.4.5. Not serve in any role in CUTA if their name appears on either the U.S. Center for SafeSport or USAT Suspension List.

A director shall have the highest personal and professional integrity, shall have demonstrated exceptional ability and judgment, and shall be effective, in conjunction with the other directors, in serving the long-term interests of CUTA. Directors should possess the highest personal values, judgment and integrity, understanding of athletic competition and the Olympic ideals, and have diverse experience in the key business, financial, and other challenges. Directors should have a high level of experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, communications, and sport. At least one of the Directors, who shall also serve on the Audit Committee, shall

have financial expertise.

6.5. Number of Directors

The Board of Directors shall consist of the fixed number of nine (9). One (1) of whom shall be the Independent Director, Two (2), one (1) male & one (1) female of whom shall be the Athlete Directors , one (1) of whom shall be the Coach Director, one (1) of whom shall be Referee Director, one (1) of whom shall be a Club Director, one (1) of whom shall be the Secretary General, one (1) of whom shall be the Treasurer General (CFO), one (1) of whom shall be the President (CEO).

6.6. Selection

The Board of Directors shall be selected as follows:

- 6.6.1. Independent Director.** The Board of Directors may appoint one Independent Director, using procedures the Board deems appropriate and considering the recommendation of the membership, from among individuals considered to be independent, as that term is defined in Section 6.7. This position may or may not be a constant, need based on BOD preference.
- 6.6.2. Athlete Directors.** Two athletes, one male and one female who represented California as a California State Team Member, or USAT National Team Member during the previous and/or current year's State Championship. Shall be nominated and voted on by the current Senior State Team, eligible males nominate and elect the male athlete representative, eligible females nominate and elect the female athlete representative.
- 6.6.3. Coach Director (Vice President).** The CUTA BOD shall solicit open nominations for Coach Director from among CUTA members registered as a Coach and who meet the voting eligibility requirements. Eligible Coaches will then and Elect the Coaching Director.
- 6.6.4. Referee Director (Vice President).** The CUTA BOD shall solicit open nominations for Referee Director from among those CUTA members registered as a Referee and who meet the voting eligibility requirements. Eligible Referees will then and Elect the Referee Director.
- 6.6.5. Club Member Director (Vice President).** The CUTA BOD shall solicit open nominations for Club Member Director from those CUTA registered Club Members who have been Club Members for the two years preceding the nomination and have met the voting eligibility requirements. Eligible Club Delegates will then and Elect the Club Director.
- 6.6.6. Secretary General (COO).** The CUTA BOD shall solicit open nominations for Secretary General from among those CUTA members who will submit a resume that will reflect those qualities beneficial to this leadership position. Final appointment shall be made by Board of Directors.
- 6.6.7. Treasurer General (CFO).** The CUTA BOD shall solicit open nominations for Treasurer General from among those CUTA members who will submit a resume that will reflect those qualities beneficial to this leadership position. Final appointment shall be made by Board of Directors.

6.6.8. President (CEO). The CUTA BOD shall select candidates for President from among the current or previous Board or Directors, who will submit a resume that will reflect those qualities beneficial to this leadership position. Final appointment shall be made by Board of Directors.

6.7. Independence

In order to be considered "independent" for purposes of CUTA Board of Directors or other governance positions requiring independence under these Bylaws, an individual must both:

6.7.1. Be determined to not have (or have had within the five years prior to his or her proposed appointment) any present or past material relationship with a competing organization of CUTA either directly or through an organization that has (or has had) a material relationship with a competing organization with CUTA.

6.7.2. "Material relationship" and "competing organization." As used in this Section 6.7, a relationship is "material" if it might reasonably be deemed to interfere with an individual's independent judgment or create the appearance of impairing an individual's ability to exercise independent judgment on behalf of CUTA in compliance with the individual's fiduciary obligations to CUTA. A relationship is "competing" if it involves any organization that is a state, national or international in scope which conducts competitions and events involving the same talent pool of athletes, coaches, and/or referees as does the CUTA except for other USAT appointed State Associations. The CUTA BOD shall determine the independence of a director after considering all relevant information concerning that director.

