

BY-LAWS OF
GLOBAL-AMERICAN INTERNATIONAL TAE KWON DO FEDERATION
LTD.

ARTICLE ONE – ORGANIZATION

- 1 . The Name of this organization shall be: GLOBAL-AMERICAN INTERNATIONAL TAE KWON DO FEDERATION LTD. (hereinafter the Federation)
- 2 . The Federation shall have a seal which shall be in the following form;
- 3 . The Federation may at its pleasure by a vote of the membership body change its name.

ARTICLE TWO – PURPOSES

The following are the purposes for which this Federation has been organized:

1. To protect and promote the mutual interest of members.
2. To conduct, or cause to be conducted, sports programs in Tae Kwon Do.
3. To conduct an athlete recognition program for outstanding amateur Tae Kwon Do athletes who exhibit leadership, high moral character, sportsmanship and the ideals of traditional Tae Kwon Do.
4. To foster, improve and promote Tea Kwon Do and the Martial Arts in general throughout the world.
5. To develop discipline, self-confidence and self-defense skills in young people throughout the world.
6. To engage in any lawful activity permitted to a 501(c) (3) corporation within or without the state of Nevada.

ARTICLE THREE – MEMBERSHIP

The membership of the Federation consists of 2 classes.

Group Members

Group members are organizations promoting amateur Tae Kwon Do.

Club. A club is an organization or group of permanent character that actively promotes and/or participates in Tae Kwon Do sports, education or training.

Supporting Group. A supporting group is any organization or group of permanent character that, while not actively participating in, does in fact actively promote amateur Tae Kwon Do sports.

Individual Members. Individual members consist of athlete and volunteer members.

Qualification and Application. Members join the Federation by filing a proper application form, tendering the proper fee set by the Board of Directors, meeting the requirements for Club or individual membership and being approved by the Board of Directors or it's designated representative. A group member must be approved or disapproved with good cause within 30 days from receipt. If action is not taken within 30 days, the application will be considered approved. Acceptance binds the applicant to abide by the bylaws of the Federation, and all rules and regulations of the Federation and any subordinate national or state organizations in which the member is active, whether the applicant has athlete members or not, and to accept and enforce all decisions relating to such organizations that are made by the Federation.

Code of Conduct.

The Board of Directors shall promulgate a Code of Conduct which shall be binding upon all members of the Federation. The Code of Conduct shall mandate compliance with the policies and procedures of the U.S. Center for SafeSport, which was designated by the United States Olympic Committee to investigate and resolve SafeSport violations.

Violations.

Any violation of the Federation bylaws or rules and regulations of these bylaws or the Code of Conduct by a member renders such member liable

to suspension or expulsion from membership in the Federation by action of the Board of Directors.

Responsibilities.

Income. Any income derived from the promotion of amateur Tea Kwon Do sports by members of the Federation must be used for future promotion of amateur Tae Kwon Do, for a tax exempt charitable organization, for the administrative or promotional expenses of the Federation, or for the general welfare of the promoting organization as a whole.

Infractions. A Group member may be held responsible for infractions of the rules of the Federation committed by an athlete who is competing as a representative of such organization.

ARTICLE FOUR – MEMBERSHIP MEETINGS

Annual Meeting. The Annual membership meeting of this Federation shall be held on the second day of November of each year except if such day is a legal holiday then and in that event, the Board of Directors shall fix the day but it shall not be more than two (2) weeks from the date fixed by these bylaws. The secretary shall cause to be mailed (email is the same as mail) to every member in good standing, at his or her address as it appears in the Membership Roll Book of this Federation, a notice telling the time and place of such annual meeting.

Quorum. The presence of not less than 50% members in good standing shall constitute a quorum and shall be necessary to conduct the business of the membership meeting; but a lesser number may adjourn to reconvene the meeting for a date not more than 1 week from the date scheduled by these bylaws and the Secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called.

Reconvention. In the event that a quorum of 50% members do not attend the reconvened meeting after adjournment and notice, then the meeting may be conducted with the members present and any action taken at that meeting shall have the same force and effect as if a quorum of the membership had been present.

