

Michigan Sport Taekwondo, Inc. Bylaws

Article I – Name

The name of the organization is the Michigan Sport Taekwondo, Inc. This organization is non-profit pursuant to Public Act 162 of 1982 (MCL 450.2101 et. seq.) and IRC 501(c)(3) and its duration is perpetual. The organization shall be operated for charitable and educational purposes.

Article II – Mission

Section 1. The Mission of the organization is to promote, support and train Athletes, Coaches, and Referees of Sport Taekwondo.

Section 2. To maintain the effort to guarantee Michigan Athletes, Coaches, and Referees continued success in State, Regional, National and International Taekwondo competition.

Section 3. To encourage participation and promote excellence in Taekwondo in the United States.

Section 4. To seek and maintain recognition as the State Organization for Taekwondo by the United States Olympic Committee and/or its designated National Governing Body for Taekwondo, currently USA Taekwondo (USAT).

Article III – Definition of Athlete

An individual must be a Michigan resident who trains in Taekwondo and competes in State, Regional, National or International Taekwondo Athletic competition.

Article IV-Definition of Coach

An individual must be a Michigan resident who trains Taekwondo Athletes.

Article V-Definition of Referee

An individual must be a Michigan resident who acts as a Corner Judge or Center Referee in a Taekwondo Athletic competition.

Article VI – Board of Directors

Section 1. The business and affairs of the organization shall be conducted by the Board of Directors, who may exercise on behalf of the corporation all the

powers of a non-profit corporation not expressly prohibited by state law, including the power to amend these by-laws and the Articles of Incorporation. The Board shall consist of not less than three (3) nor more than (9) Directors.

Section 2. The Board of Directors shall be divided into three classes: Class I, Class II and Class III. The number of directors in each class shall be as nearly equal as possible. The directors in Class I shall be elected for a term expiring at the 2024 Annual Meeting of Members, the directors in Class II shall be elected for a term expiring at the 2025 Annual Meeting of Members, and the directors in Class III shall be elected for a term expiring at the 2026 Annual Meeting of Members. Commencing at the 2024 Annual Meeting of Member and at each annual meeting thereafter, directors elected to succeed those directors whose terms expire shall be elected for a term of office to expire at the third succeeding annual meeting of Member after their election. At each annual meeting of Members, commencing with the 2024 Annual Meeting of Members, (i) directors elected to succeed those directors whose terms then expire shall be elected for a term of office to expire at the third succeeding annual meeting of Members after their election, with each director to hold office until his or her successor shall have been duly elected and qualified unless earlier removed, and (ii) if authorized by a resolution of the board of directors, directors may be elected to fill any vacancy on the board of directors, regardless of how such vacancy shall have been created.

Section 3. Resignation. A director may resign at any time by providing written notice to the corporation. Notice of resignation will be effective on receipt or at a later time designated in the notice. A successor shall be appointed by the President.

Section 4. Removal. Any director may be removed with or without cause by a majority vote of the members entitled to vote at an election of directors.

Section 5. Board Vacancies. A vacancy on the board may be filled with a person selected by the remaining directors of the board, though less than a quorum of the board of directors, unless filled by proper action of the members. Each person so elected shall be a director for a term of office continuing until the next election of directors by the members.

Section 6. Annual Meeting. An annual meeting shall be held each year on or before December 15th immediately after the annual membership meeting. If the annual meeting is not held at that time, the board shall cause the meeting to be held as soon thereafter as is convenient.

Section 7. Regular Meetings. Regular meetings of the board may be held at the time and place as determined by a board resolution without notice other than the resolution.

Section 8 Special Meetings. Special meetings of the board may be called by the president or any two directors at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each director in any manner at least three days before the meeting.

Section 9. Statement of Purpose. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice for that meeting.

Section 10. Meeting by Telephone or Similar Equipment. A director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Section 11. Quorum. A majority of the directors then in office constitutes a quorum for the transaction of any business at any meeting of the board. Actions voted on by a majority of directors present at a meeting where a quorum is present shall constitute authorized actions of the board.

Section 12. Consent to Corporate Actions. Any action required or permitted to be taken pursuant to board authorization may be taken without a meeting if, before or after the action, all directors consent to the action in writing. Written consents shall be filed with the minutes of the board's proceeding. Actions taken at a meeting of the Board of Directors shall become effective immediately following the adjournment of the meeting, except as otherwise provided in the Bylaws or when a definite effective date is recited in the record of the action taken.

Article VII-Officers

The Officers of the corporation shall be appointed by the board. The officers shall be a President, Vice-President, Secretary, and Treasurer. Two or more offices may be held by the same person, but such person shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or by the president or by the board to be executed, acknowledged, or verified by two or more officers.

