

**BYLAWS**  
**OF**  
**Virginia Taekwondo Association**  
**A Virginia Nonprofit Corporation**

# ARTICLE 1

## Offices and Purpose

Section 1. Principal Office: The principal office and place of business of the Corporation in the Commonwealth of Virginia shall be designated from time to time by the Corporation and will be within the Commonwealth of Virginia. The Corporation may have such other offices, either within or outside Virginia, as the Board of Governors may designate or as the business of the Corporation may require from time to time.

Section 2. Registered Office: The registered office of the Corporation shall be maintained in Virginia and may be, but need not be, the same as the principal office. The address of the registered office may be changed from time to time by the Board of Governors.

Section 3. Name: The name of the Corporation shall be the Virginia Taekwondo Association (VTA).

Section 4. Purpose: It shall be the purpose of the Corporation to promote and sponsor the sport of Taekwondo within the Commonwealth of Virginia and throughout the United States. It is intended that the Corporation will be a State organization sanctioned by USA-Taekwondo, and that the Corporation will seek and maintain such sponsorship.

# ARTICLE 2

## Governance

Section 1. The Corporation shall be governed by a State Board of Governors.

Section 2. The State Board of Governors shall consist of one (1) representative of each Taekwondo club located within the Commonwealth of Virginia that is registered and in good standing as a club member of Virginia Taekwondo Association, Inc. (VTA) and Black Belts 4<sup>th</sup> Dan or higher, 18 years or older in good standing as member of Virginia Taekwondo Association, Inc. (VTA) who are not appointed as a club representative.

Section 3. In addition to the members of the Board of Governors described in Section two (2) above, the State Board of Governors shall include one coach member and one referee member, to be determined as described below. In addition, the State Board of Governors shall also include athlete representatives that comprise at least 20 percent of the total membership of the State Board of Governors (as calculated including the addition of the athlete members). The athlete representative shall be determined as described below.

Section 4. The State Board of Governors shall elect by secret ballot a State President, Vice-Presidents, Secretary and Treasurer. The State Board of Governors shall

also appoint other such officers, representatives and/or committees as it deems appropriate to carry out the functions of the Corporation.

Section 5. Liability to Third Parties: The Governors, officers, members, and employees of the Corporation are not, as such, liable for the acts, debts, liabilities or obligations of the Corporation. No proceeding may be brought by a creditor to reach the liability, if any, of a Governor, officer, or employee of the Corporation unless final judgment has been rendered in favor of the creditor against the Corporation and execution has been returned unsatisfied in whole or in part or unless such proceeding would be useless.

## **ARTICLE 3**

### **Board of Governors**

Section 1. Annual Meeting: The State Board of Governors shall hold an annual meeting once a year. The annual meeting of the Board of Governors shall be held in each calendar year on such date and at such time and at such place as the President may determine. The annual meeting of the Board of Governors shall be for the purpose of electing officers and for the transaction of such other business as may come before the meeting.

Section 2. Location of Annual Meeting: The annual meeting of the Board of Governors shall be held at a location selected by the Board of Governors, notification of which shall be provided to the members of the Board of Governors as provided herein. The Board of Governors may provide by resolution the time and place, either within or outside Virginia, for the holding of additional regular meetings without other notice.

Section 3. Special Meetings: Special meetings of the Board of Governors may be called by or at the request of the President or any of the Governors. Special meetings shall be held at such time and place, either within or outside Virginia, as may be designated by the authority calling such meeting; provided that no meeting shall be called outside the Commonwealth of Virginia unless a majority of the Board has so authorized. Notice stating the place, day and hour of every special meeting shall be given to each member of the Board of Governors by mailing such notice at least two (2) weeks before the date fixed for the meeting. The notice of such special meeting need not specify the purpose of the meeting.

Section 4. Quorum for Voting: A quorum at all meetings of the Board of Governors shall consist of a majority of the Governors holding office. In no event may the quorum be less than three Governors. Less than a quorum may adjourn from time to time without further notice until a quorum is secured. Except as provided otherwise by the Bylaws, the act of a majority of the Governors present at a meeting at which a quorum is present shall be the act of the Board of Governors. All decisions of the Board of Governors shall be by majority vote of voting members unless otherwise specified.