Special Meetings. Special meetings of this Federation may be called by the President when he deems it for the best interest of the Federation. Notice of such meeting shall be mailed (email is the same as mail) to all members at their addresses as they appear in the Membership Roll Book at least but not more than ten days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called and by whom called. At the request of 75% of the members of the Board of Directors or 75% of the members of the Federation, the President shall cause a special meeting to be called but such request must be made in writing at least ten days before the requested scheduled date. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

Action by Written Consent. Any action required or permitted to be taken at a membership meeting may be taken without a meeting, except the dissolution of the Federation or the repeal of, these By-laws. The written action must be approved by a simple majority of all members in good standing. The written consent or consents shall be filed in the Books of the Federation by the Secretary. The action by written consent shall have the same force and effect as the affirmative vote of the membership at a duly called and noticed meeting.

ARTICLE FIVE – NATIONAL GOVERNING BODIES

In each country where the Federation shall have Members the Board of Directors may recognize a National Governing Body that shall be constituted by the members in that country in such lawful manner as the members deem appropriate and shall conduct the affairs of the Federation in that country on behalf of the Board of Directors in accordance with these Bylaws.

ARTICLE SIX - VOTING

At meetings, except for the election of officers and directors, all votes shall be viva voce, except that for election of officers ballots shall be provided and there shall not appear any place on such ballot any mark or marking that might tend to indicate the person who cast such ballot. At any regular

or special meeting, if a majority so require, any question may be voted upon in the manner and style provided for election of officers and directors.

ARTICLE SEVEN – ORDER OF BUSINESS

- 1 – Roll Call
- 2 – Reading of minutes of the preceding meeting.
- 3 – Reports of Committees
- 4 – Reports of Officers
- 5 – Old and unfinished business
- 6 – New Business
- 7 – Good and welfare
- 8 – Adjournment

ARTICLE EIGHT – BOARD OF DIRECTORS

The management of all the affairs, property, and interests of the Federation shall be vested in a Board of Directors. In addition to the powers and authorities expressly conferred upon it by these Bylaws and the Articles of Incorporation, the Board of Directors may exercise all such powers of the Federation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws otherwise prohibited.

Number and Qualification of Directors. The Board of Directors shall consist of no less than four persons as required by NRS 82.196, no less than twenty percent of whom shall be Athlete representatives, who shall be chosen as follows;

- 1 - Each National Governing Body shall be represented by one Director who shall be chosen in accordance with the mode of governance of that National Governing Body.

2 - Two Directors shall be elected by the Athlete members at the Annual membership meeting, and

3 – Two Directors shall be elected by the Group Members at the Annual membership meeting.

Change of Number. The number of Directors may at any time be increased or decreased by a majority vote of the Board of Directors provided that, at all times, there shall be no less than one Athlete representative, one Club member representative, one representative for each National Governing Body, and at least twenty percent (20%) of the Directors shall be Athlete representatives.

Term of Office. The Directors to be chosen for the ensuing year shall be chosen at the annual meeting of the organization in the same manner and style as the Officers of this Federation and they shall serve for a term of three years.

Quorum. 75% of the members of the Board of Directors shall constitute a quorum at meetings of the Board of Directors.

Time and place of Meetings. Meetings of the Board of Directors shall be held at such times and places as a majority of the Directors deem prudent or necessary.

Action Without Meeting. Any action required or permitted to be taken by the Board of Directors by law or under the Articles of Incorporation or these bylaws, may be taken without a meeting, if a majority of Directors individually and collectively consent in writing (email is considered to be in writing), setting forth the action to be taken. Such written consent shall have the same force and effect as a unanimous vote of the Board.

Vacancies. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the vacant term except that, in the case of National Directors, the Board of Directors shall seek the counsel and approval of the appropriate National Governing Body.

Removal. A Director may be removed when sufficient cause exists for such removal. The Board of Directors shall adopt such rules as it may deem

necessary for the best interest of the organization for the process of removal.

