

BYLAWS  
OF  
ALASKA STATE TAEKWONDO ASSOCIATION, INC

REVISED: 2016

INITIALLY ADOPTED: 1996

BYLAWS  
OF  
A.S.T.A. INC

ARTICLES I  
OFFICES

**Section 1: PRINCIPAL OFFICE.** The principle office of the A.S.T.A. shall be in the City of Anchorage or such other place as designated by resolution of the Board of Directors of the A.S.T.A.

ARTICLE II  
MEMBERS

**Section 1: RIGHTS.** The A.S.T.A. will be controlled by the members. No member shall hold more than one membership in the A.S.T.A. All members shall have the same rights, privileges, restrictions and conditions. Any individual who is an amateur athlete, student, coach, trainer, manager, parent, administrator, or official active in the sport of Taekwondo can be a member of the A.S.T.A. There is no limitation on the number of the members of the A.S.T.A. Membership interests in the A.S.T.A. are not transferable.

**Section 2: MEMBER CATEGORIES.** Membership is broken down into two categories:

- a. Registered Clubs with the USAT
- b. Members of unregistered clubs

Every individual member will fall into one of these categories.

**Section 3: NONLIABILITY OF MEMBERS.** No Member by virtue of just being a Member of the Corporation shall be liable for the debts, liabilities or obligations of the Corporation.

**Section 4: TERMINATION OF MEMBERSHIP.** A Member's membership interest in the Corporation shall terminate on the occurrence of any of the following events:

- a. Upon receipt by an Officer or Director of a Member's written resignation of membership in the Corporation,

- b. Upon death of a Member if a natural person or the dissolution of the Member is a corporation, partnership or association,
- d. If, after being given an opportunity to be heard, the Board of Directors for the Corporation finds that a Member has engaged in conduct that violates the purposes for which the Corporation was formed, or has breached the duty of good faith owed to the Corporation to such a degree that the Member's membership interest in the Corporation should be terminated.

**Section 5: ANNUAL MEETINGS.** At least one meeting of the Members will be held each year. The annual meeting will be held at the principle office of the Corporation designated in Article I or such other place as chosen by the Board of Directors.

The annual meeting of Members shall be held on a date and at a time designated. The purpose of the annual meeting will be to transact any and all business of the Corporation including but not limited to the election of the Board of Directors during election year and the ratification of the acts of the Board of Directors undertaken since the last meeting of members.

**Section 6: SPECIAL MEETINGS.** Special meetings of the Members may be called for any purpose or purposes by:

- a. A majority of the Board of Directors, or
- b. A written request of the majority of the Members of the Corporation.

All request for a special meeting of Members must state the reason for which the special meeting of Members is being sought. Request to have a special meeting of Members will be considered served on the Board of Directors of the Corporation if they are given to the Chairman of the Corporation by either personal delivery or certified mail.

Upon receipt of a valid request for a special meeting, the Board of Directors will schedule a special meeting at a date not less than thirty (30) days or no more than sixty (60) days from the receipt of the request. The Board of Directors shall give notice of the special meeting to all member clubs and the representatives of the unattached members.

If the Board of Directors fails to give notice of the special meeting, the person or persons making the request for the special meeting may set the date and time of the special meeting and give the notice themselves as long as there is a majority that agrees.

**Section 7: NOTICES OF MEETINGS.** Notices of all Member meetings shall be in writing or email. All notices of a Members meeting must contain a statement about the purpose for which the meeting is to be called an any special business which is to be conducted therein. The notice must also state the date, time, and place of the meeting. The notice must be

either delivered, emailed, or mailed to each Member at least fifteen (15) days before the meeting. If the notice is mailed, it must be sent to the last known address of the Member as it appears on the Corporation's books. Upon such mailing, the service shall be deemed complete.

Personal delivery of a notice to any officer of a corporation, a member of an association, or any partner of a partnership which is a Member of this corporation shall constitute valid service on the Member Corporation, partnership or association.

The officer of the Corporation giving notice of the meeting shall file a declaration with the minutes of the Corporation stating that notice of the meeting has been duly given to all Members entitled to vote.

If a meeting is adjourned after being properly called for less than thirty (30) days, no new notice need be given to the Members. If a meeting is adjourned for more than thirty (30) days, a new notice of the date, time, and place or resumption of the meeting must be given to the Members.

**Section 8: BUSINESS AT THE MEETING.** At the special meeting of Members, the business transacted therein shall be limited to that which is stated in the notice of the meeting unless all of the Corporation's Members are present in person or by proxy and all agree to additional business being conducted.