A Governor who is present at a meeting of the Board of Governors is deemed to have assented to all action taken unless: (i) the Governor objects at the beginning of the meeting, or promptly upon arrival, to holding the meeting or transacting business at the meeting and does not therefore vote for or assent to any action taken; (ii) the Governor contemporaneously requests that the Governor's dissent or abstention as to any specific action taken be entered in the minutes; or (iii) the Governor causes written notice of the Governor's dissent or abstention as to any specific action to be received by the presiding officer of the meeting before adjournment or by the Corporation promptly after adjournment. The right of dissent or abstention is not available to a Governor who votes in favor of the action taken.

Section 5. Vacancies: A vacancy in the Board of Governors shall not be filled unless the vacancy would cause the total athlete representation on the Board of Governors to fall below 20%, in which case the Board of Governors, by special meeting, shall immediately appoint an additional eligible athlete representative to serve until the next annual meeting.

Section 6. Committees: The Board of Governors of the Corporation may designate from among its members, by a resolution adopted by a majority of the entire Board of Governors, an executive committee and one or more other committees, each of which shall have and may exercise such authority in the management of the Corporation as shall be provided in such resolution or in these Bylaws. No such committee shall have the power or authority to authorize distributions; elect, appoint or remove any Governor; amend, restate, alter or repeal the Articles of Incorporation; amend, alter or repeal these or any other Bylaws of the Corporation; approve a plan of merger; approve a sale, lease, exchange or other disposition of all or substantially all of the property of the Corporation, with or without goodwill, other than in the usual and regular course of business, or to take any other action prohibited by law. An executive committee can be designated to act in the name of the Board of Governors provided that such executive committee is comprised of at least 20% athlete membership as that term is defined herein.

Section 7. Resignation: A Governor may resign at any time by giving written notice of resignation to the Corporation. The resignation is effective when the notice is received by the Corporation unless the notice specifies a later effective date. A Governor who resigns may deliver a statement to that effect to the Virginia Secretary of State.

Section 8. Action Without a Meeting: Any action required by law to be taken at a meeting of the Board of Governors, or any committee thereof, or any other action which may be taken at a meeting of Governors, or any committee thereof, may be taken without a meeting if every member of the board in writing either: (i) votes for such action or (ii) votes against such action or abstains from voting and waives the right to demand that a meeting be held. Action is taken only if the affirmative votes for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the Governors then in office were present and voted. The action shall only be effective if there are writings which

describe the action signed by all Governors, received by the Corporation, and filed with the minutes. Any such writings may be received by electronically transmitted facsimile or other form of wire or wireless communication providing the Corporation with a complete copy of the document including a copy of the signature. Actions taken shall be effective when the last writing necessary to affect the action is received by the Corporation unless the writings set forth a different date. Any Governor who has signed a writing may revoke it by a writing signed, dated and stating the prior vote is revoked. However, such writing must be received by the Corporation before the last writing necessary to affect the action is received. All such actions shall have the same effect as action taken at a meeting.

Section 9. Nothing herein contained shall be construed to prevent any Board Member or Officer from receiving compensation performed in a capacity other than as a member of the Board of Directors for services to VTA rendered in a capacity other than Board Member and/or an officer of VTA. Compensation shall be commensurate with prevailing market rates and such compensation shall only be paid for services providing a substantial benefit to VTA.