Section 1. President

- a) The President shall be the Chief Executive Officer and shall preside at all meetings of the Board of Directors and the general membership.
- b) The President shall be an ex-officio (nonvoting) member of all committees except the Board of Directors, and shall perform all duties assigned by the Board of Directors.
- c) The President, through appropriate Committees, shall coordinate all functions of the Organization.
- d) The President or his/her appointed designee shall serve as the organization's liaison to express Michigan Sport Taekwondo, Inc. membership concerns and opinions to any official delegate of USA Taekwondo.
- e) The President shall be the nominal publisher of all publications of the Organization.

Section 2. Vice-President

- a) There may be one or two Vice-Presidents of the Organization.
- b) The Vice-President shall, in the absence of the Chair, conduct the Board Meeting as necessary. If the Vice- President is not available, the Treasurer shall conduct the meeting. In the Absence of the Treasurer, the Secretary shall conduct the meeting.
- c) The Vice-Presidents shall perform duties as assigned or appointed by the President.

Section 3. Secretary

- a) The Secretary of the Organization shall also be the Secretary of the Board of Directors.
- b) The Secretary shall keep the seal and the records of the Organization; supervise the taking, production, and distribution of minutes; attend to the publication of the official reports; attest documents. and perform such other functions as usually pertain to this office to include maintaining records for inspection by the public.
- c) The Secretary shall perform other duties assigned by the President or by the vote of the Board of Directors.

Section 4. Treasurer

- a) The Treasurer shall have charge of the books of account and the funds of the Organization and shall administer them in accordance with the direction of the President or by vote of the Board of Directors.
- b) The Treasurer shall disburse funds in the manner authorized by the President or a vote of the Board of Directors. The President may authorize up to

\$500 in emergency expenditures without a vote, and the Board of Directors may vote to authorize emergency expenditures not to exceed \$1500. All expenditures must be receipted.

c) The Treasurer shall make a financial report to the membership at each membership meeting, and any such reports as may be required from time to time.

Section 5. Credentials for Officers

The officers shall be currently-registered members of Michigan Sport Taekwondo, Inc.

Section 6. Term of Office

All officers elected at the Annual Meeting shall take office immediately following the election and shall serve for a term of two years. The President may serve no more than two consecutive terms, but may be considered as an eligible candidate following another President's full term in office.

Section 7. Officers Unable to Fulfill Their Term of Office

In the case where an Officer is unable to fulfill their full Term of Office, whether due to illness, resignation, or removal from office, a Special Election may be held to replace that officer for the duration of the original Term of Office. The Special Election may be held at a Board of Directors Meeting. If the replacement Officer's term exceeds the duration of one year, that new officer will be considered to have served one full Term of Office.

Article VIII-Amendments To The Bylaws

Section 1. Amendments to the bylaws may be made by a two-thirds vote of the Board Members present at a Meeting. Amendments shall take place at the close of the meeting, unless a different date is specified at the time of approval of the amendments.

Section 2. Proposed amendments must be submitted to the Secretary in writing at least thirty days before the date of the Board of Directors Meeting. The Secretary shall, under the direction of the President, distribute notice of proposed amendments to the members of the Board of Directors prior to the Annual Meeting.

Article IX-Membership

Section 1. Membership in this organization is open to any Taekwondo Athlete, Coach or Referee in good standing with the USA Taekwondo (USAT) or the national governing body for sport Taekwondo as recognized by the International Federation determined by the International Olympic Committee and who has paid their membership dues.

Section 2. Membership Dues. The board of directors shall establish the initial and annual dues for membership in the corporation. The billing and collection of dues shall be in a manner prescribed by the board of directors.

Section 3. Termination of Membership. Membership may be terminated by the board of directors on the occurrence of any of the following events.

- . (a) Failure to pay dues within 90 days after written notice of payment due.

- . (b) Failure to satisfy the requirements of Section 1 of this article.

Section 4. Annual Meeting. The annual meeting of the members shall be held on or before December 15th. At each annual meeting, directors shall be elected and any other business shall be transacted that may come before the meeting.

Section 5. Special Meetings. Special meetings of the members may be called by the board of directors or by the president. Such meetings shall also be called by the president or secretary at the written request of not less than 10 percent of the members.

Section 6. Place of Meeting. All membership meetings shall be held at the corporation's principal office or at any other place determined by the board of directors and stated in the notice of the meeting.

Section 7. Notice of Meetings. Except as otherwise provided by statute, written notice of the time, place, and purposes of a membership meeting shall be given not less than 10 days nor more than 60 days before the date of the meeting. Notice shall be given either personally or by mail to each member of record entitled to vote at the meeting at his or her last address as it appears on the books of the corporation. Alternatively, notice may be published in the corporation's newsletter, provided that the newsletter is published at least

semiannually and is mailed to the members entitled to vote at the meeting not less than 10 days nor more than 60 days before the date of the meeting.

