



BY-LAWS

Florida Sport Taekwondo Federation, Inc.



NOVEMBER 1, 2021

FLORIDA SPORT TAEKWONDO FEDERATION, INC.
398 NE 6th AVE., DELRAY BEACH, FL 33483

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BYLAWS
of
FLORIDA SPORT TAEKWONDO FEDERATION, INC.
a Florida not for profit corporation

ARTICLE I
ADMINISTRATIVE MATTERS

- 1.01. Bylaws. These Bylaws constitute the rules and regulations of **Florida Sport Taekwondo Federation, Inc.** (the "Corporation", the "State Association" and/or "FST"), a Florida corporation not for profit.
- 1.02. Place of Business. The principal office of the Corporation shall be located at 398 NE 6th Ave, Delray Beach, Palm Beach County, Florida, USA and may be changed from time to time by the Board.
- 1.02. Fiscal Year. The fiscal year of the Corporation is set as the calendar year, January to December, but shall be determined by the Board and may be changed from time to time by the Board.

ARTICLE II
PURPOSE AND VISION

2.01. The Purpose of FST shall be to inspire Florida athletes, coaches and referees to achieve a sustained competitive excellence in the sport of Taekwondo in Florida, to represent and support all Florida's Taekwondo athletes, coaches, and referees, to form partnerships with State and National Associations where necessary to fulfill the Corporations purpose and to serve as the State Governing Body for the sport of Taekwondo under the authority of the USA Taekwondo, ("USATKD") or any other National Governing Board or Association the Corporation deems necessary. Furthermore, FST is committed to providing the necessary programs, services and support for all Taekwondo participants by providing a safe and positive environment as well as demonstrating the high athletic skill, self-discipline, humility, indomitable spirit and expression of Olympic ideals required to excel in the sport. The Specific purpose of this corporation is to be:

- (1) **The Recognized State Sanctioned Organization** – Maintain the Recognition as the Florida State Organization Sanctioned by USA Taekwondo ("USATKD") the National Governing body for Sport Taekwondo and the U.S. Olympic & Paralympic Committee or any other National Governing Body, Board or Association the Corporation deems necessary to fulfill its purpose.
- (2) **Sponsor** – By hosting the Annual Florida State Championship and State Team Trials, Sporting Events, and Seminars for Athletes, Coaches and Referee's.
- (3) **Educate** – Athletes, Coaches and Referee's on nutritional health and advantages for healthy lifestyle. **Spread Awareness on Sports Disciplines** – Sportsmanship, Discipline, Organized Activities, Interactivity of People, Courtesy, Integrity, Perseverance, Self-Control, Indomitable Spirit.

- (4) To develop interest and participation throughout the state in the sport of Taekwondo and the martial art of Taekwondo.
- (5) To provide opportunity for state, national or international amateur sporting events and training for Florida Athletes, Coaches and Referees in Taekwondo competitions.
- (6) To provide competitive Taekwondo opportunities for all ages and levels of ability.
- (7) To provide an annual Florida State Championship, State Team and Training for State Team.
- (8) To sponsor State Team to compete in National and International competition(s).
- (9) To provide and coordinate technical information on physical training, coaching and refereeing.
- (10) To encourage, promote, sponsor and support publications, institutes, clinics, seminars, establishment of scholarships, institution and maintenance of training aids and facilities, research, development, education idealism of martial arts as promoted by the World Taekwondo, USATKD, Pan American Taekwondo Union and any other State, National or International organization the Corporations deems necessary and the dissemination of information in the areas of sports medicine and sports safety.
- (11) To provide equitable support and encouragement for participation in Taekwondo programs for male and female Taekwondo athletes without discrimination on the basis of race, color, religion, age, sex, or national origin;
- (12) To encourage physical fitness and to improve the quality of both competitive and non-competitive Taekwondo among those who participate solely for the physical, educational, or social benefits derived therefrom;

2.02. Recognition as a State Governing Body. FST shall seek and attempt to maintain recognition by USA Taekwondo or any other National Governing Body, Board or Association the corporation deems necessary as the only State Governing Body for the sport of Taekwondo in Florida. In furtherance of that purpose, FST shall comply with the requirements for recognition as a State Governing Body as set forth by USA Taekwondo (referred to in these Bylaws as "USATKD"). In this effort we will follow the requirements of the USATKD Bylaws and the following:

2.02.01. Be a member of the national sports federation, such as but not limited to, USATKD, which is the current, recognized by the U.S. Olympic and Paralympic Committee as the National Governing Body (NGB) for the sport of Taekwondo (currently the International Governing Body (IGB) is the World Taekwondo);

2.02.02. Be autonomous in the governance of the sport of Taekwondo by independently determining and controlling all matters central to such governance, by not delegating any of that determination or control, and by being free from outside restraint;

2.02.03. Maintain the managerial and financial competence and capability to establish state and national goals for Taekwondo relating to the development and well-being of the sport, to implement and administer a plan for the attainment of those goals, and to execute its obligations as the National Governing Body for the sport of Taekwondo;

2.02.04. Provide for individual and club membership;

2.02.05. Be governed by a Board of Directors whose members are selected without regard to race, color, religion, age, national origin, gender, or sexual orientation, with reasonable diverse representation on the Board of both

males and females;

2.02.06. Provide an equal opportunity to amateur athletes, coaches, referees, judges, trainers, managers, administrators, and officials to participate in Taekwondo competitions without discrimination on the basis of race, color, religion, age, national origin, gender, or sexual orientation;

2.02.06. Not have an officer who is also an officer of a competing sports organization or a sports organization that is recognized by the USATKD as a State Governing Body;

2.02.07. Provide procedures for the prompt and equitable resolution of grievances of its members;

2.02.08. Provide fair notice and an opportunity for a hearing to any amateur athlete, coach, trainer, manager, administrator or official before declaring such individual ineligible to participate;

2.02.09. Agree to submit to binding arbitration in any controversy involving:

- i. Its recognition as a State Governing Body
- ii. The opportunity of any amateur athlete, coach, referees, judges, trainer, manager, administrator or official to participate in amateur athletic competition in Taekwondo, upon demand of USATKD.