Section 10. Notice: Notice of the date, time and place of any special meeting shall be given to each Governor at least two (2) weeks prior to the meeting by written notice either personally delivered or mailed to each Governor at the Governor's business address, or by notice transmitted by private courier, telegraph, telex, electronically transmitted facsimile or other form of wire or wireless communication. If mailed, such notice shall be deemed to be given and to be effective on the earlier of: (i) five (5) days after such notice is deposited in the United States mail, properly addressed, with first class postage prepaid; or (ii) the date shown on the return receipt, if mailed by registered or certified mail, return receipt requested, provided that that the return receipt is signed by the Governor to whom the notice is addressed. If notice is given by telex, electronically transmitted facsimile or other similar form of wire or wireless communication, such notice shall be deemed to be given and to be effective when sent, and with respect to a telegram, such notice shall be deemed to be given and effective when the telegram is delivered to the telegraph company. If a Governor has designated in writing one or more reasonable addresses or facsimile numbers for delivery of notice, notice sent by mail, telegraph, telex or electronically transmitted facsimile or other form of wire or wireless communication shall not be deemed to have been given or to be effective unless sent to such addresses or facsimile numbers as the case may be. For all notices covered by this section and elsewhere in these bylaws, with the agreement of the majority of the Board of Governors, notice may be given by posting on the Virginia Taekwondo Website.

Section 11. Waiver of Notice: A Governor may waive notice of a meeting before or after the time and date of the meeting by a writing signed by the Governor. Such waiver shall be delivered to the corporate Secretary for filing with the corporate records, but such delivery and

filing shall not be conditions to the effectiveness of the waiver. Further, a Governor's attendance at or participation in a meeting, or promptly upon the Governor's later arrival, the Governor objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Governors need be specified in the notice or waiver of notice of such meeting.

Section 12. Telephonic Meetings: The Board of Governors may permit any Governor (or any member of any committee designated by the Board) to participate in a regular or special meeting of the Board of Governors or a committee thereof through the use of any means of communicating by which all Governors participating in the meeting can hear each other during the meeting. A Governor participating in a meeting in this manner is deemed to be present in person at the meeting.

Section 13. Standard of Conduct for Governors and Officers: Each Governor and officer shall perform their duties as a Governor or officer, including without limitations their duties as a member of any committee of the board, in good faith, in a manner the Governor or officer reasonably believes to be in the best interests of the Corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. In the performance of their duties, a Governor or officer shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by the persons designated below. However, a Governor or officer shall not be considered to be acting in good faith if the Governor or officer has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A Governor or officer shall not be liable to the Corporation for any action the Governor or officer takes or omits to take as a Governor or officer if, in connection with such action or omission, the Governor or officer performs their duties in compliance with this Section. A Governor or officer, regardless of title, shall not be deemed to be a trustee with respect to the Corporation or with respect to any property held or administrated by the Corporation including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

The designated persons on whom a Governor or officer are entitled to rely are: (i) one or more officers or employees of the Corporation whom the Governor or officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant, or other person as to matters which the Governor or officer reasonably believes to be within such person's professional or expert competence; (iii) religious authorities or ministers, priests, rabbis or other persons whose position or duties in the Corporation or in a religious organization with which the Corporation is affiliated, the Governor or officer believes justify reliance and confidence and who the Governor or officer believes to be reliable and competent in the matters presented; or (iv) a committee of the Board of Governors on which the Governor or officer does not serve if the Governor reasonably believes the committee merits confidence.

## **ARTICLE 4**

### **Membership on Board of Governors**

Section 1. Each Taekwondo club located in Virginia and registered and in good standing as a club member of Virginia Taekwondo Association, Inc. (VTA) may elect or appoint one representative to the Board of Governors. In the event of affiliated clubs, each affiliate club may elect/appoint a separate representative, provided that the affiliated clubs are registered and in good standing with Virginia Taekwondo Association, Inc. (VTA). VTA dues are \$50.00 and cover the two (2) year period the President is in office. To be in good standing with VTA, Taekwondo schools are required to be paid up Members.

Section 1.1 Black Belts 3rd Dan or higher and who are 25 years or older in good standing as member of Virginia Taekwondo Association, Inc. (VTA) who are not appointed as a club representative are eligible as individuals to participate as a member of the Board of Governors.

Section 2. The coach representative on the Board of Governors shall be registered and in good standing as a individual member of Virginia Taekwondo Association, Inc. (VTA) and an active Taekwondo coach who has coached an athlete at a Virginia Taekwondo Championship or other Virginia Taekwondo sanctioned competition within the calendar year prior to his/her being appointed to the position. The Coach Representative on the Board of Governors must be at minimum 4th Dan and 25 years of age or older, must pass a criminal background check conducted by VTA, and complete the U.S. Center for SafeSport Training every two years.