**Section 9: QUORUM FOR MEETING.** If Members representing a majority of the corporate membership certificates issued, outstanding and entitled to vote are present either in person or by proxy, a quorum shall exist for conducting the meeting. If, however, a quorum does not exist either in person or by proxy, a valid meeting cannot be held.

If a quorum is present when the meeting is called, the Members may continue to hold the meeting and transact business until adjournment, even if some Members leave so that a quorum is no longer present, provided a majority of members who constituted the initial quorum still remain.

**Section 10: MAJORITY RULES.** At a duly called meeting with a present quorum, the majority vote of Members, either in person or by proxy, shall determine the passage of any corporate resolution or other business matter unless either state law or the Articles of Incorporation require a different percentage of vote.

**Section 11: RECORDS DATE.** Only those clubs which are shown to have at least 35 individual memberships and a current club membership in the record of the Corporation on the day of any meeting of Members or such other day as fixed by the Board of Directors shall be entitled to vote. Unattached members are represented by their elected representatives. (See section voting)

**Section 12: PROXIES.** At any Member meeting, a Member may be presented by a person or persons to vote for the Member. A proxy must be in writing and designate under what terms the person holding the proxy may vote. A proxy shall not be valid for more than ninety (90) days after the date of its execution unless the Member executing it specifies the time for which it will last, but in no event shall it remain in force for more than two years for the date of its execution. Once duly created, a proxy shall remain in effect until it expires, is revoked or another proxy is subsequently given to another person.

**Section 13: CONDUCT OF MEETING.** The Chairman, if present and if not then the Chairman Elect, shall call a meeting of Members together and preside over the meeting as the Chairman. If neither the Chairman nor the Chairman Elect is present, the Members shall appoint a person to serve as the Chairman. The Secretary of the Corporation, if present and if not a person chosen by the Members, shall serve as the secretary of the meeting of Members. Roberts Rules of Order shall be followed at all meetings and a parliamentarian can be appointed to oversee the Rules of Order.

### ARTICLES III

**Section 1. NUMBER OF DIRECTORS.** The number of Directors which will compose its Board of Directors shall be no more than current, registered USAT clubs. All Directors shall be 1st Dan or higher Kukkiwon certified Black Belt. All Directors shall be of legal age (18 years or old) and shall be an United States citizen. All Directors shall be a USAT club owner with current USAT club membership. Each Director shall hold office for one (1) year. Directors must have current USAT Membership before and during their tenure.

**Section 2. STANDARD OF CARE.** Each Director shall perform his duties including those of being a Member on any corporate board, in good faith. Each Director shall execute all duties through the use of the standard as to what in the Director's opinion is in the best interest of the Corporation. In making all decisions a Director shall utilize such reasonable care and inquiry as a reasonably prudent person in a like situation would employ.

**Section 3: POWERS OF THE BOARD OF DIRECTORS.** The Board of Directors is responsible for the management of the Corporation's business and legal affairs. Towards this end, the Board will exercise all of the corporate powers to do such lawful acts which are not prohibited by either state law or the Articles of Incorporation.

### MEETINGS OF THE BOARD OF DIRECTORS

**Section 4: DIRECTOR'S MEETINGS.** The Board of Directors shall set all meetings of the Board, both regular and special, pursuant to these Bylaws. Such meetings may be held both within and without the state of incorporation as designated by the Board.

**Section 5: ANNUAL MEETINGS.** Regular meetings of the Board of Directors may be held without notice at such time and place as set by the Chairman or the Board of Directors shall hold an annual meeting without notice immediately after and at the same place as the annual meeting of members.

Regular non-annual meetings of the Board of Directors (weekly, monthly, or quarterly) shall be held at the corporate offices or such other place as may be designated, as follows:

Time of the Meeting:

Date of the Meeting:

If the date for the regular meeting falls on a holiday or a weekend, the meeting shall be held on the next business day. No notice for regular meeting set in these Bylaws need be given.

**Section 6: SPECIAL MEETINGS.** Special meetings of the Board of Directors may be called by the Chairman. Notice of Special Meetings shall be given to each Director at least fifteen (15) days prior to the meeting. Such notice shall be given either personally to each Board Member or by mail or email.

If the notice is mailed, then it must be sent to the last known address of the Director as it appears on the Corporation's books. Upon such mailing the service shall be deemed complete.

The actions taken at a special meeting of Directors which was not properly called and noticed will nonetheless be considered valid if:

- a. All of the Directors are present at the meeting and sign a written consent to the meeting and all the actions taken there under, or
- b. A majority of the Directors are present at the meeting and those Directors not present sign a written consent to the meeting and the actions taken there under. Such consent may be given either before or after the meeting has been held.