2.02.10. FST shall follow U.S. Center for SafeSport standards. All FST Board Members, Coaches, Team Managers, Referees and other officials appointed by FST shall adhere to U.S. Center for SafeSport rules, guidelines and/or standards.

- i. Any of the above-named persons involved in a U.S. Center for SafeSport investigation shall be immediately and temporarily removed pending the completion of such investigation.
- ii. Any of the above-named persons found to be in violation of U.S. Center for SafeSport rules, guidelines and/or standards shall be removed from their position immediately and replaced with a qualified candidate from the previous State Championships by majority vote of the FST Board of Directors.
- iii. No individual may serve in any role in FST if their name appears on either the U.S. Center for SafeSport, USATKD Suspension List or has been convicted of a felony.

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

ARTICLE III BOARD OF DIRECTORS

3.01. Duties. The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under, the direction of the Board of Directors.

3.02. Function of the Board. The Board of Directors represents the interests of FST's members, the Florida Taekwondo community and Taekwondo athletes by providing FST with policy, guidance and strategic direction. The Board oversees the management of FST and its affairs, but it does not manage FST. The Board shall select a well-qualified and ethical Chief

Executive Officer / President and diligently oversee the Chief Executive Officer / President in the operation of FST. The Board shall focus on long-term objectives and impacts rather than on day-to-day management, empowering the Chief Executive Officer / President to manage a staff -driven organization with effective Board oversight. In addition, the Board performs the following specific functions, among others:

- 3.02.1. Selects, compensates, supports, and evaluates the Chief Executive Officer / President and plans for management succession;
- 3.02.2. Reviews and approves FST's strategic plan and the annual operating plans, budget, business plans, and corporate performance.
- 3.02.3. Sets policy and provides guidance and strategic direction to management on significant issues facing FST;
- 3.02.4. Reviews and approves significant corporate actions;
- 3.02.5. Oversees the financial reporting process, communications with stakeholders and members, and FST's legal and regulatory compliance program;
- 3.02.6. Oversees effective corporate governance;
- 3.02.7. Approves capital structure, financial strategies, borrowing commitments, and long- range financial planning;
- 3.02.8. Reviews and approves financial statements, annual reports, audit and control policies, and, upon the recommendation of the Audit Committee, selects independent auditors;
- 3.02.9. Monitors to determine whether FST's assets are being properly protected;
- 3.02.10. Monitors FST's compliance with laws and regulations and the performance of its broader responsibilities;
- 3.02.11. Ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis;
- 3.02.12. Conducts all such other operations and fulfill such other responsibilities as permitted by law not otherwise allocated hereunder.

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

3.04. Directors Composition. The Board of Directors shall be comprised of no less than 3 members and no more than 13 members.

- i. One (1) of whom shall be the President (CEO),
- ii. One (1) of whom may be the Treasurer (CFO),
- iii. One (1) of whom shall be the Secretary (COO),
- iv. Two (2) of whom shall be the Independent Director(s),
- v. Two (2), one (1) male & one (1) female of whom shall be the Athlete Directors,
- vi. Two (2) of whom shall be the Coach Director(s),

- vii. Two (2) of whom shall be Referee Director(s),
- viii. Two (2) of whom shall be a Club Director(s).

By implementing such Composition of the Board of Directors there may be, from time to time, a tie-vote, so the Tie-Breaking Vote will go to the highest-ranking member of TKD Sports and Health Foundation, Corp our Sole Shareholder, which is in attendance at the specific Board meeting.

3.05. Board Qualification, Selection and Description.

Each director of the Board must:

- 3.05.01. Be at least eighteen (18) years of age or older and a legal U.S. and Floridian resident.
- 3.05.02. Be an active member of FST (“active” as defined in the specific member category).
- 3.05.02. Be a current member in good standing with USATKD at the time eligibility is acquired and maintain USATKD Membership throughout term on the FST Board of Directors.
- 3.05.03. Complete U.S. Center for SafeSport Certification and maintain current U.S. Center for SafeSport status throughout term on the FST Board of Directors.
- 3.05.04. No person or entity may serve in any role in or for FST if their name appears on either the U.S. Center for SafeSport or USATKD Suspension List and has been convicted of a felony.
- 3.05.05. Complete and provide a copy of the background check and the certifications received when the registration process with USATKD and U.S. Center for SafeSport Certification was completed.

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

The Board of Directors shall be selected as follows:

- 3.05.05. Independent Director. The Board of Directors may appoint one Independent Director, using procedures the Board deems appropriate and considering the recommendation of the membership, from among individuals considered to be independent, as that term is defined in Section 3.06. This position may or may not be a constant, need based on BOD preference.
- 3.05.06. Athlete Directors. Two FST member athletes, one male and one female who are members of FST and represented Florida as a Florida State Team Member, or USATKD National Team Member during the previous

and/or current year's State Championship. Shall be nominated and voted on by the current Junior, Senior and above State Team members, eligible males nominate and elect the male athlete representative, eligible females nominate and elect the female athlete representative. All nominees have to process through FST's vetting process prior to a final election and the current BOD and/or its nomination committee shall complete the vetting process as is required within Article 3, Section 3.05 and defined in Article VIII herein.

3.05.07. Coach Director. The FST BOD's shall solicit open nominations for the "Coach Director" from the FST members who are registered as a Coach and who meet the voting eligibility requirements as an FST Member. Eligible Coaches will then nominate and elect the Coaching Director. All nominees have to process through FST's vetting process prior to a final election and the current BOD and/or its nomination committee shall complete the vetting process as is required within Article 3, Section 3.05 and defined in Article VIII herein.