Section 3. The referee representative on the Board of Governors shall be registered and in good standing as a individual member of Virginia Taekwondo Association, Inc. (VTA) and an active Taekwondo referee who has refereed at the Virginia Taekwondo Championship or other sanctioned Virginia Taekwondo competition within the calendar year prior to his/her being appointed to the position. In addition, the referee representative shall be a certified referee under the certification procedures established by the Virginia Taekwondo Association. The Referee Representative must be 4<sup>th</sup> Dan or higher, hold A-1 or International Referee rank, be at least 25 years of age, pass a criminal background check conducted by VTA, and complete the U.S. Center for SafeSport Training every two years.

Section 4. The athlete representatives on the Board of Governors shall be registered and in good standing as an individual member of Virginia Taekwondo Association, Inc. (VTA) and active athletes who have competed at the Virginia Taekwondo Championships or other sanctioned Virginia Taekwondo competitions within the calendar year prior to his/her being appointed to the position. The athlete representatives shall be a black belt 2nd Dan or higher and at least (21) twenty one years of age. The Athlete Representatives must pass a criminal background check conducted by VTA and complete the U.S. Center for SafeSport Training every two years.

Section 5. All members of the Board of Governors shall be residents of the Commonwealth of Virginia or own a business in Virginia or be affiliated with a VTA taekwondo club.

Section 6. The coach, referee and athlete representatives to the Board of Governors shall be elected at special meetings to be held immediately prior to the annual meeting of the Board of Governors. Only persons eligible to hold the office of representative to the Board of Governors for that class shall be eligible to vote for any of these classes of representative. Those eligible to vote in multiple classes may only vote in one class.

Section 7. The number of athlete representatives to the Board of Governors shall be determined by adding the number of eligible Taekwondo clubs registered with Virginia Taekwondo Association, Inc. (VTA) on the first day of the calendar month immediately prior to the month in which the annual meeting is to be held, plus the coach and referee representatives, and determining the number of athlete representatives necessary to achieve at least 20% representation on the Board of Governors.

## ARTICLE 5

### Officers

Section 1. The officers of the Corporation shall consist of a President, a Immediate Past President, Vice President, Treasurer, and a Secretary. These officers shall perform the duties prescribed by these bylaws and the parliamentary authority adopted by the Corporation. Their terms of office shall commence January 1 and end December 31, or upon naming of a successor.

**(a) President.** The President shall preside at all business meetings of the organization and of the Board of Directors. He/she shall provide to the annual meeting of the organization, a full report of the year's activities. He/she shall designate the chairman of all committees and sub-committees of the Board of Directors in consultation with the Board of Governors. He/she shall be an ex-officio member of all committees. The President must be 5<sup>th</sup> Dan or higher, a member of VTA for two years or more, be at least 35 years of age, pass a criminal background check conducted by VTA, and complete the U.S. Center for SafeSport Training every two years.

**(b) Immediate Past President.** The Immediate Past President shall preside at meetings of the Board of Governors in the absence of the President, President Elect, and the Vice-President.

**(c) Vice Presidents.** There will be three (3) Vice Presidents. They shall perform such duties as assigned by the President and/or Board of Governors. If the office of the President is temporarily vacant for any reason, the Vice President shall perform the duties and exercise the powers of the President, subject to further order of the Board.



Vice Presidents must be 3<sup>rd</sup> Dan or higher, at least 25 years of age, pass a criminal background check conducted by VTA, and complete the U.S. Center for SafeSport Training every two years.

**(d) Treasurer.** The Treasurer shall have the care and custody of the Corporation funds and shall keep full and accurate accounts of receipts and disbursements of all monies received and/or paid by him/her to/from the accounts of the Corporation. He/she shall make Corporation financial records available to any member for inspection upon written request. He/she shall make a statement of accounts at each meeting of the general membership, Board of Directors, and at such times as directed by the President. The Treasurer must be at least 25 years of age, 1<sup>st</sup> Dan or higher, pass a criminal background check conducted by VTA, and complete the U.S. Center for SafeSport Training every two years.