6.8. Tenure

a. The term of office for a director of the Board shall generally be two (2) years for elected offices and Independent Directors, and four (4) years for President, Secretary General, and Treasurer General. Exception; the initial term of Members whose seats are added at times other than an otherwise standard election may be determined by the Board in its discretion to provide generally equal overlapping sets of Directors. A director shall hold office until the director's term expires or, if earlier, the director's resignation, removal, incapacity, disability or death.

6.9. Term Limits

No director of the Board shall serve more than two (2) consecutive full terms in the same position. There shall be no total term limit.

When a director is selected to fill a vacancy because of the creation of a new Board seat or the resignation, removal, incapacity, disability or death of a director, and the new or remaining term is for one (1) year or more, such term shall constitute a full term for a two (2) year term position, (two (2) year for a four (4) year term). If the vacancy being filled is for one (1) year or more, the director can serve one (1) additional two (2) year term following completion of the filled vacancy term. If the vacancy being filled is for less than one (1) year (two (2) year for a

four (4) year term). The term shall not be a full term and the director can serve two (2) additional 2 (2) year terms following completion of the filled vacancy term.

6.10. Director Attendance

Directors of the Board are expected to attend all regularly scheduled Board meetings. Each director must attend (by phone or in person) a minimum of at least one -half (1/2) of the Board meetings during any twelve-month (12) period. In the event any Director fails to satisfy the attendance requirements they are considered to have abandoned their position, the Director may be removed by the Board of Directors if the Board finds that removal is an appropriate remedy under all the circumstances, giving due regard to the interests the Director is intended to protect.

6.11. Resignation, Removal and Vacancies

A director's position on the Board may be declared vacant upon the director's resignation, removal, incapacity, disability or death. Any director may resign at any time by giving written notice to the Chair of the Board, except the Chair's resignation shall be given to the Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Any vacancy occurring in the Board shall be filled as set forth for the appointment of that director, this appointment shall occur within sixty days of the vacancy unless the Board determines that exigent circumstances warrant an extension of that period. A director appointed to fill a vacancy shall be appointed for the unexpired term of such director's predecessor in office.

6.12. Removal of Directors

Directors may be removed as follows:

6.12.1. The Board of Directors may remove one or more directors elected by them with cause.

6.12.2. Subject to Section 7-127-208 (3) of the Nonprofit Corporation Act, a director may be removed only if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors.

6.12.3. A director elected by voting members may be removed by the voting members only at a meeting called for the purpose of removing that director, and the meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the director. Excepting for cause, i.e. U.S. Center for SafeSport violation Ethics Violation or criminal activity.

6.12.4. A designated director may be removed by an amendment to the Bylaws deleting or changing the designation so long as the amendment complies with California law regarding such amendments.

6.13. Compensation

Directors of the Board shall not receive compensation for their services as directors, although the reasonable expenses and per diem of directors may be paid or reimbursed in accordance with CUTA's policies. Directors other than Independent Directors shall not be disqualified from receiving reasonable compensation for services rendered to or for the benefit of CUTA in any other capacity, provided that the rendering of such services and such compensation are approved by the Ethics Committee. Any person who receives any compensation from CUTA for services (exclusive of reimbursement for reasonable expense and per diem) shall immediately be disqualified from being deemed "independent."

SECTION 7: MEETINGS

7.1. Regular and Special Meetings

The Board of Directors shall meet at regularly scheduled meetings at least four (4) times per year. The Board shall hold at least one (1) meeting each quarter. A Regular Meeting or a Special Meeting may be done via telephone conference. Special meetings of the Board shall be held upon the call of the Chair or upon the written request of not less than fifty (50) percent of the Board. The Chair shall set the time and place of any special meeting. If the chair has not set the time and place of a legally called special meeting within 30 days of receipt of the request, the person calling for the meeting shall do so.

7.2. Notice of Meetings

Notice of each meeting of the Board of Directors stating the date, time and place of the meeting, and in the case of a special meeting the purpose for which the meeting is called, shall be given to each director of the Board by or at the direction of the Chair of the Board. Notice must be given in writing. Written notice may be delivered either by certified mail or by electronic transmission. Such notice shall be delivered to the director's business or residential address (or to such other address provided by the director for such purpose). The method of notice need not be the same as to each director.