3.05.08. Referee Director. The FST BOD shall solicit open nominations for the "Referee Director" from and among those FST members who are registered as a Referee and who meet the voting eligibility requirements. Eligible Referees will then nominate and elect the Referee Director. All nominees have to process through FST's vetting process prior to a final election and the current BOD and/or its nomination committee shall complete the vetting process as is required within Article 3, Section 3.05 and defined in Article VIII herein.

3.05.09. Club Member Director. The FST BOD shall solicit open nominations for the "Club Member Director" from those FST registered Club Members who have been Club Members for the two years preceding the nomination and have met the voting eligibility requirements. Eligible Club Delegates will then and Elect the Club Director. Eligible Club Members will then nominate and elect the Club Member Director once the vetting process of the nominees have been completed by the current BOD directors and/or its nominating committee, as it is called for under Article 3, Section 3.05 and defined in Article VIII, herein.

3.05.10. Secretary (COO). The FST BOD shall solicit open nominations for Secretary (COO) from among those FST members who will submit a resume that will reflect those qualities beneficial to this leadership position. Final appointment shall be made by Board of Directors once the vetting process of the nominees have been completed by the current BOD directors and/or its nominating committee, as it is called for under Article 3, Section 3.05 and defined in Article VIII, herein.

3.05.11. Treasurer (CFO). The FST BOD shall solicit open nominations for Treasurer (CFO) from among those FST members who will submit a resume that will reflect those qualities beneficial to this leadership position. Final appointment shall be made by Board of Directors once the vetting process of the nominees have been completed by the current BOD directors and/or its nominating committee, as it is called for under Article 3, Section 3.05 and defined in Article VIII, herein.

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

completed by the current BOD directors and/or its nominating committee, as it is called for under Article 3, Section 3.05 and defined in Article VIII, herein.

3.06. Independence and Description. In order to be considered “independent” for purposes of FST Board of Directors or other governance positions requiring independence under these Bylaws, an individual must both:

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

3.06.01. “Material relationship” and “competing organization.” As used in this Section 3, a relationship is “material” if it might reasonably be deemed to interfere with an individual’s independent judgment or create the appearance of impairing an individual’s ability to exercise independent judgment on behalf of FST in compliance with the individual’s fiduciary obligations to FST. A relationship is “competing” if it involves any organization that is a state, national or international in scope which conducts competitions and events involving the same talent pool of athletes, coaches, and/or referees as does the FST except for other USATKD appointed State Associations. The FST BOD shall determine the independence of a director after considering all relevant information concerning that director.

3.07. Directors and Tenure. The Board of Directors shall consist of at least three (3) but not more than thirteen (13) members. The number of Directors may be increased or decreased from time to time; provided, however, no decrease shall have the effect of shortening the term of any incumbent officer. The term of office for a director of the Board shall generally be two (2) years for elected offices and Independent Directors, and four (4) years for Directors which also serve as President (CEO), Secretary (COO), Treasurer (CFO) and/or Vice-President. At no time shall an election be held for all Officers, Offices and Board Members, the Board of Directors at its discretion can set, if necessary, a schedule staggering such elections. Exception; the initial term of Members whose seats are added at times other than an otherwise standard election may be determined by the Board in its discretion to provide generally equal overlapping sets of Directors. A director shall hold office until the director’s term expires or, if earlier, the director’s resignation, removal, incapacity, disability or death. The term of a Director shall begin on the first day of appointment by the Board and expire at the end of year in which that Directors’ successor has been elected or at the determination of the Board. Directors must be natural persons who are eighteen years of age or older, a permanent resident of and a current legal resident of the State of Florida.

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

When a director is selected to fill a vacancy because of the creation of a new Board seat or the resignation, removal, incapacity, disability or death of a director, and the new or remaining term is for one (1) year or more, such term shall constitute a full term for a two (2) year term position, (two (2) year for a four (4) year term). If the vacancy being filled is for one (1) year or more, the director can serve one (1) additional two (2) year term following completion of the filled vacancy term. If the vacancy being filled is for less than one (1) year (two (2) year for a four (4) year term). The term shall not be a full term and the director can serve two (2) additional 2 (2) year terms following completion of the filled vacancy

term.

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

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

Whenever a vacancy occurs in the Board of Directors by death, resignation, removal, increase in the number of directors, or otherwise, the same may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors, and the director so elected shall hold office for the unexpired term of his predecessor in office, except that any director elected by reason of an increase in the number of directors shall hold office only until the next election of officers. To fill such vacancy, a current Board Member must proffer, recommend the potential Board member, candidate, by presenting to the Board at minimum a curriculum vitae, detailed resume along with a report detailing on how this candidate will create added value to the Corporation. The Candidate will have to become a member of USATKD and complete a background check and the training by the Center for SafeSport and be completed every two years or whatever is the current policy for background check and training for the Center for SafeSport to keep in good standing with these policies. Nominations other than those made by the Board shall be made by notification in writing delivered to the Secretary not less than 20 nor more than 50 days prior to any annual or special meeting of the Board of Directors called for the election of directors; provided, however that if less than 28 days' notice of such meeting is given to the Members of the Board, such nomination shall be delivered to the Secretary not later than the close of business on the seventh day following the day on which the notice of such meeting was mailed to the Members of the Board.

3.11. Removal of Directors. Directors may be removed as follows:

3.11.01. The Board of Directors may remove one or more directors elected by them with or without cause.

3.11.02. Subject to Section 607.0808 of the Business Corporation Act, a director may be removed only if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors.