**(e) Secretary.** The Secretary shall keep the minutes of all meetings, including but not limited to general membership and Board of Governor's meetings. Copies of all minutes shall be provided to all members of the Board of Governors. Copies of minutes from all meetings shall be provided to any member on written request. He/she shall also be responsible for all organizational correspondence and notification of members of all meetings. The Secretary must be 3<sup>rd</sup> Dan or higher, at least 25 years of age, pass a criminal background check conducted by VTA, and complete the U.S. Center for SafeSport Training every two years.

Section 2. Executive Board. There shall be an Executive Board composed of the officers, Athlete, Coach and Referee representatives. The Executive Board shall be responsible for the routine functioning of the Corporation and shall make policy as long as that policy does not contradict the letter or spirit of these bylaws.

Section 2.1. The Executive Board shall be empowered to act for the Board of Governors on critical matters. Actions of the executive board shall be reported to the Board of Governors no later than the Board's next meeting. All such committee actions must be reviewed and approved by the Board of Governor and shall be included in the official Board minutes.

Section 3. Selection and Terms of Offices: All officers of the Corporation shall be elected by secret ballot by the Board of Governors at its annual meeting and shall hold office for two (2) years and until their successors shall have been elected and shall have qualified.

Section 4. Resignation and Removal: An officer may resign at any time by giving written notice of resignation to the Corporation. The resignation is effective when the notice is received by the Corporation unless the notice specifies a later effective date. Any officer or agent elected may be removed at any time with or without cause by the Board of Governors or by an officer or authorized officers by the board to do so. An officer who resigns or is removed or whose appointment has expired may deliver a statement to that effect to the Virginia Secretary of State. Such removal does not affect the contract rights, if any, of the Corporation or of the person so removed. The appointment of an officer or agent shall not in itself create contract rights.

Section 5. Vacancies: A vacancy in any office, however occurring, may be filled by the Board of Governors, or by the officer or officers authorized by the board for the unexpired portion of the officer's term. If an officer resigns and the resignation is made effective at a later date, the Board of Governors, or officer or officers authorized by the board, may permit the officer to remain in office until the effective date and may fill the pending vacancy before the effective date if the Board of Governors, or officer or officers authorized by the board provide that the successor shall not take office until the effective date. In the alternative, the Board of Governors, or officer or officers authorized by the Board of Governors, may remove the officer at any time before the effective date and fill the resulting vacancy.

## **ARTICLE 6**

### **Corporate Documents and Records**

Section 1. Financial Statements: Upon the written request of any Governor, the Corporation shall mail to such Governor its most recent financial statements, if any, and its most recently published financial statements, if any, showing in reasonable detail its assets and liabilities and results of its operations.

Section 2. Corporate Records: The Corporation shall keep as permanent records minutes of all meetings of its Board of Governors, a record of all actions taken by the Board of Governors without a meeting and of all actions taken by a committee in place of the Board of Governors, and a record of all waivers of notices of meetings of the Board of Governors or any committee. The Corporation shall also maintain the following records: (i) appropriate accounting

records; (ii) its articles of incorporation and bylaws; (iii) a list of the names and business or home addresses of its current Governors and officers; (iv) a copy of its most recent corporate report delivered to the Secretary of State; and (v) all financial statements prepared for periods during which the last three (3) years that a Governor could have requested under Virginia law.

## **ARTICLE 7**

### **Contracts, Loan and Deposits**

Section 1. Contracts: The Board of Governors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans: No loans shall be contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in the name of the Corporation unless authorized by a resolution of the Board of Governors. Such authority may be general if confined to a specific dollar limit determined from time to time by resolution of the Board of Governors and shall otherwise be confined to specific instances. No loan shall be made to any officer or Governor of the Corporation.

Section 3. Checks, Drafts and Notes: All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Governors.

Section 4. Deposits: All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, financial institutions, or other custodians as the Board of Governors may select.

Section 5. Investment Managers: The Board of Governors shall have the authority to designate any bank, trust company, brokerage firm, or investment advisor to manage the assets and investment of the assets of the Corporation.