If a Director attends a special meeting which was not properly called and noticed without objecting upon arrival, that Director waives such notice and the actions taken there under shall be as valid as if the meeting was properly called.

**Section 7: QUORUM.** At any meeting of the board of Directors no action may be undertaken unless a quorum of Directors is present. A quorum of Directors shall constitute a majority of duly elected and appointed Directors. Unless state law specifies a higher percentage, every act or resolution of the board shall need only a majority vote of the quorum to pass.

**Section 8: RESIGNATION.** A Director may resign at any time effective upon giving written notice to the Board of Directors.

**Section 9: COMPENSATION OF DIRECTORS.** The corporation shall pay any expenses incurred by its Directors in attending any meeting of the Board of any expenses incurred doing a job assigned to them by the Board.

#### COMMITTEE OF DIRECTORS

**Section 10: UTILIZATION OF COMMITTEES.** The Board of Directors has the authority to create as it deems necessary committees of one or more Directors to exercise the powers of the Board of Directors in specified areas of the Corporation's business and legal affairs. A committee so formed may be given the power to affix the corporate seal to documents which it may execute.

**Section 11: COMMITTEE MINUTES.** All committees created by the Board shall keep regular and detailed records of their activities and make regular reports to the full Board of Directors.

**Section 12: CONSULTANTS.** The Board of Directors has the authority to appoint one or more person to serve as consultants to the Board. Such consultants perform such special assignments as delegated to them by the Chairman and furnish such consultations on such matters as requested by the Board.

#### ARTICLE IV

##### NOTICES

**Section 1: NOTICE TO DIRECTORS AND MEMBERS.** All notices to Directors and Members must be in writing and given by personal delivery, by telegram, email, or by mail. If the notice is mailed, then it must be sent to the last known address of the Director or Member as it appears on the Corporation's books. Upon such mailing the service shall be deemed complete. If the Corporation does not have an address of a Director or Member or knows that the address it has is no longer valid, it shall give notice to that Director or Member by publishing it a least once in a newspaper of general circulation in the county of the Corporation's principle office.

**Section 2: WAIVER OF NOTICE.** If a person who is entitled to vote at any meeting, be it is a Members or Directors meeting, is not given such a valid notice of the meeting, no action undertaken at such meeting will be valid unless the person gives a valid waiver of notice. A waiver of notice is accomplished by:

- a. Being present at the meeting and either not objecting to the meeting or entering oral consent to the meeting on record, or
- b. Executing a written waiver of notice for the meeting and the business to be transacted therein.

Once a waiver of notice has been validly executed, the transaction undertaken at the meeting, if a quorum was present, shall be as valid as if the meeting had been properly called and noticed.

## ARTICLE V

### OFFICERS

#### **Section 1: CHAIRMAN.**

- a. The Chairman shall be the Chief Executive Officer and shall preside at all meetings of the Board of Directors and Members Annual Meetings.
- b. The Chairman shall be a voting member of the Board of Directors and shall perform such duties as may be assigned by vote of the Board of Directors or of the members or as assigned to the Chairman by the Articles of Incorporation and the Bylaws.
- c. The Chairman, through the appropriate Committee, shall coordinate all state functions of the Corporations.
- d. The Chairman shall be the publisher of all publications of the Corporation.
- e. The Chairman shall be a qualified 5th Dan or higher Kukkiwon certified Black Belt.
- f. The Chairman shall be a United States citizen.
- g. The Chairman shall direct the Alaska State Championship for the current year.

#### **Section 2: CHAIRMAN ELECT.**

- a. The Chairman Elect shall act as an executive assistant for the Chairman and shall perform the duties of the Chairman in case of the absence, resignation, removal or inability to act of the Chairman.



- b. Once the absence, resignation, removal or inability to act of the Chairman has been accepted or confirmed by the Board of Directors, an Acting Chairman shall be immediately elected by the Board of Directors. An Acting Chairman shall perform the duties of the Chairman until a new Chairman of the Corporation is elected at the annual meeting of the Members.
- c. The Chairman shall be a qualified 5th Dan or higher Kukkiwon certified Black Belt.
- d. The Chairman shall be a United States citizen.
- e. The Chairman Elect shall direct the end of the year Championship for the current year.

**Section 3: SECRETARY GENERAL.**

- a. The Secretary General of the Corporation shall be the Secretary of the Board of Director and of the Members.
- b. The Secretary General shall keep the seal and the records of the Corporation; supervise the taking, production, and distribution of minutes; attend to the publication of official reports; attest documents; and perform such other functions as usually pertain to the office.
- c. The Secretary General shall discharge such other duties as may be assigned by vote of the Board of Directors or the Members or by the Chairman.
- d. The Secretary General shall send a copy of the minutes of each meeting of the Board of Directors to each member fifty (50) days prior to the next annual meeting to the Members' clubs or unattached representatives.
- e. The Secretary General shall be a United States citizen.