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

3.11.04. A designated director may be removed by an amendment to the Bylaws deleting or changing the designation

so long as the amendment complies with Florida law regarding such amendments.

3.11.05. A designated director may be removed with cause for any act of Moral Turpitude under Florida Statutes.

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

3.13. Annual Meetings. The Board shall meet at least once each year and within the month of November for the purpose of organization and consideration of any other business that may properly be brought before the meeting, to include: (1) establishment, review, and update of policies related to the mission of the organization; (2) annual review of finances and establishing an annual budget; (3) designation and empowerment of an executive committee to oversee policy implementation and other operational activities for the year. Such annual meeting shall be held on such date each year as established by the Board of Directors.

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

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

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

3.16. Quorum and Acts. Except as otherwise provided by statute or by the Articles of Incorporation, a majority of the members of the Board of Directors shall constitute a quorum for the transaction of business. Each director shall be entitled to one vote. The act of a majority of the director's present at a meeting at which a quorum is present shall be the act of the

Board, except that any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a consent, setting forth the action to be taken in writing signed by the directors or via email approval by the directors, is filed in the minutes of the proceedings of the Board. Members of the Board of Directors or any committee thereof shall be deemed present at any meeting of the Board of Directors or the committee if a conference telephone or other similar communications equipment by means of which all persons participating in the meeting can hear and speak to each other is used. FST shall maintain at least 20% athlete representation on the Board of Directors and shall not determine a quorum during and BOD meeting without at least 20% athlete representation.

3.15.01. The FST President along with the agreement of one (1) other BOD member may temporarily appoint an alternate athlete representative if the current athlete representatives are not able to fulfill their duties for any scheduled meeting.

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

3.17. Voting by Proxy. Directors of the Board may NOT vote or act by proxy at any meeting of the Board.

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

3.19. Place, Call, and Adjournment of Board of Directors Meetings. Meetings of the Board of Directors may be held either within or without the State of Florida. The times and places for holding meetings of the Board may be fixed from time to time by resolution of the Board or (unless contrary to resolution of the Board) in the notice of the meeting. The Board shall meet on an annual basis on a day determined by the president and the Board. The meeting and the location will be announced to board members via electronic correspondence by email to each board member, or also by a separate correspondence, as determined by the Board. The President shall preside at all Board meetings. Except as otherwise provided by statute or by the Articles of Incorporation, a majority of the director's present at a meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment of a meeting to another time or place shall be given, in the manner described above, to the directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

3.20. Committees. By resolution adopted by a majority of the entire Board, the Board of Directors may designate from among its members an executive committee and other ad hoc committees, each to serve until the next succeeding annual meeting or until their successors have been designated and each of which, to the extent provided in the resolution, shall have all the authority of the Board of Directors, except that no such committee shall have authority to:

- (1) Fill vacancies on the Board of Directors or any committee thereof;

- (2) Amend the Bylaws;
- (3) Obligate the Board of Directors financially or contractually;
- (4) Deviate significantly from established policy or budget;

these items being irrevocably reserved for the Board of Directors.

The Board of Directors may designate one or more directors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee, each to serve until the next succeeding annual meeting and until their successors have been designated. Unless a greater proportion is required by the resolution designating a committee, a majority of the entire authorized number of members of such committee shall constitute a quorum for the transaction of business, and the vote of a majority of the members present at a meeting at the time of such vote, if a quorum is then present, shall be the act of such committee, except that any action which may be taken at a meeting of such committee may be taken without a meeting if consent in writing, setting forth the action so to be taken, signed by all of the members of the committee, is filed in the minutes of the proceedings of the committee. Any committee created hereunder shall serve at the pleasure of the Board of Directors, and a member thereof may be removed, or the entire committee dissolved, with or without cause, by majority vote of the entire Board.

3.21. Advisory Committees. By resolution adopted by a majority of the entire Board, the Board of Directors may designate an advisory committee of persons, who need not be directors or members, to counsel with the Board of Directors in respect of the affairs of the Corporation. The advisory committee may make recommendations to the Board of Directors on matters pertaining to the objects and purposes for which the committee was formed and shall conduct its operations in the manner provided for committees of the Board but shall not have or exercise any of the authority of the Board of Directors.

3.22. Interest of a Director in Transactions. No contract or other transaction shall be permitted between the Corporation and its directors if such contract or other transaction would constitute an act of self-dealing or otherwise contravene any of the requirements of the Articles of Incorporation. No contract or other transaction between the Corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board or Directors (or a committee thereof) which authorizes, approves, or ratifies such contract or other transaction or because his or their votes are counted for such purpose, if:

- (1) The fact of such director's relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or other transaction by a vote or consent sufficient for the purpose without counting the vote or consent of such interested director; or
- (2) The contract or other transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors or a committee.
- (3) Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board (or a committee thereof) which authorizes, approves, or ratifies such contract or other transaction.

3.23. Honorary Board. By resolution adopted by a majority of the entire Board of Directors, the Board may establish an Honorary Board, the purpose and function of which shall be to facilitate public relations and fundraising in the promotion of the exempt purposes of the Corporation. By majority vote, the Board, from time to time, may appoint persons, who need not be directors or members of the Corporation, as members of the Honorary Board. The Honorary Board shall not hold official meetings or otherwise have or exercise any of the authority of the Board or the Corporation. Any member of the Honorary Board may resign at any time by giving written notice to the Board, the President, or the Secretary of the Corporation; and such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any member of the Honorary Board may be removed, or the entire Honorary Board dissolved, with or without cause, by majority vote of the Board.

3.24. Newly Created Directorships and Vacancies. Unless otherwise provided in the Articles of Incorporation, newly-created directorships resulting from an increase in the number of directors and vacancies occurring in the Board for any other reason, including the removal of Directors, shall be filled by vote of a majority of the Directors then in office, although less than a quorum, or by a sole remaining director. A Director elected to fill a vacancy shall be elected to hold office for a term expiring at the next annual meeting of shareholders, or until his earlier death, resignation or removal.