Section 6. Fiscal Year: The fiscal year of the Corporation shall be determined by the Board of Governors.

## **ARTICLE 8**

### **Sale of Property**

The Board of Governors may: (i) authorize the sale, lease, exchange, or other disposition of all or substantially all of the Corporation's property in the usual and regular course of business; and (ii) mortgage, pledge, dedicate to the repayment of indebtedness (with or without

recourse), or otherwise encumber all or substantially all of its property whether or not in the usual and regular course of business. Member approval is not required for such transactions. If the Corporation wishes to sell, lease, exchange or otherwise dispose of all, or substantially all of its property, with or without goodwill, other than in the usual and regular course of business, the Board of Governors shall also be authorized to undertake such action.

If the Corporation is entitled to vote or otherwise consent (other than in the usual and regular course of its business) with respect to the sale, lease, exchange or other disposition of all, or substantially all, of the property with or without goodwill, of another entity which it controls, and if the property interests held in such entity constitute all, or substantially all of its property, then consent requires a proposal by the Board of Governors and approval by the members, if any are entitled to vote thereon.

## **ARTICLE 9**

### **Definitions**

- (a) The terms “Governor or officer” shall include a person who, while serving as a Governor or officer of the Corporation, is or was serving at the request of the Corporation as a Governor, officer, partner, member, manager, trustee, employee, fiduciary or agent of another foreign or domestic corporation or nonprofit corporation. The term “Governor or officer” shall also include the estate or personal representative of a Governor or officer unless the context otherwise requires.
- (b) The term “proceeding” shall mean any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, whether formal or informal, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.
- (c) The term “party” includes an individual who is, was or is threatened to be made a named defendant or respondent in a proceeding.
- (d) The term “liability” shall mean any obligation to pay a judgment, settlement, penalty, fine or reasonable expense incurred with respect to a proceeding.
- (e) When used with respect to a Governor, the phrase “official capacity” shall mean the office of Governor in the Corporation, and, when used with respect to a person other than a Governor, shall mean the office in the Corporation held by the officer or the employee, fiduciary or agent relationship undertaken by the employee or agent on behalf of the Corporation, but in neither case shall include service for any foreign or domestic corporation or for any other person or other employee.

- (f) The term “VTA” shall mean the Virginia Taekwondo Association, the non-profit corporation described in these bylaws.
- (g) The term “in good standing” shall mean a club member that at minimum has been a member of Virginia Taekwondo Association, Inc. (VTA) for at least 1 year, passed a background check within the last 2 years, and has participated in at least one VTA event (Tournament, Seminar, etc..) in the past year.

Section 2. General Provisions: The Corporation shall indemnify any person who is or was a Party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a Governor or officer of the Corporation, against expenses (including attorneys’ fees), liability, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if such person: (i) acted in good faith, (ii) reasonably believed, in the case of conduct in an official capacity with the Corporation, that the conduct was in the best interest of the Corporation, and, in all other cases, that the conduct was at least not opposed to the best interest of the Corporation, and (iii) with respect to any criminal proceeding, had no reasonable cause to believe that the conduct was unlawful. However, no person shall be entitled to indemnification under this Section 2 either: (i) in connection with a proceeding brought by or in the right of the Corporation in which the Governor or officer was adjudged liable to the Corporation; or (ii) in connection with any other proceeding charging improper personal benefit to the Governor or officer, whether or not involving action in that person’s capacity, in which the officer or Governor is ultimately adjudged liable on the basis that the Governor or officer improperly received personal benefit. Indemnification under this Section 2 in connection with a proceeding brought by or in the right of the Corporation shall be limited to reasonable expenses incurred in connection with the proceeding. The termination of any action suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of solo contender or its equivalent shall not of itself be determinative that the person did not meet the standard of conduct set forth in this Section 2.

Section 3. Successful Defense on the Merits; Expenses: To the extent that a Governor or officer of the Corporation has been wholly successful on the merits in defense of any proceeding to which he was a party, such person shall be indemnified against reasonable expenses (including attorneys’ fees) actually and reasonably incurred in connection with such proceedings.