Section 8. Record Dates. The board of directors may fix in advance a record date for the purpose of determining members entitled to notice of and to vote at a membership meeting or an adjournment of the meeting, or to express consent to or to dissent from a proposal without a meeting, or for the purpose of any other action. The date fixed shall not be more than 60 days nor less than 10 days before the date of the meeting, nor more than 60 days before any other action.

Section 9. Membership List. The secretary of the corporation or the agent of the corporation having charge of the membership records of the corporation shall make and certify a complete list of the members entitled to vote at a membership meeting or any adjournment. The list shall be arranged alphabetically with the address of each member, be produced at the time and place of the membership meeting, be subject to inspection by any members during the whole time of the meeting, and be prima facie evidence of the members entitled to examine the list or vote at the meeting.

Section 10. Quorum. Unless a greater or lesser quorum is required by statute, members present in person or by proxy who, as of the record date, represented 40 percent of the members entitled to vote at a membership meeting shall constitute a quorum at the meeting. Whether or not a quorum is present, the meeting may be adjourned by vote of the members present.

Section 11. Proxies. A member entitled to vote at a membership meeting or to express consent or dissent without a meeting may authorize other persons to act for the member by proxy. A proxy shall be signed by the member or the member's authorized agent or representative and shall not be valid after the expiration of three years, unless otherwise provided in the proxy. A proxy is revocable at the pleasure of the member executing it except as otherwise provided by statute.

Section 12. Voting. Each member is entitled to one vote on each matter submitted to a vote. A vote may be cast either orally or in writing. When an action, other than the election of directors, is to be taken by a vote of the members, it shall be authorized by a majority of the votes cast by the members entitled to vote, unless a greater vote is required by statute. Directors shall be elected by a plurality of votes cast at any election.

Section 13. Meeting by Telephone or Similar Equipment. A member may participate in a membership meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Article X-Conduct Of The Meeting

Section 1. All meetings shall be conducted using Roberts Rules of Order.

Section 2. Roberts Rules of Order may be suspended by a two-thirds vote of the Executive Council present at any meeting.

Article XI-Committees

The following are the Standing Committees. -Athlete Development

-Referee Development

-Coach Development

-Finance -Communications

The President may make other committee appointments as deemed necessary.

Article XII-Miscellaneous

Section 1. The invalidity of any provision of these Bylaws shall not affect the other provisions of these Bylaws, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 2. Failure of literal or complete compliance with any provision of these Bylaws in respect of dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the directors of the Board do not cause substantial injury to the rights of the directors, shall not invalidate the actions or proceedings of the directors at any meeting.

Section 3. Dissolution. This organization may be dissolved in any manner prescribed by State law.

ARTICLE XIII-CONFLICT OF INTEREST

Section 1. The purpose of the Conflict of Interest policy is to protect Michigan Sport Taekwondo as a tax-exempt organization prior to entering into a transaction that might benefit the private interest of a director or officer.

Section 2. A director or officer has a financial interest if the officer or director has, directly or indirectly, through business, investment, or family:

- a. An actual or potential ownership or investment interest in any entity with which Michigan Sport Taekwondo has a transaction or arrangement;
- b. A compensation arrangement with Michigan Sport Taekwondo or with any entity or individual with which Michigan Sport Taekwondo has a transaction or arrangement or

Section 3. A director or officer has an ongoing duty to disclose the actual or potential existence of the financial interest and be given the opportunity to disclose all material facts to the remaining directors who shall determine whether Michigan Sport Taekwondo can obtain with reasonable efforts more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

Section 4. If a director or officer or believes there has been a failure to disclose a conflict of interest, he shall inform the Board of Directors which and afford the officer or director an opportunity to explain the alleged failure to disclose, and shall take appropriate disciplinary or corrective action against the officer or director.

Section 5. It shall be deemed a per se conflict of interest for any director or officer of Michigan Sport Taekwondo to serve as an employee of USA Takwondo, Amateur Athletic Union Taekwondo, or any other Taekwondo organization holding statewide, regional, or national competitions.

These Bylaws are adopted as of ____January 3, 2024____

_____ President

_____ Vice-President

_____ Vice-President

_____ Secretary

_____ Treasurer

_____ Board Member

_____ Board Member

_____ Board Member

Michigan Sport Taekwondo, Inc Bylaws

Jan 3, 2024

These Bylaws are adopted as of January 3, 2024

Roger Willard Roger Willard
President

M. Belle Mohammed Benabkellou
Vice-President

Lisa Sebok LISA SEBOK
Vice-President

Low Lawrence Low Lawrence
Secretary

Danielle Schell Danielle Schell
Treasurer

Steven W. Pachasa Steven W. Pachasa
Board Member

Gautham Thiyagarajan GAUTHAM THIYAGARAJAN
Board Member

Board Member

CONFLICT OF INTEREST