3.25. Organization. At each meeting of the Board, the Chairman or in the absence of the Chairman or, as the case may be, the President, or in the absence of any of such persons, a chairman chosen by a majority of the Directors present, shall preside. The Secretary shall act as secretary at each meeting of the Board. In case the Secretary shall be absent from any meeting of the Board, an Assistant Secretary shall perform the duties of secretary at such meeting; and in the absence from any such meeting of the Secretary and all Assistant Secretaries, the person presiding at the meeting may appoint any person to act as secretary of the meeting.

3.26. Quorum of Directors. A quorum for the transaction of business or of any specified item of business at any meeting of the Board shall consist of a majority of the Directors.

3.27. Action by the Board. All corporate action taken by the Board or any committee thereof shall be taken at a meeting of the Board or of such committee, as the case may be, except that any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee. Members of the Board or any committee designated by the Board may participate in a meeting of the Board or of such committee, as the case may be, by means of telephone and/or video conference or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section shall constitute presence in person at such meeting. Except as otherwise provided by the Articles of Incorporation or Bylaws, the vote of a majority of the Directors (including those who participate by means of conference telephone, video or similar communications equipment) present at the time of the vote, if a quorum is present at such time, shall be the act of the Board.

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

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

3.30. Agenda. The agenda for a meeting of the Board of Directors shall be set by the Chair of the Board, after consultation with the President / Chief Executive Officer. Any director of the Board may request that items be placed on the Board’s agenda. The agenda shall be shared via electronic transmission by the Secretary / COO or at the President / CEO’s direction as far in advance of the meeting as practical.

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

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

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

ARTICLE IV OFFICERS

4.01. Officers Composition. Initially, there shall be Four (4) officers appointed by the incorporator(s). In subsequent

years, there may be five (5) officers, and these officers will consist of the four elected officers: (1) President (CEO), (2) Vice-President, (3) Secretary (COO), (4) Treasurer (CFO), and (5) the immediate Past President, unless such Past President was terminated with cause.

The elected officers (president, vice-president, secretary, and treasurer) shall have the authority to appoint additional committee / corporate directors, not as members of the Board of Directors, but to carry out the various operations of the Corporation by creating the necessary Committee(s). Examples of the Committee(s) created and led by the appointed director(s) may include but are not limited to: The Seminar Committee, the Membership Committee, and the Event Committee. The Board may establish any of the directors as voluntary or paid positions when the need is present, and the financial resources warrant. This may include an Executive Director. The Executive Director may not be an elected Officer. The Executive Director's duties and compensation shall be set by contract approved by the Board and signed by the President acting as Board Chair. Any contractual provision notwithstanding, the Executive Director serves at the pleasure of the Board and the employment contract may be terminated by the Board at any time.

4.02. Officers and Tenure. At the annual meeting, each year of the members, the voting members of the Board of Directors shall elect a President (CEO), a Vice-President, a Secretary (COO), and a Treasurer (CFO). The same person may hold multiple offices and two persons may be elected as co-officers for one office. All officers shall serve until the next annual meeting of the members or until their earlier resignation, removal from office, inability to act, or death.

4.02.1 Election of Officers must be held annually but no later than November 30th.

4.02.2 If no election is held, the Corporation will be out of compliance with USA Taekwondo and will not be recognized as a USA Taekwondo State Association. USA Taekwondo will not appoint a State President in the absence of the Corporations Election.

4.03. Officer's Responsibility. The duties of the elected officers shall be as set forth below:

4.03.1 President / Chief Executive Officer- The President / CEO shall be the Chairman of the Board and act as the chief executive officer of the corporation and shall generally supervise, direct and control the business and the directors of the corporation. The President shall also cultivate relationships with business, local government, and the community.

- i. The President shall preside at all meetings of the Corporation;
- ii. Shall see that all duties and responsibilities of the Corporation are properly and promptly carried out, including but not limited to Federal and State Tax returns, Sales Tax / Exemption Filings and/or any other required state and/or federal required filings;
- iii. Shall appoint such committees as may be necessary to fulfill the duties and responsibilities of the Corporation;
- iv. Shall be, ex officio, a nonvoting member of all Committees and shall perform such duties as may be assigned by vote of the Corporation voting membership, or as assigned by the Corporations Bylaws.
- v. Communicate with the Corporation members to keep them fully informed of happenings and needed decisions to carry out the State Association responsibilities;

- vi. Shall require USA Taekwondo sanctioned State Championships to be held annually;
- vii. Shall organize and supervise FST's Taekwondo activities such as Referee Certifications Seminars, Coaching seminars, etc.
- viii. Shall attend the National Taekwondo Championships and the Annual Convention of USA Taekwondo. With all expenses paid by the State Association;
- ix. The President shall be the publisher of all media publications of the Corporation;
- x. The President has the power to veto any and all decisions and to distribute the funds where he/she sees fit.

4.03.2 Vice-President - The vice-president shall attend all meetings of the Board and shall exercise and perform such other powers and duties as may be from time to time assigned by the Board or prescribed by the Bylaws. The Vice-President will head the social committee. In the absence of the president, the vice-president shall preside at all meetings of the membership.

- i. The Vice-Presidents shall act as a group of executive assistants to the President and, in the case of the absence, resignation, removal, or inability to act on the part of the President.
- ii. Once the absence, resignation, removal or inability to act of the President has been accepted or confirmed by the Corporation membership, a new President will be elected at the subsequent Corporation meeting. A Special Meeting may be called for the sole purpose of replacing the State President who was deemed absent, removed, resigned, or unable to act.
- iii. The Vice-Presidents shall each be assigned by the President to serve as Committee Chair, as necessary.
- iv. The Vice-Presidents shall discharge such other duties as may be assigned by the President.