Section 4. Determination of Right to Indemnification: Any indemnification under Section 2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in each specific case upon a determination that indemnification of the Governor or officer is permissible under the circumstances because such person met the applicable standard of conduct set forth in Section 2. Such determination shall be made:

(i) by the Board of Governors by a majority vote of a quorum of disinterested Governors who at the time of the vote are not, were not, and are not threatened to be made parties to the proceeding; or (ii) if such quorum cannot be obtained, by the vote of a majority of the members of a committee of the Board of Governors designated by the board, which committee shall consist of two (2) or more Governors who are not parties to the proceeding (Governors who are parties to the proceeding may participate in the designation of Governors to serve on such committee); or (iii) if such quorum of the Board of Governors cannot be obtained or such a committee cannot be established, or even if such a quorum is obtained or such a committee is so designated, but such quorum or committee so directs, then by independent legal counsel selected by the Board of Governors in accordance with the preceding procedures. Authorization of indemnification and evaluation as to the reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that, if the determination that indemnification is permissible is made by independent legal counsel, authorization of indemnification and evaluation of legal expenses shall be made by the body that selected such counsel.

Section 5. Advance Payment of Expenses; Undertaking to Repay: The Corporation may pay for or reimburse the reasonable expense (including attorney's fees) incurred by a Governor or officer who is a party to proceeding in advance of the final disposition of the proceeding if; (i) the Governor or officer furnishes the Corporation a written affirmation of the Governor's or officer's good faith belief that the person has met the standard of conduct set forth in Section 2; (ii) the Governor or officer furnishes the Corporation with a written undertaking, executed personally or on the Governor's or officer's behalf, to repay the advance if it is determined that the person did not meet the standard of conduct set forth in Section 2, which undertaking shall be an unlimited general obligation of the Governor or officer but which need not be secured and which may be accepted without reference to financial ability to make repayment; and (iii) a determination is made by the body authorizing indemnification that the facts then known to such body would not preclude indemnification.

Section 6. Other Employees and Agents: The Corporation shall indemnify such other employees and agents of the Corporation to the same extent and in the same manner as is provided above in Section 2 with respect to Governors and officers, by adopting a resolution by a majority of the members of the Board of Governors specifically identifying by name or by position the employees or agents entitled to indemnification.

Section 7. Insurance: The Board of Governors may exercise the Corporation's power to purchase and maintain insurance (including without limitation insurance for legal expenses and costs incurred in connection with defending any claim, proceeding, or lawsuit) on behalf of any person who is or was a Governor, officer,

employee, fiduciary, agent, or was serving as a Governor, officer, partner, member, trustee, employee, fiduciary of another domestic or foreign corporation, nonprofit corporation, or an employee of the Corporation against any liability asserted against the person or incurred by the person in any such capacity or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify that person against such liability under the provisions of this Article.

Section 8. Nonexclusively of Article: The indemnification provided by this Article shall not be deemed exclusive of any other rights and procedures to which one indemnified may be entitled under the Articles of Incorporation, and Bylaw, agreement, resolution of disinterested Governors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Governor or officer, and shall inure to the benefit of such person's heirs, executors, and administrators.

## **ARTICLE 10**

### **Amendments**

These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by the Board of Governors of the Corporation by a vote of a majority of the Governors present at any meeting of the Board at which a quorum is present.

The Board of Governors shall have the power, to the maximum extent permitted by the State of Virginia, to make, amend and repeal Bylaws of the Corporation at any regular or special meeting of the Board.

The bylaws may also be amended by a majority vote of the participating members at the annual meeting. In the case of an amendment by the participating members, the Board of Governors cannot modify that amendment until after the next annual meeting.

## **ARTICLE 11**

### **Functions of Corporation**

Section 1. The Corporation shall sanction the annual Virginia Taekwondo Championships to recognize Virginia Taekwondo champions. These championships shall be for purposes of recognition within the State. However, the Board of Governors may use these championships to determine membership in Virginia Taekwondo teams and may sponsor such teams to the extent agreed to by the Board of Governors.