ARTICLE NINE – OFFICERS

The initial Officers of the organization shall be as follows:

CEO/President	-	George A. Tapia
Vice-President	-	Yarleny Roa
Secretary	-	Karina Molina
Treasurer	-	Nena Tapia Djurich

President. The President shall preside at all membership meetings, by virtue of the office be Chairperson of the Board of Directors, present at each annual meeting of the organization an annual report of the work of the Federation, appoint all committees, temporary or permanent, see that all books, reports and certificates as required by law are properly kept or filed, be one of the Officers who may sign the checks or drafts of the organization, and have such powers as may be reasonably construed as belonging to the chief executive of any organization.

Qualification of President. No person shall serve as President unless that person shall have attained the Tae Kwon Do rank of 5th Dan Black Belt as evidenced by a valid Dan Certificate issued by the Kukkiwon in Korea.

Vice-President. The Vice-President shall, in the event of the absence or inability of the President to exercise his or her office, become Acting President of the Federation with all the rights, privileges and powers as if he or she had been duly elected President.

Secretary. The Secretary shall keep the minutes and records of the Federation in appropriate books, file any certificate required by statute, federal or state, give and serve all notices to members of the Federation, be the official Custodian of the records and seal of the Federation, be one of the officers required to sign checks and drafts of the Federation, present to the membership at any meetings any communication addressed to the Secretary of the Federation, submit to the Board of Directors any communication which shall be addressed to the Secretary of the

Federation, attend to all correspondence of the Federation and exercise all duties incident to the office of Secretary.

Treasurer. The Treasurer shall have the care and custody of all monies belonging to the Federation, be solely responsible for such monies or securities of the Federation and be one of the officers who shall sign checks or drafts of the Federation. No special fund may be set aside that shall make it necessary for the Treasurer to sign the checks issued upon it.

Financial Reports. The treasurer shall render at stated periods as the Board of Directors shall determine a written account of the finances of the Federation and such report shall be physically affixed to the minutes of the Board of Directors of such meeting and shall exercise all duties incident to the office of Treasurer.

ARTICLE TEN – SALARIES

Being mindful of the **volunteer** nature of the Federation, the Board of Directors may nonetheless hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary to the conduct of the business of the Federation.

ARTICLE ELEVEN – COMMITTEES

All committees of this Federation shall be appointed by the Board of Directors and their term of Office shall be for such period as the Board of Directors in their discretion may determine.

The permanent committees shall be the Membership Committee, the Athlete Development Committee and the Competition Rues Committee.

ARTICLE TWELVE – DUES

The dues of this organization shall be paid per annum and shall be payable on the second day of January as follows;

Group Member.

Club. Every group member pays annually to the Treasurer dues as established by the Board of Directors for the coming year.

Individual Members.

Athlete, Coach and Volunteer Registration. Each member pays to the Treasurer an annual registration fee established by the Board of Directors for the coming year.

Failure to pay. The failure of a member to pay such dues or fees within the time prescribed prevents representation and vote by the delinquent member. Continued failure to pay such dues or fees is cause for termination of membership.

ARTICLE THIRTEEN - PROHIBITED TRANSACTIONS

Prohibition Against Sharing in Corporation Earnings. No Director, Officer, employee, committee member, or person connected with the Federation shall receive at any time any of the net earnings or pecuniary profit from the operations of the Federation; provided that this shall not prevent the Federation's payment to any person of reasonable compensation for services rendered to or for the Federation in effecting any of its purposes as determined by the board of directors.

Related Parties. Neither the Federation, nor its directors, nor its officers have any power to cause the Federation to do any of the following with Related Parties:

1) make any substantial purchase of securities or other property, for more than adequate consideration in money or money's worth;

2) sell any substantial part of its assets or other property, for less than an adequate consideration in money or money's worth.

Related Parties Defined. For the purpose of this subsection, Related Parties means any person who has made a substantial contribution to the Federation, or with a brother, sister, spouse, ancestor, or lineal descendant of the person giving, or with a corporation directly or indirectly controlled by the person giving.

Permanent Provision. This Article is a Permanent Provision of these Bylaws.