4.03.3 Secretary / Chief Operating Officer - The secretary / COO shall keep a full and complete record of the proceedings of the Board and shall supervise the keeping of the books of the corporation. The secretary shall be the club historian, maintaining a scrapbook of club flyers, pictures, and articles appearing in the local newspapers, and shall discharge such other duties as pertain to the office or as prescribed by the Board.

- i. The Secretary shall keep the records of the State Association; supervise the taking, production, and distribution of meeting minutes; attend to the publication of official reports; attest to documents and perform such other functions as usually pertain to this office.
- ii. The Secretary shall send a copy of the minutes of each State Associations meeting to each Director, Corporate Officer and Registered Club Owner within the State, if any, at least 30 days prior to the next regular State meeting.
- iii. The Secretary shall publicly post or have posted a copy the most current copy of the State Association By-Laws within the State Associations website.
- iv. The Secretary shall publicly post or have posted a copy of the State Associations tax returns in whatever format was filed with the Internal Revenue Service within the State Associations website.
- v. The Secretary shall discharge any other duties as assigned by the President.

4.03.4 Treasurer / Chief Financial Officer - The Treasurer / CFO shall have charge of custody of all funds of the corporation, shall deposit such funds in the manner required by the directors, shall keep and maintain adequate and correct accounts of the corporation's properties and business transactions, shall render reports and accounting as required, and shall discharge such other duties as pertain to the office or as prescribed by the Board.

- i. The Treasurer shall have charge of the funds and books of accounting of the Corporation and shall administer them in accordance with the Code of Operations. The Treasurer shall receive and deposit the Corporation funds in such bank or banks as authorized by the State President.
- ii. The Treasurer shall disburse such funds in the manner authorized by the State President.
- iii. The Treasurer shall render an annual financial report to the Corporation at its regularly scheduled meetings, quarterly written reports to all the Corporation's officers, and any other special reports as may from time to time be called for by the President.

4.03.5 Assistant Secretaries and Assistant Treasurers. Assistant Secretaries and Assistant Treasurers shall perform such duties as shall be assigned to them by the Secretary or by the Treasurer, respectively, or by the Board, by the Chairman or by the President. Assistant Secretaries and Assistant Treasurers may, with the Chairman the President or a Vice President, sign certificates for shares of capital stock of the Corporation.

4.04. Election. The President (CEO), Vice-President, Secretary (COO), and Treasurer (CFO) shall be elected for a term of four (4) years, if they are a member of the BOD and for a term or two (2) years if the officer is NOT a member of the BOD. Each of the elected officers shall hold office until the expirations of the term for which elected and until a successor has been elected. The election shall be by Meeting of the majority of the Board of Directors vote and/or written ballot from a slate chosen by a nominating committee consisting of nominations presented to the committee from any club member, if any, prior to the vote or from nominations from the floor at the open meeting. A majority of the Board of Directors present at the meeting shall elect such officers. At no time shall the election of the Officers be within the same year as the election(s) of the Members of the BOD. If the BOD deems it in the best interest of FST a special election can be held for those Officers who are also members of the BOD or the elections can be kept separate. All Elections of Officers should be staggered as well to prevent a complete turnover of management.

4.05. Nominating Committee. At the Annual meeting of the Board, the president shall appoint a nominating committee of three members to nominate members to fill the positions of president, vice-president, secretary, and treasurer for the club for the next calendar year.

4.06. Qualifications to Run for Office. In order to qualify to run for elected office of the Corporation the proposed nominee must be, (1) a current member of USATKD in good standing, (2) a Club Owner in good standing and currently registered with FST and USATKD, (3) Must have completed a background check and the SafeSport Training through USATKD and must be a legal resident within the State of Florida.

4.07. Standard of Care. An officer shall perform the duties of an office, including duties as a member of any committee of the Board on which the officer may serve, in good faith, in a manner such officer believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances. A person who performs the duties of an officer in accordance with the above shall have no liability based upon any failure or alleged failure to discharge the person's obligations as an officer.

4.08. Corporate Instruments. All checks and drafts on, and withdrawals from, the Corporation's accounts with banks or other financial institutions, and all bills of exchange, notes and other instruments for the payment of money, drawn, made, endorsed, or accepted by the Corporation, shall be signed on its behalf by the person or persons thereunto authorized by, or pursuant to resolution of, the Board.

4.09 Executive Committee. The State Executive Committee shall consist of all duly elected officers, in addition to the necessary athlete representation to equal 20% of the Executive Committee, if capable. Athlete representative(s) on the Executive Committee are elected/selected by the State Athlete Advisory Council.

4.10. Removal of Officers. Any officer elected or appointed by the Board may be removed by the Board with or without cause. The removal of an officer without cause shall be without prejudice to his contract rights, if any. The election or appointment of an officer shall not of itself create contract rights.

4.11. Resignations. Any officer may resign at any time by so notifying the Board, the Chairman as the case may be, or the President in writing or verbally. Such resignation shall take effect at the date of receipt of such notice or at such later time as is therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. The resignation of an officer shall be without prejudice to the contract rights of the Corporation, if any.

4.12. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled for the unexpired portion of the term in the manner prescribed in the Bylaws for the regular election or appointment to such office.

ARTICLE V AMENDMENTS

5.01. By Board of Directors. Amendments to the Bylaws may be initiated by a written proposal by any three members of the corporation, a minimum of 2 members of the Board of Directors and a minimum of one Officer of the Corporation, must be in agreement and present for the proposal. A meaningful description of the motion for the amendment shall be distributed by email to each Board member, or also by a separate correspondence, as determined by the Board prior to bringing the motion up for vote at a meeting. A majority vote by attending members of the Board shall be necessary for adoption.