Section 2. The Corporation may also recognize other tournaments within the Commonwealth of Virginia as a “sanctioned” Virginia tournament. Such sanction shall not in any way include an undertaking of responsibility for the conduct of the tournament.

Section 3. The Corporation must submit to the USA Taekwondo, within five months of the close of its fiscal year, a copy of a 990 tax return, a copy of a profit and loss statement, and a copy of a balance sheet for the Corporation.

Section 4. The Corporation will agree to hold the USA Taekwondo harmless for any claims for any activity hosted or sanctioned by the Corporation, and the President will execute all necessary documents to effectuate this release.

Section 5. The Corporation will appoint a delegate to represent it as part of its membership in the USA Taekwondo. The President shall make this selection, subject to review by the Board of Governors if the Board so chooses. The President may appoint himself/herself to this position.

## **ARTICLE 12**

### **Miscellaneous**

Section 1. Seal: The Board of Governors may adopt a corporate seal, which may be circular in form and shall contain the name of the Corporation and the words, “Seal, Virginia.”

Section 2. Gender: The masculine gender is used in these Bylaws as a matter of convenience only and shall be interpreted to include the feminine neuter genders as the circumstances indicate.

Section 3. Conflicts: In the event of any irreconcilable conflict between these Bylaws and either the Corporation’s Articles of Incorporation or applicable law, the latter shall control.

Section 4. Receipt of Notice by the Corporation: Notices and other documents or writings shall be deemed to have been received by the Corporation when they are actually received: (i) at the registered office of the Corporation in Virginia; (ii) at the principle office of the Corporation (as that office is designated in the most recent document filed by the Corporation with the Secretary of State for Virginia designating a principle office) addressed to the attention of the secretary of the Corporation; (iii) by the secretary of the Corporation wherever the secretary may be found; (iv) by any other person authorized from time to time by the Board of Governors or the President to receive such writings wherever such person is found.

Section 6. Emergency Powers and Bylaws: An “emergency” exists for purposes of this Section if a quorum of the Governors cannot readily be obtained because of some catastrophic event. In the event of an emergency, the Board of Governors may: (i) modify lines



of succession to accommodate the incapacity of any Governor, officer, employee, or agent; and (ii) relocate the principal office, designate alternative principal offices, or authorize officers to do so. During an emergency, notice of a meeting of the Board of Governors only needs to be given to those Governors whom it is practicable to reach and may be given in any practicable manner including by publication or radio. One or more officers of the nonprofit corporation present at a meeting of the Board of Governors may be deemed Governors for the meeting, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum. Corporate action taken in good faith during an emergency binds the Corporation and may not be the basis for imposing liability on any Governor, officer, employee, or agent of the Corporation on the basis for imposing liability on any Governor, officer, employee, or agent of the Corporation on the ground that the action was not authorized. The Board of Governors may also adopt emergency bylaws, which may include provisions necessary for managing the Corporation during the emergency including: (i) procedures for calling a meeting of the Board of Governors; (ii) quorum requirements for the meeting; and (iii) resignation of additional or substitute Governors. The emergency bylaws shall remain in effect during the emergency and not be after the emergency ends.

Section 7. Conflicting Interest Transactions: The standards found at C.R.S. §7-128-501 shall apply.

## **ARTICLE 13**

### **Tax-Exempt Status**

This organization is organized exclusively for charitable, religious, educational, or scientific purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code. No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of these purposes. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the organization shall not carry on any other activities not permitted to be carried on

(a) by an organization exempt from Federal income tax under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code or

(b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or

corresponding section of any future Federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for 501 (c)(3) purposes.

## **ARTICLE 14**

### **Approval**

These bylaws shall become effective upon vote of the Board of Directors of the Virginia Taekwondo Association, a non-profit corporation on file with the Secretary of State at a duly constituted meeting.

The above Bylaws were approved and adopted by the Board of Governors as of the 17<sup>th</sup> day of December 2023.

### **CERTIFICATE**

I hereby certify that the foregoing Bylaws constitute the Bylaws of Virginia Taekwondo Association, adopted by the Board of the Corporation as of December 17, 2023.

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