ARTICLE FOURTEEN - CONFLICTING INTEREST TRANSACTIONS

Definitions. For purposes of this Article:

(a) "**Conflicting interest**" means the interest a director has respecting a transaction effected or proposed to be effected by the Federation or any other entity in which the Federation has a controlling interest if:

(1) The director knows at the time the Federation takes action that the director or a related person is a party to the transaction or has a significant beneficial financial interest in or so closely linked to the transaction that a reasonable person would expect the interest to influence the director's judgment if the director were called upon to vote on the transaction; or

(2) The transaction is brought before the Board for action, and the director knows at the time the Board reviews the transaction that any of the following persons is either a party to the transaction or has a significant beneficial financial interest in or so closely linked to the transaction that a reasonable person would expect the interest to influence the director's judgment if the director were called upon to vote on the transaction:

A) An entity of which the director is a director, general partner, agent or employee;

(B) An entity that controls, is controlled by, or is under common control with one or more of the entities specified in (A); or

(C) An individual who is a general partner, principal, or employer of the director.

(b) "**Director's conflicting interest transaction**" means a transaction effected or proposed to be effected by the Federation or any other entity in which the Federation has a controlling interest respecting which a director of the Federation has a conflicting interest.

(c) "**Qualified director**" means any director who does not have either:

(1) A conflicting interest respecting the transaction; or

(2) A familial, financial, professional, or employment relationship with a second director who does have a conflicting interest respecting the transaction, which relationship would, in the circumstances, reasonably be expected to exert an influence on the first director's judgment when voting on the transaction.

(d) "**Related person**" of a director means:

(1) A child, grandchild, sibling, parent, or spouse of, or an individual occupying the same household as, the director, or a trust or estate of which any of the above individuals is a substantial beneficiary; or

2) A trust, estate, incompetent, conservatee, or minor of which the director is a fiduciary.

(e) "**Required disclosure**" means disclosure by the director who has a conflicting interest of:

1) The existence and nature of the director's conflicting interest; and

(2) All facts known to the director respecting the subject matter of the transaction that an ordinarily prudent person would reasonably believe to be material to a judgment about whether or not to proceed with the transaction.

Directors' Action.

(a) **Majority Vote.** Directors' action respecting a director's conflicting interest transaction is effective if the transaction received the affirmative vote of a majority of (but no fewer than two) qualified directors who voted on the transaction after either required disclosure to them or compliance with Paragraph (b) below.

(b) **Director's Disclosure.** If a director has a conflicting interest respecting a transaction, but neither the director nor a related person of the director is a party to the transaction, and if the director has a duty under law or professional canon, or a duty of confidentiality to another person, which would prevent that director from making the disclosure described in Paragraph 9.1(e), then disclosure is sufficient if the director:

(1) Discloses to the directors voting on the transaction the existence and nature of the director's conflicting interest and informs them of the character and limitations imposed by that duty before their vote on the transaction; and

(2) Plays no part, directly or indirectly in their deliberations or vote.

(c) **Quorum.** A majority (but no fewer than two) of the qualified directors constitutes a quorum for purposes of action that comply with this Article. Directors' action that otherwise complies with this Article is not affected by the presence or vote of a director who is not a qualified director.

Permanent Provision. This Article is a Permanent Provision of these Bylaws.

ARTICLE FIFTEEN – WAIVER OF NOTICE

Waiver By Written Consent. Whenever any notice is required to be given under the provisions of law or under provisions of the Bylaws, a waiver signed by a person entitled to notice shall be deemed equivalent to the giving of notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

Waiver By Attendance. Attendance at a meeting by a person entitled to notice shall also constitute a waiver of notice of that meeting, except when the person entitled to notice objects, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened. Attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice but not so included, if that objection is expressly made at the meeting.

ARTICLE SIXTEEN - ATHLETE DEVELOPMENT.

The Board of Directors shall establish programs consistent with the purposes of these By-Laws to promote the development of outstanding Tae Kwon Do athletes and to support the participation of those athletes in state, regional, national and international competition.

ARTICLE SEVENTEEN - ATHLETE SUPPORT FUND

The Board of Directors shall establish an Athlete Support Fund. A portion of no less than 5% of the fees collected by the Federation from participants in its activities shall be deposited into this fund. Monies accrued in the Athlete Support Fund shall be used exclusively for the direct assistance of qualified member Taekwondo athletes competing at major Regional, National and International events. The Board of Directors shall establish an equitable selection process using specific criteria for the ranking and selection of member athletes eligible to receive assistance from the Athlete Support Fund and shall cause information regarding the program to be published and openly available. In the event of the dissolution of the Federation for any reason the monies then remaining in the Athlete Assistance Fund shall be remanded to the care and control of USA Taekwondo Inc., (a 501 (c) (3) tax exempt organization), the United States National Governing Body for the sport of Taekwondo, or its successor National Governing Body, to be used for the purpose of providing support to U.S. Olympic Taekwondo athletes.

Permanent Provision. This Article is a Permanent Provision of these Bylaws.

NONE PROFIT ORGANIZATION

GLOBAL- AMERICAN INTERNATIONAL TAEKWONDO FEDERATION IS A RECOGNIZED NON PROFIT ORGANIZATION BY NEVADA SECRETARY OF STATE.

Articles are now on file and of record in the office of the Secretary of State Of Nevada.

ARTICLE EIGHTEEN – AMENDMENTS

Except for **Permanent Provisions** these bylaws may be altered, amended, repealed or added to by an affirmative vote of 75% of the Board of Directors.

ARTICLE NINETEEN – SAFESPORT COMPLIANCE

The GLOBAL-American International Tae Kwon Do Federation Ltd. Hereinafter “the Federation”, effective January 1, 2019, shall comply with the policies and procedures of the U.S. Center for SafeSport, which was

designated by the United States Olympic Committee to investigate and resolve SafeSport violations.

Effective August 1, 2017, the Center will have exclusive authority to investigate and resolve alleged SafeSport Code violations involving sexual misconduct. The Federation will retain the authority to investigate and resolve alleged SafeSport Code violations that are non-sexual in nature, including physical misconduct, emotional misconduct, bullying, hazing and harassment; although, at the Federation's request, the Center may exercise the discretionary authority to take on these cases.

The Center will have exclusive authority and jurisdiction to investigate and resolve allegations involving sexual misconduct against the following classes of persons associated with the federation ("Covered Individuals"):

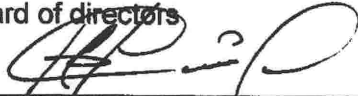
- (a) those persons registered with the Federation as Registered Participant Members (players and coaches), referees, and in the "Volunteer" category,
- (b) all persons serving as a member of the Federation's Board of Directors, on a national level council, committee or section, or in any other similar positions appointed by the Federation,
- (c) all coaches, officials or staff (e.g., trainers, physicians, equipment managers) for any Federation team, camp or national level program,
- (d) all Federation national staff, and
- (e) any person that is elected or appointed by a Federation Affiliate or Member Program to a position of authority over athletes or that have frequent contact with athletes.

the Federation will retain the authority to investigate and resolve allegations of SafeSport policies that are non-sexual in nature. All Covered Individuals over the age of 18 are required to report suspected SafeSport violations related to or accompanying sexual misconduct to the Center for SafeSport. The Center will have the jurisdiction and authority to impose sanctions against Covered Individuals within the Federation (as well as other national governing bodies), and the Federation will enforce any suspension, measures or other sanction throughout the Federation's programs.

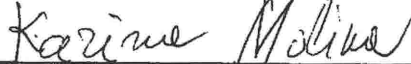
The above is a true and conformed copy of the bylaws of the GLOBAL-
American International Tae Kwon Do Federation Ltd. Adopted and
approved by the Board of Directors on November 7, 2019.

GLOBAL- AMERICAN INTERNATIONAL FEDERATION LTD
BYLAWS

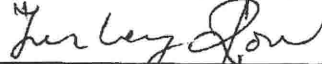
Board of directors



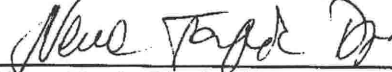
George A Tapia CEO/President



Karina Molina General Secretary



Yarlery Roa Vice President



Nena Tapia Djurich Treasurer