ARTICLE VI

BOOKS

6.01. Keeping Books and Records. The Corporation will keep complete and accurate books and records and will also keep minutes of the proceedings of its Board of Directors and committees. The Corporation will keep a membership register giving the names, addresses, and other details of the membership, if any, and the original or a copy of its Bylaws, including amendments to date.

6.02. Inspection. All books and records of the Corporation may be inspected by any officer or director for any proper purpose at any reasonable time on written demand stating such purpose.

ARTICLE VII

INDEMNIFICATION

6.01. Standard of Conduct. Any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (collectively referred to hereinafter as "proceeding"), by reason of the fact that he is or was a director, officer, employee or agent (including a volunteer) of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent (including a volunteer) of another corporation, partnership, joint venture, trust, or other enterprise, shall be indemnified by the Corporation, pursuant to a determination by a court or as authorized by the Corporation in the specific case, as follows:

(1) With respect to any proceeding other than an action by or in the right of the Corporation, he shall be indemnified against expenses (including attorneys' fees), judgments, fines, penalties, and amounts paid in settlement actually and reasonably incurred by him in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

(2) With respect to any proceeding by or in the right of the Corporation to procure a judgment in its favor, he shall be indemnified against expenses (including attorneys' fees) and amounts paid in settlement not exceeding, in the judgment of Board, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred by him in connection with the defense or settlement of such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation; provided, however, that no indemnification shall be made under this subsection in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, any court of competent jurisdiction shall determine upon application that such person is fairly and reasonably entitled to indemnity for such expenses as the Court shall

deem proper.

(3) To the extent that such person has been successful on the merits or otherwise in defense of any proceeding referred to in this section, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

6.02. Determination by Corporation. (1) A determination by the Corporation in the specific case that indemnification is proper in the circumstances because the applicable standard of conduct has been met shall be made:

(a) By the Board by a majority vote of a quorum consisting of directors who were not parties to such proceeding;

(b) If such a quorum is not obtainable, or even if obtainable, by majority vote of a committee duly designated by the Board, which committee consists solely of two or more directors not at the time parties to such proceeding; or

(c) By independent legal counsel selected by the Board prescribed in subparagraph (a) or the committee prescribed in subparagraph (b); or if such quorum is not obtainable and such committee cannot be designated, selected by majority vote of the entire Board (in which vote directors who are parties may participate).

(2) Evaluation of the reasonableness of expenses and authorization of indemnification shall be made in the same manner as prescribed above for the determination that indemnification is permissible. However, if the determination of permissibility is made by independent legal counsel, then the other persons specified in Subsection (1)(c) above shall evaluate the reasonableness of expenses and may authorize indemnification.

6.03. Advancement of Expenses. Expenses (including attorneys' fees) incurred by an officer or director in defending a proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such officer or director to repay such amount if he is ultimately found not to be entitled to indemnification as authorized in these Bylaws or pursuant to applicable law. Expenses incurred by other employees and agents may be paid in advance upon such terms or conditions as the Board determines appropriate.

6.04. Continuation. Indemnification and advancement of expenses hereunder shall continue, unless otherwise provided when authorized or ratified, as to a person who has ceased to be an officer, director, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

6.05. Non-Exclusivity. The foregoing rights of indemnification and advancement of expenses are not exclusive of any other rights to which any such person may be otherwise entitled apart from these Bylaws and shall not be deemed to limit the power of the Corporation to make any other or further indemnification or advancement of expenses as permitted under any applicable law.

6.06. **Limitation on Indemnification.** Notwithstanding the foregoing provisions, indemnification or advancement of expenses shall not be made to or on behalf of any officer, director, employee or agent if a judgment or other final adjudication establishes that his actions, or omissions to act, were material to the cause of action so adjudicated and constitute:

- (1) A violation of the criminal law, unless the officer, director, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
- (2) A transaction from which the officer, director, employee or agent derived an improper personal benefit;
- (3) In the case of an officer, director, employee or agent a circumstance under which the liability provisions of Section 607.0834, Florida Statutes, are applicable; or
- (4) Willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a member.

6.07. **Insurance.** The Board may authorize the purchase and maintenance of insurance on behalf of any person who is or was an officer, director, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, director, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of these Bylaws or applicable law.

6.08. **Notice.** If any expenses or other amounts are paid by way of indemnification (other than by court order, or an insurance carrier pursuant to insurance maintained by the Corporation), the Corporation shall deliver either personally or by mail to each member of the Board a statement specifying the persons paid, the amount paid, and the nature and status at the time of such payment of the litigation or threatened litigation. Such statement shall be delivered not later than the next monthly meeting.

ARTICLE VII

NO PRIVATE INUREMENT

7.01. **Compensation.** No part of the income of the corporation shall inure to the benefit of any member, director, officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, director or officer of the corporation or any private individual shall be entitled to share any of the corporate assets on dissolution of the corporation except as directed by the Board of Directors.

7.02. **Dissolution.** Upon the dissolution of Florida Sport Taekwondo Federation, Inc., the president shall call a meeting of the remaining membership to make provision of payments of liabilities and to dispose of all the remaining assets either to the members or to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable

purposes and that has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VIII

FST MEMBERSHIP(S)

8.01. Categories of Membership. FST shall have individual and club membership categories as follows:

8.01.01. Athlete Members. Are Florida resident who as individuals register with FST and USATKD annually as competitive athletes and are eligible for competition in the sport of Taekwondo and competes in State, Regional, National and/or International Taekwondo competitions, and is a current and must remain as an FST and USATKD Member in good standing. Voting rights are established, respectively for male and female “Athlete Directors”, by being 18 years of age and older, a legal U.S. and Floridian resident and part of the current Junior, Senior and above State Team(s), the eligible males shall nominate and elect the male athlete representative, the eligible females shall nominate and elect the female athlete representative. All nominees have to process through FST’s vetting process prior to a final election and the current BOD and/or its nomination committee shall complete the vetting process as is required within Article 3 and Section 3.05 herein.