**Section 4: TREASURER.**

- a. The Treasurer shall have charge of the funds and books of the Corporation. The Treasurer receives and deposits the funds of the Corporation in such bank or banks as shall be authorized by the Board of Directors.
- b. The Treasurer shall disburse such funds in the manner authorized by the Board of Directors.
- c. The Treasurer shall be a United States citizen.

**Section 5: REFEREE CHAIRMAN.**

- a. The referee chairman will oversee all referee functions at the state recognized competitions.
- b. The referee chairman will be responsible for the education and further development of the referees of the state.
- c. The referee chairman can recommend to the Board any suspension of privileges of a coach, referee, or athlete for violations of appropriate conduct at state events.
- d. The Chairman shall be a qualified 1st Dan or higher Kukkiwon certified Black Belt and.
- e. The Referee Chairman shall be a United States citizen.

**Section 6: ATHLETIC REPRESENTATIVES.**

- a. One Athletic Rep will be elected for every 20% of the corporation's membership.
- b. Athletic Reps will represent the interests of the athletes at all state events.
- c. Athletic Reps will oversee the safety measures for all athletes at the state events.
- d. Athletic reps will organize set up and tear down of all state events under the supervision of the Chairman or Chairman Elect.
- e. The Athletic Representatives will each have one vote in the elections.
- f. The Athletic Representatives shall be United States citizens.
- g. Athletic Representatives shall be elected according to the following hierarchy:
  - i. Consideration shall be given first to those individuals who are National Medalists within the previous 10 years.
  - ii. Consideration shall be given secondary to those individuals who are State or Qualifier Medalists within the previous 10 years.

**Section 7: FINANCIAL REQUIRMENTS.**

- a. The accounts and financial reports of the Treasurer and of any other person handling funds of the Corporation shall be audited annually by an independent Certified Public Accountant selected by the Board of Directors.

Once selected, the independent Certified Public Accountant shall serve until removed by the Board of Directors.

**Section 8: CREDENTIALS FOR OFFICERS.**

The officers shall be citizens of the United States of America and shall have been active, registered members of the Corporation for at least one (1) consecutive year immediately prior to the date of the election. The officers will be elected without discrimination on the basis of race, color, religion, age, sex, or national origin. The officers are required to submit a current (each year) Interested Person's Report and proof of current USAT membership, during their term in office.

**Section 9: TERM OF OFFICE.**

- a. Except as provided elsewhere, the officers elected at the Annual Meeting shall take office on the first of January following the election and shall serve for a term of one (1) year.
- b. The Chairman elected at the Annual Meeting shall take office on the first of January following the election and shall serve for a term of two (2) years.
- c. The Chairman Elect shall be elected at the Annual Meeting held at the end of the first year of the Chairman's term. The Chairman Elect shall take office on the first of January following the election and shall serve for a term of one (1) year.

**Section 10: BOARD OF DIRECTORS.**

- a. All Board of Directors have one vote in any meeting, annual meeting of the members, or election of officers.
- b. Each Director, or the Director's official representative must have been present at 3/4 of the current year's meetings to be eligible to vote at the annual meeting or for the election of officers.

ARTICLES VI

VOTING

- c. Registered Clubs are allowed one vote for the first 15 members that are registered with USAT, one additional vote for 50 members, one additional vote for each 50 members after that.

- e. Individual Members of a non-registered club will elect one (1) representative to act as a voting representative at the Members Meeting or Elections.
- f. The number of votes will be determined by the membership record before August 1st of that year. If the meeting is before August 1st of that year, the number of votes will be determined by the record from the last year.
- g. All delegate members that will be casting votes must be a member of USAT before August 1st of that year and be in good standing.
- h. Any amendments to these bylaws will take a 2/3 majority vote from all voting members, Board of Directors, and Athletic Reps.

#### ELECTING ATHLETIC REPRESENTATIVES

All members voting for Athletic Representatives must be 15 years or older, with Kukkiwon certified 1st Dan rank or higher, and have competed within the last 10 years.

- a. National (Adult Black Belt, World Class division) Medalist within the previous 10 years
- b. State or Qualifier (Adult Black Belt, World Class division) Medalist within the previous 10 years

The election shall be held prior to the Annual Election and newly elected Athletic Representatives shall vote in the current election.

David Keller



January 21, 2016

December 12, 2019



Sharifa Hay

December 18, 2019



Dewey Trever Martin

December 18, 2019