A director may waive notice of any meeting before, at, or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

7.3. Quorum

The presence of the lesser of (a) a majority of the fixed number of directors of the Board at the time of any meeting and (b) two-thirds of the number of directors actually holding office at the time of any meeting constitutes a quorum for the transaction of business, and the act of a majority of directors at any meeting at which a quorum is present constitutes the act of the Board. CUTA shall maintain at least 20% athlete representation on the Board of Directors and shall not determine a quorum during and BOD meeting without at least 20% athlete representation.

7.3.1. The CUTA President may temporarily appoint an alternate athlete representative from the current CUTA State Team if the current athlete representatives are not able to fulfill their duties for any scheduled meeting.

7.3.2. The athlete representation shall consist of an equal number of male and female athletes if more than one (1) athlete representative is needed to establish a quorum.

7.4. Voting by Proxy

Directors of the Board may not vote or act by proxy at any meeting of the Board as this violates the MNCA.

7.5. Presumption of Assent

A director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless the director shall file a written dissent to such action with the individual acting as the Secretary of the Board before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Board immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

7.6. Action Without a Meeting

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if no director demands in writing that the action not be taken without a meeting, and each director of the Board in writing either: (i) votes for such action; (ii) votes against such action; or (iii) abstains from voting or (iv) fails to respond. Each director who delivers a writing voting for or against a Board action or abstaining from voting shall be deemed to have consented to the meeting and to have waived the right to demand that action not be taken without a meeting.

7.7. Transacting Business by Mail, Electronic Transmission, Telephone or Facsimile

The Board of Directors shall have the power to transact its business by mail, electronic-mail, telephone, or facsimile, if in the judgment of the Chair of the Board such action is appropriate. As used in these Bylaws, "written" communications include communications through electronic transmission. Due to the desire for debate, unanimous consent is needed for any vote where a quorum is not established through an in person or teleconference type meeting.

7.8. Agenda

The agenda for a meeting of the Board of Directors shall be set by the Chair of the Board, after

consultation with the Chief Executive Officer. Any director of the Board may request that items be placed on the Board's agenda. The agenda shall be shared via electronic transmission by the COO or at the CEO's direction as far in advance of the meeting as practical.

7.9. Questions of Order and Board Meeting Leadership

Questions of order shall be decided by the Chair of the Board unless otherwise provided in advance by the Board. The Chair shall lead meetings of the Board. If the Chair is absent from any meeting of the Board, then the Chair shall designate in writing in advance one (1) other director of the Board to preside. If the Chair is unable to make or has not made such a designation, the Board may choose another director to serve as presiding officer for that meeting.

7.10. Effectiveness of Actions

Actions taken at a meeting of the Board of Directors shall become effective immediately following the adjournment of the meeting, except as otherwise provided in the Bylaws or when a definite effective date is recited in the record of the action taken.

7.11. Open and Executive Meeting Sessions

Ordinarily, all meetings of the Board of Directors shall be open to CUTA members as observers. The Chair of the Board, with the consent of a majority of the directors of the Board in attendance, may convene an executive session to consider and discuss any sensitive matter. Further, the chair of the Board may open a meeting of the Board to non-CUTA members, with the consent of a majority of the directors of the Board in attendance.

7.12. Meetings Minutes

The minutes of all meetings and record of actions of the Board of Directors shall be published on CUTA's web site. Every reasonable effort will be made to publish the minutes and actions within thirty (30) days after completion of the meeting.

SECTION 8: COMPLAINT PROCEDURE

Any complaint must be submitted in writing to the Secretary General via certified mail accompanied by a complaint fee in the form of a Cashier's Check in the amount of \$200 made out to CUTA. All complaints will be heard within thirty (30) days by a quorum of the Board of Directors. The BOD shall deliberate and decide the outcome of all complaint within another thirty (30) days of the hearing date. If the complaint is deemed to have merit the fee may be refunded, and remedies will be sought, deliberated and issued by the BOD.

Yong Choi

Yong Choi
President

Derrick Carter

Derrick Carter
Secretary General