8.01.02. Coach Members. Coach Members are individuals who are 18 years of age and older, are legal U.S. and Florida residents and are a member of FST and USATKD and must remain as members in good standing. Coaching Members who receive voting rights to nominate and elect the “Coaching Director” must be currently training and coaching Athletes, as a certified USATKD Level 1 Coach or higher, within sanctioned FST, USATKD and/or WT State, Regional, National and/or International Taekwondo competitions. All nominees have to process through FST’s vetting process prior to a final election and the current BOD and/or its nomination committee shall complete the vetting process as is required within Article 3 and Section 3.05 herein.

8.01.03. Referee Members. Referee Members are those individuals who register with FST and are certified as Referees through USATKD and currently is in good standing. For Member Referee’s to receive voting rights to nominate and elect the “Referee Member” they must be a certified “C-Level” referee or higher through USATKD, currently in good standing and is currently refereeing sanctioned FST, USATKD and/or WT State, Regional, National and/or International Taekwondo competitions. All nominees have to process through FST’s vetting process prior to a final election and the current BOD and/or its nomination committee shall complete the vetting process as is required within Article 3 and Section 3.05 herein.

8.01.03. Club Members. Club Members are those Taekwondo clubs that register as Club Members with FST, have their physical location(s) within the State of Florida, the club is comprised of a group of individual FST members, with a workout or training location distinct from any other Club Member and agree to conduct their programs in accordance with and to be bound by the rules and regulations of FST. Club members with at least 5 individual FST members, and at least one referee, one coach and one athlete registered to that club attending the FST State Championship shall be entitled to one delegate to vote and/or run for “Club Member Director” as long as that delegate

is a current USATKD and FST member in good Standing. Club members that fail to meet these obligations shall not be entitled to vote and/or run for Club Director until fulfilling such requirements.

8.01.04. Supporting members. Supporting members are those individuals who register annually as supporting members and who are interested in the purpose, programs, aims and objectives of FST.

8.01.05. Life Members have to be granted by the Board of Directors to those individuals that have given great service to the development of FST and Taekwondo within the state of Florida.

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

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

8.04. Termination of Membership.

8.04.01. Membership may be terminated by the Board of Directors on the occurrence of any of the following events:
(1) failure to pay dues within ninety (90) days after payment due date; or (2) failure to satisfy any of the requirements of Article VIII or any other requirement herein or produced by the BOD's.

8.04.02. Membership may be terminated if the Member is or becomes listed on the U.S. Center for SafeSport violation Ethics Violation, convicted of a felony or criminal activity.

8.04.03 Membership may be terminated if the Member Moral Turpitude under Florida Statutes.

ARTICLE IX

DUTIES OF THE SANCTIONED STATE ORGANIZATION

9.01 The duties of the Florida State Association are:

9.01.01 To conduct a USA Taekwondo-sanctioned qualification tournament that will serve as the vehicle for our state Taekwondo athletes to participate in USA Taekwondo national events;

9.01.02 To designate teams and individuals to represent our state in USA Taekwondo national events;

9.01.03 Each State Association must file an annual financial report with the USA Taekwondo Headquarters Office not later than May 15 of each year. Any state that files a state tax return must also file a copy of its state tax return with the USA Taekwondo National Office not later than May 15 of each year.

9.01.04 A copy of the minutes of each meeting of the State Taekwondo Association must be sent to the

Membership Services Manager of USA Taekwondo by return receipt mail within thirty (30) days of the date of the meeting;

9.01.05 Within thirty (3) days after the election of officers and athlete representatives of the State Taekwondo Association, the president of the State Association must send a report to the Membership Services Manager of USA Taekwondo by certified mail return receipt requested. In this report the State President must identify the officers for that State Taekwondo Association and must attest that these individuals were elected in accordance with the USA Taekwondo Bylaws.

9.01.06 To facilitate, through orderly and effective administrative procedures, the resolution of conflicts or disputes which involve any members, athletes, coaches, instructors, trainers, managers, state officials, or administrators which arise in connection with participation in state Taekwondo activities and/or events;

9.01.07 To adhere to, and to promote the Safe Sport policies as adopted by the USA Taekwondo National Office;

9.01.08 To provide financial support or value in kind, if possible, to athletes that represent the state association at USA Taekwondo National Events; Team Trials and any event the President deems worthy;

9.01.09 To publish a newspaper, magazine, website, or other media publications to promote state activities;

9.01.10 To amend these Bylaws in a manner not inconsistent with the Bylaws of USA Taekwondo, or with the laws of the United States of America.

9.02 The State Association shall, by and through its President, file in the office of the Secretary of State, or similar office, the name and mailing address of an authorized agent of the State Association upon whom local process or demands against the State Association may be served.

9.03 The State Association shall have no power to issue stock or to engage in business for profit or gain.

ARTICLE X

OPERATION OF CORPORATION AS SANCTIONED STATE TAEKWONDO ASSOCIATION

10.01 The Corporation and all State Taekwondo Associations shall be bound by the Code of Operations of USA Taekwondo.

10.02 The Corporation and all State Taekwondo Associations shall operate in accordance with the standard State Bylaws established by USA Taekwondo.

10.03 Upon approval by the USA Taekwondo CEO, the Corporation will become the State Taekwondo Association and shall be empowered to modify the standard Bylaws provided by USA Taekwondo. However, the modified and/or amended Bylaws must be approved by the CEO, USA Taekwondo before they are enacted.

These Bylaws are adopted as of November 1st, 2021: